

**BYLAWS
OF
GLENHAM ELEMENTARY SCHOOL PTO, INC.**

A Not-for-Profit Organization
Adopted and Effective October 6, 2011

**ARTICLE I
NAME**

The name of the Organization shall be Glenham Elementary School PTO, Inc. and it is sometimes referred to in these Bylaws as the Organization or PTO.

**ARTICLE II
PURPOSES/MISSION**

The purposes/mission of the Organization is set forth in its Certificate of Incorporation, as from time to time amended.

**ARTICLE III
MEMBERSHIP**

- A. Members. Except for Honorary Members, only a parent or legal guardian of one or more students enrolled at the Glenham Elementary School and members of the faculty and staff are eligible to become members of the Organization.
- B. Election of Members. An eligible individual becomes a Member of the Organization upon the payment of annual membership dues. The annual membership dues as established by the Board of Directors shall be due on the 2nd business day in the month of October of each calendar year. The annual dues shall be payable by all Members to the Secretary and/or Treasurer of the Organization.
- C. Resignation. Any Member may withdraw from the Organization by giving written notice of such intention to the Vice President of Membership. The notice shall be presented to the Board of Directors at the first meeting after its receipt.
- D. Suspension. A Member may be suspended for a period or expelled for cause, such as violation of any of the Bylaws or rules of the Organization, or for conduct prejudicial to the best interest of the Organization. Suspension or expulsion shall be by a majority vote of the Membership, provided that a statement of the charges shall have been mailed by registered mail to the Member under charges at his or her last recorded address at least thirty (30) days before final action is taken thereon. The statement shall be accompanied by a notice of the time when and place where the Membership is to take its action. The Member shall be given an opportunity to present a defense at the time and place mentioned in the notice.

E. Death. Membership shall cease upon the death of a Member.

F. Honorary Member. The Board of Directors may elect an honorary Member by a majority vote of the Members present at a meeting. Honorary Members shall be exempt from payment of any fees and shall be entitled to all the privileges of regular Members except the right to vote or hold office.

G. Assignment. The rights and privileges of a Member may not be assigned.

ARTICLE IV MEETINGS OF MEMBERS

A. Meetings of Members. The regular meeting of Members shall be held monthly with the exception of September, December, June, July and August. The date, time and place for holding all regular meetings during the school year of October through May shall be determined by the President and the principal of Glenham Elementary School in June of the preceding school year. The annual meeting of the Members shall be held in May, at which Officers shall be elected.

B. Special Meeting. Special meetings of the Members may be called by the President at any time on his or her own initiative or by the President or Secretary upon request of at least two (2) Members to such officer made in writing. Notice of the meeting shall contain the date, place, and time of the meeting and the person(s) calling the meeting. Notice of a special meeting shall also state the purpose of the meeting. Notice of the meeting shall be given to each Member personally or by mail at least ten (10) business days before the meeting. At such special meeting there shall only be considered such business as is specified in the notice of meeting.

C. Quorum. At a meeting of the Organization, either regular or special, a presence of at least ten percent (10%) of all Members in good standing shall constitute a quorum. If a quorum is not present, the presiding Officers may adjourn the meeting to a day and hour fixed by the Officers.

D. Proxies. Every Member of the Organization entitled to vote at any meeting thereof may vote by proxy. A proxy shall be in writing and is revocable at the pleasure of the Member executing it. Unless the duration of the proxy is specified, the proxy shall expire six (6) months from the date of its execution.

E. Voting. Each Member shall be entitled to one vote.

F. Order of Business. At all meetings of the Organization, the order of business shall be as follows:

1. Reading of minutes of the last meeting for information and approval;
2. Reports of Officers;
3. Reports of committees;
4. Filling any Officer vacancy;
5. Unfinished business;

6. New business; and
7. Reading and approval of minutes of meeting just held, if requested.

ARTICLE V DIRECTORS AND OFFICERS

A. Directors. All Officers of the Organization shall serve as Directors *ex officio*. The number of Directors shall be the number of Officers of the Organization at any given time, but in no event less than three (3). Director terms shall be concurrent with terms as an Officer, which shall be a one (1)-year, running from July 1 through June 30.

B. Officers. The Officers shall be the President(s), Vice Presidents (VP of Membership, VP of Fundraising and VP of Public Relations), Treasurer, Secretary and Chairperson of Events. There may be two (2) persons assigned to one (1) office at the discretion of the President.

