

Scarlett PTSO ByLaws

Amended April 2024. Replaces previous Scarlett PTSO bylaw versions and nullifies the Scarlett PTSO Constitution to be singular governing document for the Scarlett PTSO.

ARTICLE 1: NAME, STATUS & PURPOSES

A. NAME

The name of this organization shall be the **Scarlett PTSO** (referred to hereinafter as “PTSO” or “the Organization”). The Organization may, at its pleasure by a two-thirds (2/3) vote of attendees of a regular PTSO meeting, change its name.

B. PURPOSES

The PTSO is organized exclusively for educational and charitable purposes as defined in Section 501(c)(3) of the Internal Revenue code and as follows:

The purpose of this Organization shall be:

1. To promote the intellectual, physical, and emotional health of Scarlett students in the school and community at large.
2. To provide forums and opportunities for communication and cooperation among parents, teachers, school building administration, school district administration and the community at large.
3. To engage in fundraising activities, to generate funds, to offer/provide for diverse and educational enrichment support/programs for students and staff.

ARTICLE 2: MEMBERSHIP

Members of the PTSO: Adult-aged caregivers of all students registered at Scarlett Middle School, all students, and all teachers and staff of the school shall be Members of the PTSO. All members shall have the right to attend and speak at PTSO meetings.

Voting Members of the PTSO: All members that are not legal minors (necessarily excluding students) shall be considered Voting Members of the PTSO and have the right to vote on the election of directors and officers, amendments to this document, approval of minutes and financial reports, approval of the Budget, and any matter that may be properly presented by the President or the presiding officer to a vote of the membership. Each Voting Member shall have one vote. Only Voting Members (adult-aged members) may serve as PTSO officers or appointees.

ARTICLE 3: LEADERSHIP

A. LEADERSHIP AND KEY ROLES

- A. **Board of Directors.** The organization is governed by a Board of Directors composed of the elected officers and the principal (or the assistant principal if so designated).
- B. **Elected PTSO Officers.** The 7 (seven) elected officers of the PTSO shall be the President, Vice-President, Corresponding Secretary, Recording Secretary, PTO Council Representative and two Co-Treasurers (all voluntary positions). A two-person Co-President team may fill each of the offices of President in lieu of a President/ Vice-President team.
- C. **Appointed PTSO Officers.** The Board shall appoint PTSO members to serve on the Board of Directors and in the following appointed officer roles: Fundraising Chair, PTO Thrift Representative, and Student Council Liaison.
- D. **Appointed Volunteer Non-Officer Positions.** The Board shall appoint PTSO members to serve in various roles and on PTSO committees. In addition, the PTSO President may, as needs arise, establish additional special PTSO committees whose terms shall coincide with the school year.
- E. **Staff Representatives.** The Principal may appoint one or more Staff Representatives to represent teachers as a part of the PTSO and whose term shall coincide with the school year.

B. LEADERSHIP TERMS OF OFFICE

- A. **Starting and Ending Dates.** PTSO elected officers and appointees shall serve from July 1 to June 30 or until qualified successors have been chosen.
- B. **Term Durations of PTSO Officers.** Each PTSO office has a term of one year. An individual may serve in the same capacity for no more than two (2) consecutive terms, unless an exception is granted by a two-thirds (2/3) vote of meeting attendees where a quorum is present.

C. LEADERSHIP ELECTIONS

- A. **Timing; Majority Vote.** The elections of PTSO officers shall take place at the PTSO Annual Meeting in May.
- B. **Procedure.** The PTSO Board may determine the procedure for conducting elections, within the following limitations: (1) the results of the election shall be determined at the Annual Meeting; and (2) any person who timely states a desire to run (at least seven (7) days prior to an election) for an office shall be entitled to run. The PTSO Board may determine, at its discretion, whether voting will be oral, by show of hands, by written ballot, or by some other

appropriate method.

