

**BYLAWS OF
HERITAGE MIDDLE SCHOOL PTO**

ARTICLE I: NAME

The name of this organization is Heritage Middle School Parent Teacher Organization (“PTO”) and its principal place of business shall be located at 4803 Columbia Pike, Thompsons Station, TN 37179 in Williamson County.

ARTICLE II: PURPOSE

The specific purposes of the PTO are:

- A.** To enhance and support the educational experience at Heritage Middle School.
- B.** To develop a closer connection, between school and home by encouraging parent and student involvement.
- C.** To improve the environment at Heritage Middle School through volunteerism and financial support.
- D.** To create a mutually beneficial relationship between Heritage Middle School and the surrounding community that ensures educational standards are met at Heritage Middle School.

ARTICLE III: DESCRIPTION

This PTO shall not seek to direct the administrative activities of the school or to control its policies. The PTO agrees to adhere to Williamson County Schools board policy 4.503.

The PTO is organized exclusively for charitable, scientific, literary, and educational purposes, including, for such purposes, the making of distributions to an organization that qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or such other provisions of the state or federal laws as may from time to time be applicable. This shall be a nonprofit, nonsectarian, nonpartisan and nondiscriminatory organization. The use of funds and proceeds derived by the PTO shall be for the improvement of the quality of education at Heritage Middle School.

No part of the net earnings of the PTO shall inure to the benefit of, or be distributable to its members, trustees, officers or other persons, except that the PTO shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose clause hereof. No substantial part to the activities of the PTO shall be the carrying on of propaganda or otherwise attempting to influence legislation and the PTO shall not participate in or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the PTO shall not carry on any other purposes not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the PTO, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code. The organization shall indemnify any and all of its officers and directors or any person who may have served at its request, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reasons of being or having been a member of the organization, except in relation to matters as to which any such member shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in performance of his/her duty.

ARTICLE IV: MEMBERSHIP

Section 1: Members

The PTO shall conduct an annual enrollment of members, but may admit persons to membership at any time. Any parent or guardian of an enrolled Heritage Middle School student, or a current Heritage Middle School faculty or staff member who subscribes to the purpose of the PTO may become a member of the PTO upon payment of annual dues. In the case in which one paid membership fee covers two parents or guardians in one household, each household shall be recognized as one voting member and each shall be entitled to one vote. Membership in this PTO shall be available without regard to race, color, creed or national origin. Members will be allowed to attend any meeting, nominate members of the Executive Board or to be nominated to serve on the Executive Board, serve on any committee and make suggestions or provide input to the board regarding current or future activity.

Section 2. DUES

Dues will be established annually by the Executive Board and approved by the General Membership at the Spring General Membership meeting. It shall be the responsibility of the Executive Board to set the dues at a reasonable amount. Membership chairperson shall maintain an accurate list of members and shall furnish a copy to the Secretary. All memberships received during the fiscal year ending June 30 shall expire no later than the following September 30.

Section 3. GENERAL MEMBERSHIP MEETINGS

- A. General Membership meetings shall be held at a minimum of twice per school year, or as called by the Executive Board and/or President. Meetings may be rescheduled for due cause at the discretion of the President. The first General Membership meeting of each school year shall be held no later than September 30 and shall include approval of the PTO's current year budget. Another General Membership meeting shall be held in the spring of each school year and shall include for the upcoming school year the election of the Executive Board, the ratification of the Standing Committee Chairs and the approval of membership dues.
- B. General Membership meetings shall be open to any interested persons; however, the privilege of making motions and voting shall be limited to members.

- C. The General Membership shall be notified of the time and place of each regularly scheduled General Membership meeting by direct mail, electronic mail, circular, message or telephone call at least seven days in advance of such meetings. Special meetings of the General Membership must be announced with 48 hours notice by any of the methods mentioned above; and may be called by the President, any two Executive Board members or five general members submitting a written request to the Secretary.
- D. The quorum at any General Membership meeting shall consist of no less than seven voting members.
- E. All meeting shall be conducted within the framework of accepted parliamentary procedure and Robert's Rules of Order shall be the definitive authority for questions of procedures, which cannot be satisfactorily resolved by the presiding officer.

ARTICLE V: EXECUTIVE BOARD

The Executive Board shall consist of the officers of the organization; the chairperson of standing committees, the Principal or designated Assistant Principal of the school and Principal-appointed faculty member.