C. Election of Officers and Term of Office. At the annual meeting held in May, there shall be an election of Officers, who shall also serve as Directors *ex officio*. The Members shall elect all Officers for a term of one (1) year, with no term limits. The incumbent Officers may run for re-election at the May annual meeting. An Officer shall have been elected if he or she receives a majority vote of the Members at the May annual meeting where a quorum is present. Nominations for Officers shall be accepted beginning at the April meeting and continuing through and until the day of the May annual meeting at which the elections shall take place. Officers shall assume their positions and duties beginning July 1 following their election at the May annual meeting, or immediately if elected by the Board of Directors to fill a vacancy under Item H below, and concluding on June 30 of the following year.

- D. Duties of Directors. The Board of Directors may:
- a. Hold special meetings at such times and places as they think proper;
 - b. Plan the program for the school year in relation to the furtherance of the PTO mission and exempt purpose;
 - c. Approve the plans of committees;
 - d. Determine how funds shall be raised to carry out objectives; and
 - e. Approve or deny fund requests as applicable.

E. Meetings of the Directors. Regular meetings of the Board of Directors shall be held monthly immediately following the meeting of Members or at such other times as the President shall direct.

F. Quorum. The presence of a majority of the Directors at a meeting shall constitute a quorum for the transaction of business. In the absence of the President and Vice Presidents, the quorum present may select a Chairperson for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later date within thirty (30) days.

G. Absence. Should any Director be absent unreasonably from three (3) consecutive meetings of the Board of Directors without sending a communication to the President or

Secretary stating an acceptable reason for so doing, the Director's position, as well as his or her corresponding Officer position may be declared vacant, and the President may immediately proceed to fill the vacancy.

H. Vacancies. Whenever any vacancy occurs in an Officer position by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote of the Directors at a regular meeting or special meeting called for that purpose. The person so chosen shall immediately assume their position and duty and hold office for the balance of his/her predecessor's unexpired one (1)-year term.

I. Removal of Officers. Any one or more of the Officers may be removed either with or without cause, at any time, by a vote of a majority of the Members present at any meeting called for that purpose.

J. Duties of the President.

- a. Be the presiding officer at PTO meetings and functions. In the President's absence, the Vice President will fill this role. (Vice President of Membership, if multiple VPs);
- b. Be the primary liaison with the school principal and other officials;
- c. Guide PTO events to assure that committees are on track;
- d. Assist chairpersons as needed;
- e. Review monthly status of the organization;
- f. Authorize the expenditures that have been budgeted by the PTO;
- g. Perform necessary business between regular meetings;
- h. Receive resignations from persons serving in any position on the board;
- i. Ensure that officers and committees perform their respective duties;
- j. Ensure appropriate appreciation is expressed for the work of chairpersons, volunteers and teachers;
- k. Delegate responsibilities to officers and committee chairpersons as necessary;
- l. Meet regularly with the school principal to discuss school-wide issues and concerns;
- m. Be co-signatory on PTO bank accounts as needed;
- n. Sign checks as necessary in absence of the Treasurer;
- o. Along with the Treasurer, assure that signatories on the PTO bank accounts are updated at the bank each fiscal year and that no former PTO Board Member or committee Member maintains bank account signatory powers after leaving his or her position;
- p. Along with the Treasurer, assure that PTO monthly bank account statements include either cancelled checks or check images (Note: If a bank fee is necessary to obtain this service, then that fee shall be paid);
- q. May open, review and sign-off on monthly PTO bank account statements; and
- r. A person must have been an active board Member for at least one year prior to a nomination for the position of President or Co-President. The Principal of Glenham Elementary School at the time and current President may waive this requirement in writing in any particular instance.