- C. **Vacancies Between Elections.** Vacancies can occur when (1) an officer or representative resigns; (2) an officer or representative ceases to have a child enrolled at Scarlett, or (3) an officer or representative is removed under subsection 'Involuntary Removal from Office' below. When vacancies occur between elections, replacements will be elected by the PTSO Board to serve the balance of the term.
- D. **Involuntary Removal From Office.** The membership has the power to remove, for just cause, any elected officer or appointee. Such a vote shall take place upon motion of the PTSO Board at a regular PTSO membership meeting or at a special meeting called for that explicit purpose. Prior to such a vote, a special committee under the supervision of the Principal or Assistant Principal shall conduct an investigation of the facts and submit a report to the members. Public notice to the members of the intent to remove an officer must be made at least forty-eight (48) hours in advance of the meeting at which a vote will be taken for the removal to be binding.
- E. **Nominating Committee.** The President shall appoint a Nominating Committee by the regular March PTSO membership meeting. The Committee shall consist of the Vice-President and no fewer than two (2) and no more than five (5) additional members, at least one of whom is not a PTSO Board member.

The Nominating Committee shall publish a slate of nominees at the regular April membership meeting. The slate shall include at least one nominee for each elected office. The Committee shall strive to present a ballot of eligible candidates who reflect our Scarlett community and are committed to the mission of the PTSO. The Committee shall inform the general membership of the opportunity to self-nominate/ nominate candidates in advance of the April meeting.

The ballot shall consist of all persons who have been nominated by the Nominating Committee, together with any other PTSO members who have asked to be included on the ballot as candidates. Prior to the voting, the Nominating Committee shall inform each candidate of the responsibilities of the office for which the candidate is running and also inform candidates of any background check requirements.

The election will take place at the Annual Meeting in May. Results will be tallied and announced within 48 hours of the adjournment of the regular May membership meeting. Results will be shared electronically, including on the PTO website. If there are two candidates for a position, the candidate who receives the majority of votes prevails. If there are more than two candidates, and any candidate receives greater than half the votes of the members present, that candidate prevails. If no candidate receives more than half the votes, there shall be a runoff between the two candidates receiving the most votes.

D. LEADERSHIP DUTIES & RESPONSIBILITIES

1. EXPECTATIONS AND DUTIES OF PTSO OFFICERS

The duties of the Board of Directors (Board) is to govern the organization, including but not limited to transacting business between meetings in preparation for the general meeting, ensuring the implementation of standing rules and policies, creating and overseeing standing and temporary committees, preparing and submitting a budget to the membership, approving by majority vote of the Board unbudgeted expenditures of more than \$100, and preparing reports for and recommendations to the membership.

All members of the Board of Directors are expected to attend the majority of PTSO membership meetings and to report, when appropriate, on matters within their areas of responsibility. Virtual attendance can be made possible when needed. In the case of necessary absence, absent officers will provide notes and a report to the President in advance of the meeting. All members of the Board of Directors must pass a standard school volunteer background check. If members of the Board of Directors are speaking or representing their views in another forum within AAPS or related to education, they must distinguish between when they are speaking as an individual and when they are representing the consensus or position of Scarlett PTSO.

Additionally, elected officers shall have the following duties:

- A. **President or Co-Presidents:** Preside at all board meetings and regular PTSO membership meetings; set the agenda for meetings; oversee and assist in budget and financial operations of the PTSO; submit newsletter announcements on behalf of the PTSO to administration; maintain the PTSO email and distribute communication as needed; update and maintain the master calendar; organize and lead PTSO officers and appointees and all PTSO events and activities; represent the PTSO at community and district events; serve as ex-officio members of all committees.
- B. **Vice-President:** Perform the duties for the President or Treasurer(s) in their absence; assist the President in ongoing events, operations and procedures of PTSO; represent the PTSO at community and district events; support PTSO correspondence and emails.
- C. **Recording Secretary:** Take minutes at all PTSO meetings; maintain a notebook of all meeting minutes, monthly reports, bylaws, the calendar, and volunteer list along with the Articles of Incorporation and Insurance policy; perform the duties of Treasurer(s) or Vice-President as needed; chair meetings in the absence of the President or Vice President.
- D. **Corresponding Secretary:** Provide consistent updates about community news to parents, students and staff via email/School Messenger, PTSO Website, relevant social media, school announcements and flyers; support the President/Vice President in maintaining the PTSO's general correspondence such as email and thank you letters.
- E. **Co-Treasurers:** To maintain all PTSO financial records; to have primary possession of PTSO checkbook and records; to submit a monthly financial report at PTSO regular membership

meetings; to collect and disburse PTSO funds according to the budget; to manage facilitated funds for line items that use PTSO as a method to collect donations (e.g. Project Lit, Athletics, 8th grade celebration trip); to follow cash handling procedures and control over funds; to file yearly taxes and maintain files of taxes and previous years financial records, along with Articles of Incorporation; to pay yearly insurance and dues; to pay all PTSO bills in a timely manner; to supply cashbox requests and deposits thereof; to have possession of Tax I.D. and 501(c)(3) information and to distribute tax status documentation to frequent purchasers; to have possession of Insurance policy and memberships. When both co-treasurer spots are filled it is recommended that one serve as the depositing treasurer and the other as the distributing treasurer.

