

**RANDOLPH
MIDDLE SCHOOL
PTO
BYLAWS**

**Originally adopted _____, 2012
And as amended June 6, 2017
And as amended September 20, 2018**

BYLAWS
for
RANDOLPH MIDDLE SCHOOL PTO

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ARTICLE 1 NAME, ADDRESS, DATE OF ADOPTION

The name of this Parent Teacher Organization is: Randolph Middle School PTO

The address of the organization is: 4400 Water Oak Road, Charlotte, NC 28211

The Employer Identification Number (EIN) of the organization is: 45-531-6620

These bylaws were adopted by the general membership on September 17, 2018 and shall be kept with the permanent records of this PTO.

ARTICLE 2 PURPOSES

Section 2.1 Definition and promotion. The purpose of the Randolph Middle School PTO is to support students, staff, and parents of Randolph Middle School. This will be accomplished through advocacy and educational programs that are developed through conferences, committees, projects and programs.

Section 2.2 Tax exempt purpose. This organization is organized exclusively for the charitable, scientific, literary, or education purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter referred to as “Internal Revenue Code”).

ARTICLE 3 BASIC POLICIES

The following are the basic policies of Randolph Middle School PTO:

- a. The organization shall be noncommercial, nonsectarian and nonpartisan.
- b. The organization shall work with the school to provide quality education for all students and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to the boards of education, state education authorities, and local education authorities.
- c. The organization shall work to promote the health and welfare of students and shall seek to promote collaboration between parents, students, and the community.
- d. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance set forth in Article 2 hereof.
- e. Notwithstanding any other provisions of these Articles, the organization shall not carry on any activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)3 of the Internal Revenue code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- f. The organization or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

- g. The organization or members in their official capacities shall not endorse a commercial entity or engage in activities not related to promoting the purposes of the organization.

ARTICLE 4 MEMBERSHIP, DUES AND MEETINGS

Section 4.1 Membership.

- a. Membership in this organization shall be open, without discrimination, to anyone who believes in and supports the organization's mission and purposes.
- b. The organization shall conduct a membership drive every year and may admit individuals to membership at any time.
- c. Only members whose dues are current shall be entitled to participate or eligible to vote in the business meetings of the general membership, including the election of officers.
- d. The membership year of this organization shall begin on July 1 and end on the following June 30.

Section 4.2 Dues.

- a. Each member of this organization shall pay annual dues as prescribed or set by the board of directors.
- b. Members may join as a family or as individuals.

Section 4.3 Official membership roster. Prior to August 1 each year, the board shall designate a board member, an officer or a membership committee to prepare and keep current an official membership roster. This roster shall include:

- a. The total number of members;
- b. The names and email addresses of each member; and
- c. The dues collected from members.

A current copy of this roster shall be provided to the secretary by September 30, with updates provided to the secretary by the end of each subsequent month.

Section 4.4 Required memberships. Each officer, director, and committee chair shall be a member of this organization by the October meeting, or by October 31st if no meeting occurs in October. Noncompliance will result in the surrender of the individual's position on November 1.

Section 4.5 Membership meetings.

- a. Regular general membership meetings of this organization shall be scheduled by the board of directors and held at least three (3) times per fiscal year. Ten (10) days notice of the meeting must be given, and five (5) days notice must be given to change the date in unforeseen circumstances. The final membership meeting of the year shall be in May.
- b. Special membership meetings. Special meetings of this organization may be called by the president or a majority of the board of directors, at least three (3) days notice having been given. The meeting notice shall include the purpose of the meeting and the meeting shall be limited to such purpose.

Section 4.6 Voting. Either fifteen (15) members or fifty percent (50%) of the membership of this organization, whichever number is less, shall constitute a quorum for the transaction of business in any general membership meeting of this organization. Once a quorum is established, approval by a simple

majority of the quorum is required to transact business. Voting by proxy is prohibited; voting using the electronic medium is permitted if necessary.

ARTICLE 5 OFFICERS

Section 5.1 Composition. The only elected officers of this organization shall be a president, a secretary, and a treasurer. No member shall serve in more than one officer position at a time.