- K. Duties of Vice-President of Membership.
- Fill the role of President in his or her absence;
 - Generate and maintain the PTO Membership file;
 - Recruit volunteers as necessary for events;
 - Recruit committee Members as needed;
 - Coordinate the work of committees to ensure proper activity and organization;
 - Maintain PTO e-mail account; and
 - May open, review and sign-off on monthly PTO bank account statements.
- L. Duties of Vice-President of Fundraising.
- Coordinate fundraising events;
 - Act as liaison between vendors, parents, PTO board and event committees; and
 - May open, review and sign-off on monthly PTO bank account statements.
- M. Duties of Vice-President of Public Relations.
- Act as liaison between Glenham Elementary School and the community to encourage outside support for PTO events;
 - Request donations from local establishments to assist in fundraising; and
 - May open, review and sign-off on monthly PTO bank account statements.
- N. Duties of the Secretary.
- Report, draft, complete and distribute the minutes of the PTO meetings. These minutes will consist of date, place, names of attendees, discussions, decisions, action items and all other pertinent information;
 - Maintain the PTO Bylaws;
 - Handle correspondence to and from the PTO;
 - Process, copy and distribute the PTO Newsletter; and
 - May open, review and sign-off on monthly PTO bank account statements.
- O. Duties of the Treasurer.
- Keep and maintain all financial records and fiscal order for the PTO;
 - Be the co-signatory on all PTO bank accounts, however in no case may be the sole signatory on any PTO bank account;
 - Give governing board delegated powers to committee Members who shall also serve as signatories on PTO bank accounts (i.e. teachers or staff who serve on the Sunshine Committee or 5th Grade Committee and parents or guardians who serve on the School Store Committee or 5th Grade Committee);
 - Assure that signatories on the PTO bank accounts are updated at the bank each fiscal year and that no former PTO Board Member or committee Member maintains bank account signatory powers after leaving his or her position;
 - Assure that PTO bank account statements include either cancelled checks or check images (Note: If a bank fee is necessary to obtain this service, then that fee shall be paid);

- f. Secure the funds and financial information of the PTO;
- g. Collect funds from PTO events and all other revenue sources and make timely deposits to the appropriate PTO bank account. (Note: Any PTO board Member may make deposits to the PTO bank accounts);
- h. Assure that funds collected from PTO events and/or fundraisers are appropriately double-counted and documented;
- i. Coordinate the preparation of all required annual Federal and State filings (Note: If the Treasurer *is* not qualified to prepare the annual filings, the PTO shall retain the services of a CPA firm to prepare those filings);
- j. Present financial statements to the PTO Board and attendees at its meetings or upon request, including, but not limited to, a current Statement of Financial Position (Balance Sheet) and Statement of Revenue and Expenses (Income Statement);
- k. Supply account details to Board Members upon request;
- l. Maintain a current set of books and records, preferably in an accounting software program, *i.e.*, QuickBooks (as well as perform regular back-ups of those books and records and upgrades to current versions when appropriate);
- m. Obtain the original and copy of the PTO monthly bank account statements only after they have been opened, reviewed, and signed off on by another PTO Board Member;
- n. Perform monthly bank reconciliations for all PTO bank accounts on a timely basis, and maintain a copy of the reconciliations, along with all PTO monthly bank account statements, on file in the PTO office;
- o. Issue PTO checks for payments pertaining to the furtherance of the PTO mission and exempt purpose;
- p. Keep all relevant invoices, deposit tickets, cash count and cash control sheets and any and all other important documents on file in the PTO office;
- q. Notify issuers of returned checks in writing, requesting payment in cash or cash equivalent as well as reimbursement of any bank fees charged to the PTO for those returned checks;
- r. One Co-Treasurer may be appointed to perform the following:
 - (1) Review monthly PTO accounts and reports from the Treasurer;
 - (2) Verify all account information;
 - (3) Perform checks and balances as needed;
 - (4) Provide monthly information to the PTO President(s) regarding all account activity; and
 - (5) Assist the Treasurer with any of the treasurer's duties and responsibilities, May open, review and sign-off on monthly PTO bank account statements.

P. Chairperson of Events.

- a. Submit a work plan to the board;
- b. Coordinate the work of the committee for which they are chairperson;
- c. Assist with the recruitment of committee Members;
- d. Provide a summary of progress at meetings;
- e. Handle money and expenditures in accordance with the Treasurer's guidance;

- f. Express appreciation to volunteers for participation;
- g. Provide information for any newsletters; and
- h. May open, review and sign-off on monthly PTO bank account statements.

Q. Vacancies of office. All vacancies in any office shall be filled by the majority vote of the Directors without undue delay, at its regular meeting or at a meeting specially called for that purpose.

R. Compensation of Officers. The Officers shall not receive any compensation but may be reimbursed reasonable expenses approved by the Board of Directors in advance.

ARTICLE VI COMMITTEES

A. Committees. All Committees shall be formed, continued or disbanded by the Board of Directors. Meetings may be called by the Chairperson or by the Members.

B. Committee Quorum. Attendance by a majority of the Members of the committee of the Organization shall constitute a quorum for the transaction of business.