The duties of the Executive Board shall be to transact business of the PTO, create standing rules and policies, create standing and special committees, prepare and submit a budget to the membership, to select an auditor or an auditing committee in order to review the Treasurer's account, approve expenditures and prepare reports and recommendations to the General Membership.

Section 1. OFFICERS

The Officers of the PTO shall consist of the following: President, First Vice-President, Events Vice-President, Treasurer, Assistant Treasurer and Secretary.

- A. The President shall preside over meetings of the PTO and Executive Board, serve as the primary contact for the Principal, represent the PTO in the community and coordinate the work of all the officers so that the purpose of the PTO is served. The President can serve as the ex-officio member of the Executive Board for one (1) term after his/her term as President expires, on all committees except Nominating.
- B. The First Vice-President shall assist the President and carry out the President's duties in his/her absence or inability to serve.
- C. The Events Vice-President shall oversee PTO events and carry out the First Vice-President's duties in his/her absence or inability to serve.
- D. The Treasurer shall keep an accurate record of receipts and expenditures pay out funds only as authorized by the PTO, present financial report at each monthly meeting and inform the Executive Board of special financial problems and budget considerations. The Treasurer shall be responsible for preparation and submission of all Federal and State compliance filings.

- E. The Assistant Treasurer shall assist the Treasurer and carry out the Treasurer's duties in his/her absence or inability to serve. The Assistant Treasurer shall also receive all monies of the organization and deposit them in a timely manner.
- F. The Secretary shall record minutes of all meetings of the PTO and shall distribute these minutes to the Executive Board in a timely manner. The Secretary shall keep a copy of all PTO records and these shall be stored at Heritage Middle School. The Secretary will be responsible for receiving and writing correspondence pertaining to the PTO's activities.

Section 2. STANDING COMMITTEES

Standing committees of the PTO shall include: Beautification and Grounds, Communications/Website, Corporate Sponsorship, Concessions, Fine Arts, Heritage Athletics, Hospitality, Lost & Found, Membership, Spirit Nights, Spirit wear, Volunteers, and Nominating. The Executive Board may create additional standing committees as needed by a two-thirds (2/3) majority vote of a quorum of the Executive Board. Either one (1) or two (2) chairpersons shall manage each standing committee. In the case of two (2), they shall only be entitled to one (1) voting right collectively.

Section 3. NOMINATIONS, ELECTIONS & RATIFICATIONS

The Nominating Committee shall select at least one (1) eligible candidate for each office and standing committee chair and present the slate at the March Executive Board meeting. Elections will be held at the subsequent General Membership meeting. At that General Membership meeting, nominations may also be made from the floor. Voting shall be by voice vote on the slate presented. If more than one person is running for a position, a ballot vote shall be taken.

Section 4. ELIGIBILITY

Any parent, guardian or other adult standing in loco parent is for a student at the school is eligible to serve in any position of the Executive Board. All members of the Executive Board shall be an approved Tier III volunteer per Williamson County Board Policy 4.501p.

The positions of President, Vice-Presidents, Treasurer and Assistant Treasurer shall be required to recertify TIER III certification on an annual basis and will be reimbursed any fees by the PTO upon approval. The PTO shall request verification of re-certification from the Principal of Heritage Middle School.

Section 5. TERMS OF OFFICE

Members of the Executive Board shall serve for one (1) year commencing on June 1. No Officer of the Executive Board may serve for more than two (2) consecutive terms in the same position.

Section 6. VACANCIES

If there is a mid-year vacancy in the office of President, the First Vice-President shall become President. A vacancy occurring in any other office shall be filled for the unexpired term by a person elected by the majority vote of the Executive Board.

Section 7. REMOVAL FROM EXECUTIVE BOARD

If an Executive Board member has missed three (3) consecutive Executive Board meetings or has not fulfilled the duties of his/her position, the Executive Board may remove the individual from his/her position by a simple (51%) majority vote of a quorum of the Executive Board at a regular meeting where previous notice has been given.

Section 8. EXECUTIVE BOARD MEETINGS

The Executive Board shall meet once per month from June through May. The subsequent meeting will be scheduled by the close of each current meeting. Executive Board meeting shall be open to any interested member of the PTO.

Section 9. SPECIAL EXECUTIVE BOARD MEETINGS

The President or any two (2) members of the Executive Board may call special meetings. Notice of the special meeting shall be sent to the Executive Board members at least 24 hours prior to the meeting.

Section 10. QUORUM

Quorum will consist of nine (9) Executive Board members.

Section 11. VOTING

Executive Board meetings shall be open to any interested persons; however, the privilege of making motions and voting is limited to the Executive Board.