Section 5.2 President. The president:

- a. Shall preside at all meetings of the general membership and the board of directors at which he/she may be present, and shall designate another officer to preside when he/she will not be present (in the absence of such designation, the board may elect any board member to preside at any meeting);
- b. Shall coordinate the work of the officers, the board and the committees of this organization;
- c. Shall perform such other duties as may be provided by these bylaws or assigned by the board of directors;
- d. Shall sign all contracts of this organization that have been approved by the board; and
- e. Shall be an ex officio voting member of all committees except the nominating committee.

Section 5.3 Secretary. The secretary:

- a. Shall record the minutes of all regular and special meetings of the general membership and the board of directors
- b. Shall maintain a permanent file for the following important documents related to the organization, including, but not limited to:
 - i. The minutes, as described above;
 - ii. Articles of Incorporation of this organization;
 - iii. The current and prior bylaws approved and adopted by this organization;
 - iv. The current and prior standing rules of this organization, if standing rules have been adopted by the board;
 - v. Current and prior filings with the NC Secretary of State.
- c. Shall maintain a rolling seven (7) year file for all tax related filings with the IRS and NCDOR.
- d. Shall maintain a rolling three (3) year file for the following important documents related to the organization, including, but not limited to:
 - i. A copy of the official membership roster provided for in Section 5.3 of these bylaws;
 - ii. A current roster of the board of directors;
 - iii. A current roster of all committee chairs and members;
 - iv. Legal documents, including but not limited to insurance policies and contracts; and
 - v. Current and past audit reports.
- e. At the end of his/her term, the secretary shall transfer this file of important documents to his/her successor as secretary; and
- f. Shall perform such other delegated duties as may be assigned by the board of directors.

Section 5.4 Treasurer. The treasurer:

- a. Shall collect, deposit and maintain all funds of this organization in approved depositories (including, but not limited to, all monies collected as dues, raised in PTO activities, received as contributions, or otherwise acquired);

- b. Shall disburse funds in accordance with the annual budget adopted by this organization, and maintain records identifying the purpose and payee of all disbursements;
- c. Shall maintain a current record of gross income, receipts, disbursements, assets and liabilities of this organization and make all financial records available for inspection and review by the audit committee;
- d. Shall present a financial report of income and expenses at each meeting of the general membership and the board of directors, which report shall compare current income and expenditures to the approved budget;
- e. Shall prepare a year-end financial report by June 30 showing the total income and expenditures for the fiscal year, comparing those figures with the budget approved at the beginning of the fiscal year, and the assets and liabilities of this organization, and will submit this report to the incoming president, treasurer and audit committee;
- f. Shall file all required tax forms and reports in a timely manner, including but not limited to tax returns for the previous fiscal year, and submit copies of all such filings to the secretary of this organization;
- g. Shall, at the end of his/her term, transfer all financial records to the audit committee by July 1;
- h. Shall provide assistance to the audit committee upon request; and
- i. Shall perform such other delegated duties as may be assigned by the board of directors.

ARTICLE 6 BOARD OF DIRECTORS

Section 6.1 Composition. The board of directors shall consist of the officers, the vice presidents, the president-elect, the school principal, a faculty liaison, and an advisor appointed by the president. All board members are voting members.

Section 6.2 Duties. The affairs of this organization shall be managed by the board of directors in the intervals between general membership meetings. The board shall be responsible for assuring that all activities and expenditures of this organization shall be consistent with the budget approved by the general membership. The board of directors:

- a. Shall transact necessary business in the intervals between general membership meetings and such other business as may be referred to it by the members of its organization;
- b. Shall create committees, approve the chairs and members of these committees, and supervise committee work as needed;
- c. Shall present a report regarding the activities of the organization at all general membership meetings;
- d. Shall prepare a budget for the fiscal year and submit the proposed budget to the general membership for adoption at its first meeting in the fiscal year;
- e. Shall require an annual review of the financial records as provided by these bylaws;
- f. May adopt standing rules that shall not be in conflict with these bylaws;
- g. Shall agree to abide by the Conflict of Interest Policy adopted by the board;
- h. Shall execute a Code of Ethics document adopted by the board;
- i. Shall undertake other activities as needed to assure the successful operation of this organization; and
- j. Upon the expiration of the term of office or in the case of resignation or removal, each officer shall turn over to the president, without delay, all records, books, and other materials pertaining

to the office, and shall turn over to the treasurer, without delay, all funds and other assets of the organization.