C. Committee Vacancies. The various committees shall have the power to fill vacancies in their Membership.

ARTICLE VII INDEMNIFICATION

A. Indemnification of Directors/Officers and Members. The Organization will indemnify to the fullest extent permitted by law, including in particular Section 722 of the Not-for-Profit Organization Law as it may be amended or supplemented or by any successor thereto, every Director/Officer and Member of a committee or of the Organization or the Organization's predecessor unincorporated association made a party to a proceeding by reason of such person being or having been a Director/Officer or Member of a committee or of the Organization or the Organization's predecessor unincorporated association, against judgments, penalties, fines, settlements and reasonable expenses actually incurred, including those expenses actually incurred prior to the final disposition of such proceeding.

B. Prohibited Indemnification. Notwithstanding Article VII(A) above, the Organization will not indemnify any person if a judgment or other final adjudication adverse to the indemnified person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

C. Insurance. The Organization may purchase Directors and Officers liability insurance in such reasonable amounts as authorized and approved by the Board of Directors. To

the extent permitted by law, such insurance may insure the Organization for any obligation it incurs as a result of these Bylaws or operation of law and it may insure directly the Officers/Directors, Members, employees or volunteers of the Organization for liabilities against which they are not entitled to indemnification under this Article VII as well as for liabilities against which they are entitled or permitted to be indemnified by the Organization.

ARTICLE VIII BOOKS AND RECORDS

A. Content. The books and records of the Organization shall include its complete books and records of account and minutes of the proceedings of its Members and board, a list or record containing the names and addresses of all Members and the dates when they respectively became Members. Any of the foregoing books, minutes, and records may be in written form or in any other form capable of being converted into written form within a reasonable time.

B. Right of Access. Any person who shall have been a Member of record of the Organization for at least six (6) months immediately preceding his or her demand, shall have the right to examine in person or by agent during usual business hours the minutes of the proceedings of its Members and list or record of Members and to make extracts from them. The Organization may, in accordance with applicable law, deny such inspection if the Organization reasonably believes that the request is for a commercial purpose and not in the interest of the Organization's business.

C. Location. All books and records shall be maintained in the administrative offices of Glenham Elementary School

ARTICLE IX AMENDMENTS

These Bylaws may be amended, repealed or altered in whole or in part by a vote of a majority of the Members of the Organization at any organized meeting of the Organization. The proposed changes shall be provided to each Member personally or by mail at least ten (10) business days before the time of the meeting to consider the change.

I, Karen Bozsik, President of Glenham Elementary School PTO, Inc., do hereby certify that the following Bylaws were adopted by the Board of Directors of the corporation at a meeting held at the offices of the corporation, on the 6th day of October and adopted on October 6, 2011, and that said Bylaws remain in full force and effect without modification or rescission.

Karen Bozsik
Karen Bozsik, President

First Amendment to the Bylaws of Glenham Elementary School PTO, Inc.

WHEREAS, the Governing Board of Glenham Elementary School PTO, Inc. (the "Corporation") duly adopted bylaws effective October 6, 2011; and

WHEREAS, the Members of the Corporation wish to amend said bylaws to change the title of Chairperson of Events to Vice President of Event to allow for consistency in officer titles; and

WHEREAS, Article IX of the Bylaws allows for the amendment of the bylaws by a majority vote of the Members; and

WHEREAS, a majority of the Members approved the amendment to the bylaws as set forth below at a meeting held for that purpose and said Article V subsection B shall be amended to read as follows:

1. "B. Officers. The Officers shall be the President(s), Vice Presidents (VP of Membership, VP of Fundraising, VP of Public Relations and VP of Events), Treasurer and Secretary. There may be two (2) persons assigned to one (1) office at the discretion of the President."

and Article V subsection P of the bylaws shall be amended to read as follows:

2. "P. Duties of Vice President of Events.
 - a. Submit a work plan to the board;
 - b. Coordinate the work of the committee for which they are chairperson;
 - c. Assist with the recruitment of committee Members;
 - d. Provide a summary of progress at meetings;
 - e. Handle money and expenditures in accordance with the Treasurer's guidance;
 - f. Express appreciation to volunteers for participation;
 - g. Provide information for any newsletters; and
 - h. May open, review and sign-off on monthly PTO bank account statements."

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of Glenham Elementary School PTO, Inc., a corporation duly formed pursuant to the laws of the State of New York and that the foregoing is a true and accurate copy of the Amendment to the Bylaws as adopted by a majority vote of the Members at a meeting held on the 14th day of April, 2012 pursuant to and in accordance with the laws of the State of New York State and the Corporation's Bylaws then in effect, and that said bylaws except as herein or previously amended shall remain in full force and effect.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this 10th day of May, 2012.

May E. Duff
Secretary