

**T. Clay Wood Elementary School
Parent Teacher Organization, Inc.
By-Laws**
(Amended April 7, 2021)

ARTICLE I - ORGANIZATION NAME

The name of this organization is the T. Clay Wood Elementary School Parent Teacher Organization, Inc. located in Nokesville, VA, 20181. Hereafter, the organization will be referred to as the T. Clay Wood PTO, TCWES PTO or PTO.

ARTICLE II – PURPOSE

The purpose of the T. Clay Wood PTO is to foster relationships among the school, parents, community and teachers in order to promote and enhance the best possible learning environment for the students who attend T. Clay Wood Elementary School.

ARTICLE III - ARTICLES OF ORGANIZATION

The T. Clay Wood PTO exists as a non-stock corporation of its members. It is organized with the concurrence of the parents and legal guardians of the children attending T. Clay Wood Elementary School and the school’s assigned staff. The “Articles of Organization” comprise these By-Laws, as amended from time to time as prescribed in Article XIII (By-Laws). The T. Clay Wood PTO is not affiliated with the Virginia Congress of Parents and Teachers or the National Congress of Parents and Teachers.

The TCWES PTO is organized exclusively for charitable and educational purposes, within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE IV – MISSION

The mission of the T. Clay Wood PTO is to enrich the learning opportunities and environment at T. Clay Wood Elementary School. It will generate, gather and distribute resources to supplement school programs and enhance the educational experiences of all its students. It will strive to maintain communication and cooperation between the parents and the schools assigned staff to help ensure that students achieve their fullest potential and receive the best education possible. The TCWES PTO will facilitate the participation of parents, legal guardians, families, teachers, students and the business community in the education process. The PTO will work to raise funds and procure donations necessary to achieve the mission of the PTO. The PTO will strive to support the Leadership in Energy and Environmental Design (LEED) program, which is a green

building rating system that shows a commitment to environmental issues and energy conservation.

ARTICLE V – POLICIES

- The TCWES PTO is a non-profit, non-commercial, nonsectarian and nonpartisan organization.
- The name of the TCWES PTO or the names of any members in their official capacities will not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the purposes of the TCWES PTO.
- The TCWES PTO will not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.
- The TCWES PTO will work to facilitate a cooperative relationship between parents, legal guardians, teacher, support staff and school administrators.
- The TCWES PTO will encourage family participation within the school and volunteerism.
- The TCWES PTO will plan and carry out special events, of which all monies raised will be used to benefit the students at T. Clay Wood Elementary School.
- The Principal shall approve all fundraising; a yearly plan for fundraising projects shall be prepared and presented to the Principal for approval.
- The Principal shall approve all communication sent school wide and or to organizations, such as fliers, newsletters, and fundraising forms.
- The records of this Organization are open for public review online in the PTO section of the TCWES website. A PTO Book of Record will also be kept with the PTO Treasurer and TCWES bookkeeper and will be made available upon request for public inspection. The online information and notebook will contain:
 - a. The original bylaws, revised bylaws, and amendments to bylaws.
 - b. Approved minutes of all meetings
 - c. Operating budget, approved revisions, and monthly financial reports.
 - d. Articles of Incorporation

ARTICLE VI – MEMBERSHIP & DUES

Section 1. Membership

Membership in the TCWES PTO is made available without regard to religion, race, color, creed, disability or national origin. The PTO will conduct annual enrollment of members but will admit any eligible person to membership at any time. Membership eligibility and information is as follows:

- Any parent, grandparent or guardian of any student enrolled and attending T. Clay Wood Elementary School.
- Any staff member currently assigned to T. Clay Wood Elementary School.
- Community patrons including, but not limited to businesses or financial sponsors who will uphold the policies of the TCWES PTO and agree to these By-Laws.
- All memberships received during the school year will expire on June 30th of the current school year.
- TCWES PTO members in good standing are eligible and encouraged to participate in the TCWES PTO meetings, to give input in matters before the Executive Board, and to serve in its elective and appointive positions.
- All members must complete the required dues as prescribed in Article XI (Finances).
- Membership is per family. All eligible parents, guardians and grandparents may become a member of the TCWES PTO; each must individually meet eligibility requirements, including completion of dues. Each family is eligible for a single vote. Members may represent only themselves in any vote.

Section 2. Dues

The cost of membership in the TCWES PTO is governed by Article XI Section 2.