Section 6.3 Officers

The officers are defined in Article 5.

Section 6.4 Vice president(s). The vice president(s) shall perform duties requested by the president and the board of directors. In the event of a vacancy in the office of the president, the vice president, or the vice presidents acting together if there is more than one, shall assume the duties of the president until a new president is elected pursuant to Section 6.12. Preferably, there will be a number of Vice President(s), such that the number of voting directors on the board as set forth in Section 6.1 is also an odd number.

Section 6.5 President-elect. The president-elect shall perform duties requested by the president and the board of directors, including chairing the nominations committee. The president-elect agrees to serve as president the following fiscal year.

Section 6.6 School principal. The school principal, as defined by the local school district, shall serve on the board of directors.

Section 6.7 Faculty liaison. A faculty member, preferably a teacher from a classroom, shall serve as faculty liaison.

Section 6.8 Advisor. The advisor is appointed by the president, and shall generally be the past president. If the past president is unable to serve then the role may be filled by an experienced prior board member.

Section 6.9 Election.

- a. The directors who will serve for the coming year shall be elected at the last general membership meeting of the fiscal year.
- b. A nominating committee shall nominate a slate of eligible directors, as laid forth in a nominating committee policy previously approved by the board of directors.
- c. The president shall give notice of the election of the board of directors to the general membership at least ten (10) days before the last general membership
- d. In addition to the individuals nominated by the nominating committee, nominations from the floor will be allowed. When there is only one nominee for a position, that election may be held by voice vote. If there is more than one nominee for any position, election for that position must be by ballot.
- e. Only those individuals who have signified their consent to serve if elected may be nominated by the nominating committee or by floor nomination or elected to such a position.

Section 6.10 Terms. Officers shall take office on July 1 and shall serve for that fiscal year (until the following June 30), or until his/her successor is elected and ready to assume office. A person may serve only two consecutive full terms in the same office.

Section 6.11 Voting. A majority of the board of directors shall constitute a quorum for the transaction of business. Once a quorum is established, approval by a simple majority of the quorum is required to

transact business. Voting by proxy is prohibited; voting using an electronic medium is permitted if necessary. In the event of a tie, the board shall defer to the majority vote of the three officers.

Section 6.12 Regular and special meetings. Regular meetings of the board of directors shall be held during the fiscal year, the time to be fixed by the board of directors at its first meeting of the fiscal year. Special meetings of the board of directors may be called by the president or by any three members of the board, at least three (3) days notice having been given and the purpose of the meeting stated.

Section 6.13 Vacancies and special meetings.

- a. Any unfilled position to the slate of officers presented at the final general membership meeting shall be filled later and must be approved by a subsequent general membership meeting.
- b. A midterm vacancy in any office shall be filled for the unexpired term by a current member elected by a majority vote of all remaining board of directors at a board meeting called with at least three (3) days notice. The board of directors will notify the general membership regarding the filling of the vacancy.

Section 6.14 Removal from the board. A board member of this organization may be removed without cause by the board of directors upon the affirmative vote of two-thirds ($\frac{2}{3}$) of all board members then serving. Board members must be notified of the request for removal at least five (5) days in advance of the board meeting.

ARTICLE 7 COMMITTEES

Section 7.1 Formation of committees. The board of directors shall approve the creation of any committees as necessary.