- E. **PTO Council Representative:** To attend PTO Council meetings and report back to the PTSO membership at subsequent general membership meetings.

2. DUTIES OF APPOINTED PTSO BOARD MEMBERS

All appointees shall act within their areas of responsibility in accordance with the directions and guidelines given by the PTSO Board and the approved budget. All student-facing volunteers and appointees must pass a standard school volunteer background check. If persons are appointed to the following positions, they will have the following duties:

- A. **Fundraising Chair (up to 2):** To coordinate the fundraising plan for the school year and organize and lead fundraising efforts; to schedule and lead the fundraising presentations for consideration for the upcoming school year; to communicate all fundraising events, news and information to the President and the school community.
- B. **Student Council Liaison Appointee:** To coordinate and communicate with members of and faculty leaders of the student council and other student leadership groups such as the Black Student Union (BSU) and Yearbook about their activities and needs and opportunities for PTSO support.
- C. **PTO Thrift Shop Representative:** To interact with the AAPS PTO Thrift Shop on their fundraising programs, to understand and implement their procedures in order to ensure PTO Thrift Shop funds are allotted to Scarlett throughout the year.

3. ADDITIONAL APPOINTED VOLUNTEER NON-OFFICER ROLES

All appointees shall act within their areas of responsibility in accordance with the directions and guidelines given by the PTSO Board and the approved budget. All student-facing volunteers and appointees must pass a standard school volunteer background check. If persons are appointed to the following positions, they will have the following duties:

- A. **Hospitality Appointee:** To coordinate any food or beverages for PTSO sponsored events, meetings and activities and to form committees when needed to perform these duties.

- B. **Scarlett Spirit Wear Appointee:** To assist the Board in the ordering of Scarlett gear; to maintain records of inventory, sales and expenses and provide regular updates to the Treasurer(s) and President; to submit all monies and receipts in a timely manner to the Treasurer(s); to make Scarlett Gear available for sale at school wide events when available.

ARTICLE 4: MEETINGS

- A. **Board Meetings:** The PTSO Board is empowered to meet as necessary. Minutes from each meeting of the Board shall include at a minimum whether there was a quorum, the names of those present at the meeting, and actions taken by the Board and shall be provided to the general membership at the following regular PTSO membership Meeting. One Board meeting shall be held each summer to prepare for the following school year and prepare the budget for presentation to the general PTSO membership.
- B. **Regular PTSO Membership Meetings.** A normally scheduled PTSO meeting shall be known as a regular PTSO Meeting. A minimum of eight (8) regular PTSO Meetings of the membership shall be held each school year.
- C. **Annual PTSO Meeting.** An Annual PTSO Meeting shall be held towards the end of each school year, preferably May, at which annual reports are presented and elections of the officers are held. The annual reports may be written or verbal.
- D. **Special PTSO Meetings.** The PTSO board shall call a Special Meeting when so requested in writing by at least twenty (20) voting members. Notice of the meeting shall be given to the membership at least five (5) days in advance of the proposed meeting date. The special meeting shall address only the issue(s) presented in the notice. Effort must be made to schedule such meetings at a time that maximizes attendance.
- E. **Conduct of PTSO Meetings.** The President shall preside as the chair of PTSO meetings. If the President is absent from the meeting, the Vice-President shall preside as the chair of the meeting. If neither the President nor the Vice-President is present, the Secretary shall preside as the chair of the meeting.
- F. **Quorum at PTSO Meetings.** Quorum for all meetings shall be constituted by a simple majority of Board members. In order for the actions of the PTSO or the Board to be valid, a quorum must be present.
- G. **Voting at PTSO Meetings.** A majority of the Voting Members (adult-aged PTSO members) present at any meeting shall be required for all actions taken by the PTSO, except for those instances where this document indicates a two-thirds (2/3) vote is required.
- H. **Procedure and Parliamentary Authority at PTSO Meetings.** All decisions at PTSO meetings must be proposed by motion, have been seconded, and voted upon. The meeting is adjourned by vote. Previous meeting minutes and current meeting agendas must be approved by vote. PTSO meetings shall follow the approved agenda.