ARTICLE VII – OFFICERS AND ELECTIONS

Section 1. Officers

- A. **Officers** – The Officers shall be President, Vice-President, Secretary, Treasurer, Two (2) Directors, one of which will be a TCWES staff member and one Past Officer Emeritus or additional Board Director at the discretion of the current sitting Executive Board.
- **President** - The President shall preside over meetings of the organization and Executive Board, serve as the primary contact for the Principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee and coordinate the work of all the officers and committees of the organization.
 - **Vice President** – The Vice President shall assist the President and carry out the President’s duties in his/her absence or inability to serve. The Vice President will assume the role of President in case of the President’s resignation. The Vice President will act as a liaison to the membership committee.
 - **Secretary** – The Secretary will record the minutes of all meetings of the TCWES PTO and the PTO board, maintain the official TCWES PTO calendar and keep the official documents of the organization, including but not limited to the Articles of Incorporation, bylaws, the membership list, and the meeting minutes. The Secretary will coordinate the TCWES PTO Email account and disseminate emails to the appropriate PTO officers.

The Secretary will also coordinate updates to the PTO social media, including but not limited to the website and Facebook page.

- Treasurer – The Treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures and pay out funds in accordance with the approval of the Executive Board. The Treasurer will present a financial statement at every meeting and make a full report at the end of the fiscal year. There will be an annual audit of the TCWES PTO’s account. The Treasurer will ensure that two officers sign all checks according to Treasurer procedures. The Treasurer will ensure the timely filing of all necessary business and tax forms, including but not limited to Virginia State Corporation Commission renewal and Federal Tax Form 990. Copies of these documents will be given to the Secretary and placed in the public PTO Book of Record.
 - Directors – will assist Secretary and Treasurer as needed and also take on a leadership role of committee chair. They are also willing to fill a vacancy position if necessary.
 - Past Officer Emeritus/Additional Board Director - This position is appointed by the Executive Board. The Past Officer Elect will act as liaison from past board to present board. The Past Officer Elect will provide historical knowledge to share information from the past year and also provide continuity from past PTO board to present PTO board. The Past Officer elect will assist PTO President, Vice-President, Secretary, Treasurer, and Directors as needed with their duties. This position will first be offered to the past President, and then in the following order, the past Vice President, the past Secretary, the past Treasurer, the past Directors until position is filled.
- B. **Terms of Office** – Officers are elected for one year and may serve no more than two (2) consecutive terms in the same office. The Treasurer who may serve additional consecutive terms when no other qualified individual runs for the position. Each person elected shall hold only one office at a time. If an officer assumes the role of another officer due to a vacancy, the remainder of the term will not count towards the term limit of two consecutive years. The officer will be eligible to run for the position in the next election, and if elected, the two-year term limit will apply.
- C. **Eligibility** – Only TCWES PTO members in good standing are eligible for office. It is recommended that the Treasurer be an individual with qualified bookkeeping or accounting experience.
- D. **Records and Books** – All original documents, hard and soft copy are the property of the TCWES PTO. At the end of each fiscal year, all PTO Officers (President, Vice President, Treasurer, Secretary, Director(s)) and Committee Chairs shall turn over all records, books, and material related to PTO, including user ids and passwords, to the incoming PTO board.

Section 2. Elections

- A. **Nominations and Elections** – The Nominating Committee shall select a candidate for each office and present the slate at a meeting held in April. At that meeting, nominations may also be made from the floor. No more nominations will be accepted after that April meeting. Elections will be held in May. Voting shall be by voice vote if uncontested. If there is but one nominee for any office, it shall be in order to move that the Secretary cast the elective ballot of the organization for the nominee. If more than one person is running for an office, a ballot vote shall be taken.
- B. **Vacancies.** A person(s) elected by a simple majority vote of the PTO Executive Board shall fill any vacancy occurring in an office for the remainder of the term or the PTO Executive Board may vote to leave the position unfilled and assign duties to another board member (s).
- C. **Removal from Office.** Officers can be removed from office by the Executive Board for not fulfilling their established duties or not following stated TCWES PTO Polices or when relations between other board members becomes counter productive by a two-thirds vote of those present at a regular meeting. Voting will be done on paper in a blind vote, will not be public and the principal will read the voting results. The President is responsible for communicating to the officer that is being removed. In the case it is the President being removed, the Vice President would communicate the vote to the President.
- D. **Compensation** – Officers shall serve their offices without compensation with the exception that expenses incurred in the furtherance of the PTO’s business may be reimbursed with documentation and prior approval.