- a. The committees are created to support specific objectives of the organization.
- b. The board of directors will create and supervise committees and will maintain updated responsibility descriptions for each committee.
- c. Committees may be formed for regular ongoing business of the organization or may be formed for specific time periods. The board of directors shall specify the duration and duties of each committee.
- d. The chairs of each committee shall present regular updates to the board by attending board meetings and/or by submitting regular reports.
- e. The chairs of each committee shall agree to abide by the Conflict of Interest Policy and shall execute a Code of Ethics document, both of which have been adopted by the board;
- f. All committee chairs must be approved by the board of directors and serve at the direction of the board, as provided by the Nominations Policy.

Section 7.2 Nominating committee. There will be a nominating committee, whose activity shall be governed by a nominating committee policy. The policy and any subsequent amendments shall be approved by the board of directors. The president-elect shall serve as chair of the nominating committee unless otherwise determined under the terms of the nominating committee policy.

Section 7.3 Audit committee. There will be an audit committee, whose activity shall be governed by an audit committee policy. The policy and any subsequent amendments shall be approved by the board of directors.

Section 7.4 Voting. A majority of the members of any committee shall constitute a quorum for the transaction of business. Once a quorum is established, approval by a simple majority of the quorum is required to transact business. Voting by proxy is prohibited; voting using an electronic medium is permitted.

Section 7.5 Removal from committee. A chair or member of any committee may be removed without cause by the board of directors upon the affirmative vote of two-thirds ($\frac{2}{3}$) of all board members then serving. Board members must be notified of the request for removal at least five (5) days in advance of the board meeting.

ARTICLE 8 FINANCE AND BUDGET

Section 8.1 Fiscal year. The fiscal year of this organization shall begin July 1 and end on the following June 30.

Section 8.2 Annual budget. The officers shall prepare a proposed annual budget which, following approval by the board, shall be considered and adopted at the first general membership meeting of the fiscal year. Amendments to the budget may be considered and adopted at regular or special general membership meetings.

Section 8.3 Depositories. All depositories of this organization's funds, including checking, savings, and investment accounts, must be approved by the board of directors.

Section 8.4 Credit Cards. All credit or debit cards of this organization must be approved by the board of directors.

Section 8.5 Contracts and other financial agreements. All contracts and other financial agreements require the prior approval of the board and must be signed by the President.

Section 8.6 Financial review. There shall be an annual review of the financial records as provided in these bylaws.

ARTICLE 9 PARLIAMENTARY AUTHORITY

This organization shall conduct its meetings in accordance with Robert's Rules of Order, Newly Revised (current edition) to the extent that it does not conflict with the North Carolina Law, the Articles of Incorporation of this organization, or the bylaws of this organization.

ARTICLE 10 AMENDMENTS

Amendments to these bylaws may be made only by the general membership.

ARTICLE 11 DISSOLUTION

This organization may dissolve and conclude its affairs in the following manner:

- a. The board of directors shall adopt a resolution recommending that this organization be dissolved and directing that the question of such dissolution be submitted to a vote of a special general membership meeting of members having voting rights. Written or printed notice stating that the purpose of such meeting is to consider the advisability of dissolving this organization shall be

given to each member entitled to vote at such meeting at least thirty (30) days prior to the date of such meeting.

- b. Only those persons who were members in good standing of this organization on the date of adoption of the resolution, and who continue to be members in good standing on the date of the special general membership meeting, shall be entitled to vote on the question of dissolution.
- c. Approval of dissolution of this organization shall require the affirmative vote of at least two-thirds ($\frac{2}{3}$) of the members present and entitled to vote at this special meeting, a quorum being present.
- d. All steps taken to dissolve this organization shall comply with these bylaws and the General Statutes of North Carolina.
- e. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or PTOs which have established their tax-exempt status under Section 501(c)3 of the Internal Revenue Code.
- f. This organization will notify the IRS of this change in status.

ARTICLE 12 APPLICATION OF THESE BYLAWS

The foregoing bylaws supersede any and all bylaws previously adopted, and shall be applied as the sole and decisive bylaws of this organization. These bylaws were adopted by the general membership of this organization on September 20, 2018 and shall be kept with the permanent records of this organization.

President (print name)

President (signature)