ARTICLE 5: ACTION WITHOUT MEETING

Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting if consent in writing (which includes electronic communications) setting forth the action so taken is given by all of the Directors entitled to vote with respect to the action. Such unanimous consent shall have the same force and effect as a vote of the Directors assembled and shall be noted in the minutes of the next meeting.

ARTICLE 6: FINANCES

- A. **Dues:** No dues shall be required. However, the PTSO Board shall have the authority to seek donations from members of the Organization to support the mission of the Organization.
- B. **Budget:** A budget of anticipated revenue and expenses of the year shall be presented to the membership at the beginning of the school year for a vote and approval. This budget shall be used as a guide for the activities taking place during the year. Any substantial deviation from the budget must be approved in advance by the membership.
- C. **Record Keeping:** The Treasurer(s) shall keep accurate records of any disbursement, income, and bank account information. All deposits shall be made within a maximum of thirty (30) days from the receipt of the funds; disbursements shall be made within a maximum of thirty (30) days from the receipt of payment approval.
- D. **Reporting:** The Treasurer(s) shall present a financial report at each Regular PTSO Membership Meeting and shall prepare a final report at the close of the school year.
- E. **Procedures:** The Treasurer(s) shall maintain and adhere to a financial controls policy that dictates all financial management procedures and guidelines.
- F. **Proceeds of the Organization:** As dictated by the Articles of Incorporation, no part to the net earning of the Organization shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in the furtherance of the purposes.
- G. **Reimbursements and Disbursements:** A receipt must be presented for reimbursements. Appropriate documentation (invoice, bill of sale, etc) must be tendered prior to any disbursement. All reimbursements and disbursements shall be based on the current fiscal year's approved budget.
- H. **Signatures:** All all times we maintain at least 3 authorized signers on our accounts. Authorized signers shall be the President(s) and the Co-Treasurers, or another Board member in their stead.

ARTICLE 7: PROHIBITED ACTIVITIES.

- A. **ACTIONS JEOPARDIZING TAX STATUS** This Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.
- B. **LOBBYING AND POLITICAL ACTIVITIES** The PTO can devote an insubstantial amount of resources to lobbying purposes (including the publishing or distribution of statements) or otherwise attempting to influence legislation. However, the PTO may not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office.
- C. **PRIVATE INUREMENT** No part of the net income or net assets of the PTO shall inure to the benefit of, or be distributable to, its officers or directors as compensation for their service as officers or directors. However, the PTO is authorized to pay reasonable compensation for

services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes provided all conflict of interest policies are followed.

D. NON-DISCRIMINATION In the conduct of all aspects of its activities, the PTO shall not discriminate on the grounds of race, color, national origin, citizenship status, language, religion, age, disability status, gender, sex, or sexual orientation.

E. CONFLICTS OF INTEREST A conflict of interest occurs when a person under a duty to promote the interests of the PTSO (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all PTSO officers and authorized representatives. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of the PTSO and may work to the detriment of the PTSO.

a. Discharging Conflicts of Interest. All conflicts of interest must be disclosed to the Board. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of that interest. That is, such individuals must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict.

b. Preventing Conflict Situations. The PTSO, through the Board, shall encourage all fiduciaries to prevent conflicts of interest where possible. (a) Fiduciaries should refuse to enter into self-dealing relationships with the PTO. (b) Fiduciaries should not accept anything but gifts of insubstantial value from vendors who may now or at any time in the future have dealings with the PTSO.

F. LITIGATION The PTSO shall not be a voluntary party in any litigation without the approval of two-thirds (2/3) of the participating voting PTO members.

ARTICLE 8: AMENDMENTS

Amendments to this governing document shall require a two-thirds (2/3) vote of the members present at a regular PTSO membership meeting where a quorum exists provided that the amendment has been submitted in writing at least 5 days prior to the meeting where proposed changes will be considered or voted upon.

(signature of Secretary, print name of presiding Secretary)

(date)