Section 3. Assumption of Duties

- A. Officers, except the Treasurer, shall assume their official duties following the close of the fiscal year. All information, including but not limited to userids and passwords, and Official binders, must be passed to the new board. Bank signature cards to be updated on a yearly basis to include the appropriate board along with new logins and passwords to each of our current online accounts. (ie: mailchimp or similar service, go daddy, and website)
- B. The outgoing and incoming Treasurer will need to work together. A year-end report will be completed including details of all outstanding debits/checks. The outgoing Treasurer will ensure that the new Board has access to all necessary bank information so that the new Treasurer and board can make financial decisions for the new fiscal year. The prior year’s financial binders will **not** be turned over to the new board until the prior year tax forms have been completed and the year end audit has been presented to and accepted by the PTO Executive Board. A treasurer coming into office mid-term as a result of a

resignation or removal of the prior treasurer shall not assume duties until the completion of the audit required by Article XI.

ARTICLE VIII – EXECUTIVE BOARD

Section 1. Membership – The Executive Board shall consist of the PTO Officers, Principal, and/or Assistant Principal.

Section 2. Duties – The duties of the Executive Board shall be to transact business necessary to accomplish the mission as stated in these By-Laws. The Executive Board is also responsible for creating and enforcing standing rules and policies, creating committees, preparing and managing a budget, approve routine bills, and prepare reports and recommendations to the membership.

Section 3. Meeting – A minimum of five (5) regular meetings shall be held during the school year on a date and time to be determined by the Executive Board. Any two Board Members with 24 hours notice may call special meetings.

Section 4. Quorum – Members present shall constitute a quorum for the transaction of business in any meeting of the TCWES PTO.

Section 5. Signature Authority – The people authorized to sign contracts, agreements, checks and drafts on behalf of the TCWES PTO will be the Treasurer and the President or Vice-President.

ARTICLE IX- MEETINGS

Section 1. Regular Meetings – A minimum of five (5) regular meeting of the TCWES PTO will be held during the school year at a date and time agreed upon by the Executive Board and published announcement to the membership.

Section 2. Quorum – Members present shall constitute a quorum for the transaction of business in any meeting of the TCWES PTO. The President or Vice President must be present for a Quorum. In the event both President and Vice President are not available then the Past Officer must be present along with Treasurer and Secretary.

ARTICLE X – COMMITTEES

Section 1. The Executive Board may create such Standing Committees, as it may deem necessary, to promote the purpose and carry on the work of the PTO for the year.

Section 2. Only current members of the TCWES PTO shall serve as a Committee Chairperson or serve as a member of a Standing or Special Committee. More than one person can share chair positions of Standing or Special Committees.

Section 3. The Chairperson, or designee, of each Standing and Special Committee shall present an Action Plan to the Executive Board for approval. No committee action shall be undertaken without the consent of the Executive Board.

Section 4. The Chairperson of each Standing or Special Committee charged with the coordination of the PTO event shall submit an Event Evaluation form by the next regular scheduled PTO meeting.

Section 5. Committee Chairpersons, of each Standing or Special Committee, shall turn over all records, procedure books and other materials pertaining to the committee at the end of their term served when departing office.

Section 6. The power to create Special Committees rests with the Executive Board.

Section 7. Membership Committee, the chairperson or Board Director of this committee is responsible for recruiting members for the TCWES PTO. He/she is responsible for compiling and maintaining a current and secure PTO database/directory, and membership roster of students, staff, parents/legal guardians and school information. The chairperson also is responsible for organizing the membership and collecting dues.

ARTICLE XI – FINANCES

Section 1. The fiscal year of the TCWES PTO shall begin July 1st and end June 30th.

Section 2. The Executive Board shall establish the cost of annual membership of the TCWES PTO prior to the beginning of each school year. Annual membership shall not be increased or prorated during the school year. Annual dues are non-refundable.

Section 3. A draft budget, for the next operating year, shall be drafted at the May PTO meeting. The incoming PTO board will use this budget as a starting point for the new fiscal year and modify as necessary.

Section 4. The budget will be finalized and voted on by the Executive Board at the September public PTO meeting.

Section 5. The Executive Board shall approve all expenses.

Section 6. Two authorized signatures shall be required on all checks. Authorized signers shall be the President or Vice President and the Treasurer.

Section 7. The Treasurer shall prepare a financial statement at the end of the fiscal year, to be audited. Prior to the end of the fiscal year, the Executive Board shall select a professional

auditor or an auditing committee. An auditing committee shall consist of no fewer than three PTO Members in good standing and must have no PTO signature authority.

Section 8. The fiscal year end audit report shall be submitted in writing to the Executive Board prior to the finalization of the budget for the new fiscal year. The audit report shall be presented to membership for adoption at the first meeting held after the completion of the report. Any mid-term audit report shall be submitted to the membership upon its completion.

Section 9. The PTO may charge a fee, to be decided by the Executive Board, for bank returned checks or checks not honored. The fee should be no less than the bank fee charged to the PTO.

Section 10. Any expenditures over \$301 require PTO Executive Board approval prior to purchase. The PTO President and Treasurer may exercise up to a \$300 expenditure without PTO Executive Board approval provided that he/she notifies the PTO Executive Board of the details of the expenditures at the next regularly scheduled meeting.

Section 11. The PTO shall carry over a minimum of \$3,000 in the checking account from one fiscal year to the next.

Section 12. The PTO shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the organization.

Section 13. At the end of the fiscal year, The PTO Treasurer will turn over a copy of the financial ledger, a copy of the bank statements and all banking related information including checks and credit cards to the TCWES bookkeeper who will check them in and sign them out to the new PTO Treasurer. The new PTO Treasurer and the outgoing Treasurer must work together to ensure that the audit is performed and the appropriate tax documents are filed in a timely fashion. The prior year financial books will not be turned in until after the audit and tax documents are completed and the results are presented to the PTO Executive Board.

Section 14. The PTO President and/or Vice President will turn over all credit cards, checks and other financial documents to the TCWES bookkeeper who will check them in and sign them out to the new PTO President and Treasurer.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Robert’s Rules of Order shall govern meetings when they are not in conflict with the organization By-Laws.

ARTICLE XIII – BY-LAWS, AMENDMENTS AND REVISIONS

Section 1. The By-Laws, amendments and revisions shall be presented for approval at an Executive Board meeting. Approval is based on a quorum vote. The proposed By-Laws, amendments or revisions will then be presented to the General Membership for a final approval and adoption by quorum vote.

Section 2. Bylaws shall be revised or amended at a regular meeting of the Organization provided notice and a copy of the proposed bylaws revision or amendments are provided to the membership at least seven (7) days prior to the meeting at which the revision or the amendments are to be voted upon. A quorum shall be established at the meeting in which voting takes place. The revision or amendments are subject to approval by the TCWES PTO Executive Board. The proposed bylaws revision or amendments require a two-thirds (2/3) vote of the members present and voting.

ARTICLE XIV- MISCELLANEOUS PROVISIONS

Section 1. All meetings of this organization, Governing Board, and its committees are for the discussion of the Organization’s business. PTO members shall not use any of these meetings as a means of discussing the problems or progress of their children with members of the T. Clay Wood staff and employees.

Section 2. Student Representatives. The T. Clay Wood ES PTO recognizing the value of including student input into the decision-making process will add two student representatives to the board. Students will be selected by the principal with input from classroom teachers. Students will be appointed while in their fourth-grade year for their fifth-grade year. Student representatives will be expected to join the board for the April and May meetings of their fourth-grade year to shadow the current student representatives. Student representatives will be allowed to be included in the voting if their parents are PTO members but will not be included as part of a quorum.

ARTICLE XV- DISSOLUTION OF THE ORGANIZATION

Section 1. The Organization may only be dissolved following a majority vote of the members present at a meeting called and publicized for the purposes of dissolution.

Section 2. Upon the dissolution of the organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, such as to the T. Clay Wood Elementary school Student Fund.

<i>RECORD OF CHANGE</i>	
<i>By-Laws Created</i>	<i>May 25, 2011</i>
<i>Amended</i>	<i>November 16, 2011</i>
<i>Amended</i>	<i>November 15, 2012</i>

<i>Amended</i>	<i>November 06, 2014</i>
<i>Amended</i>	<i>March 7, 2019</i>
<i>Amended</i>	<i>April 5, 2019</i>
<i>Amended</i>	<i>April 7, 2021</i>