Section 12. RENUMERATION

No member of the Executive Board shall receive any compensation for his/her services. No member of the Executive Board shall profit financially from any of the PTO's activities.

Section 13. POLICIES AND PROCEDURES

Daily operation of the PTO will be in accordance with established Policies and Procedures. The Officers of the PTO shall review the current Policies and Procedures at the beginning of each fiscal year. Any recommendations for changes to the Policies and Procedures shall be presented to the Executive Board for ratification prior to the first General Membership meeting of the school year.

ARTICLE VI: SUB-COMMITTEES

Sub-committees of the PTO shall include the Concession Stand. Other Sub-Committees may be added by a simple majority (51%) vote (assuming a quorum) of the Executive Board.

- A. At least ten (10) days prior to the first General Membership meeting of the school year, all Sub-Committees of the PTO must submit a copy of their current Policies and Procedures, budget and contact information to the Executive Board of the PTO.
- B. Each Sub-Committee of the PTO shall maintain a restricted account(s) with total autonomy of the distribution of funds. Each account will require two (2) signatures for all checks. One signature will be the Treasurer of the Sub-Committee.
- C. The Treasurer of each Sub-Committee, or his/her representative, is required to submit, to the Treasurer of the PTO, a monthly report and a copy of the monthly bank statements for each Sub-Committee. The Treasurer of the Sub-Committee, or his/her representative is responsible for reconciling the monthly bank statements for each of the Sub-Committees accounts. No expenditure will be honored which places an account balance in a deficit position. If the reports are not received timely, the Executive Board reserves the right to freeze all activity within the account until compliance is achieved.
- D. Sub-Committees shall only use the PTO's state tax-exempt number or Federal ID number as approved by the Executive Board. Such approval must be documented in the minutes of the PTO.
- E. No Sub-Committee, or any other group representing either the PTO or Heritage Middle School, shall use the PTO's affiliation to open any type of bank account without the approval of the Executive Board. Such approval must be documented in the minutes of the PTO.

ARTICLE VII: FINANCES

Section 1. FISCAL YEAR

The fiscal year of the PTO shall begin on July 1 and end on June 30.

Section 2. BUDGET

A tentative budget of the PTO shall be drafted by the Treasurer and approved by the Executive Board before the start of the school year. Any modification to the budget must be approved at an Executive Board meeting.

Section 3. RECORDS

The Treasurer shall keep accurate records of any receipts, disbursements and bank account information of the PTO. The bank account(s) shall be reconciled monthly and reviewed by the Assistant Treasurer. Records shall be maintained for at least four years.

Section 4. RESTRICTED FUNDS

Restricted funds received by the PTO for specific purposes (e.g. library, choir, etc.) will be accounted for separately by the Treasurer.

Section 5. DISBURSEMENTS

Disbursements by the PTO require an approved check request form. Two (2) authorized signatures shall be required on each request form and check. Authorized signers shall be the President, First Vice President and Treasurer.

Section 6. REPORTING

The Treasurer shall prepare a monthly financial report of the PTO for review and approval by the Executive Board. On an annual basis, the Treasurer shall prepare a consolidated End of Year financial report of the PTO and its Sub-Committees for review and approval by the Executive Board.

Section 7. COMMITMENTS

- A. No contract or commitment binding the PTO shall extend beyond the current school year. No contract or commitment shall be made which places the PTO in a deficit position. No loans may be executed by the PTO, the Executive Board or general membership of the PTO.
- B. All contracts or binding commitments of the PTO, or its Sub-Committees, must be approved by the Executive Board or authorized individuals of the Sub-Committee. Approved contracts must be signed by two (2) member of the Executive Board or authorized individuals of the Sub-Committee. All contracts entered into must be in the name of the PTO or appropriate Sub-Committee, not under Heritage Middle School.
- C. Sub-Committees entering into contract situations will be responsible for upholding said contract. Should any breach of contract arise, the signing Sub-Committee will be liable.
- D. Any individual signing a contract on behalf of the PTO or Sub-Committee without the approval of the Executive Board or Sub-Committee will be held personally liable and responsible for any all expenses incurred from any breach of the contract.
- E. All contracts or binding commitments entered into by a Sub-Committee must be reported at the next monthly Executive Board meeting.

Section 8. DISSOLUTION

Upon dissolution of the PTO, any remaining funds should be used to pay any outstanding bills and with the General Membership's approval, spent for the benefit of Heritage Middle School.

ARTICLE VIII: AMENDMENTS

These bylaws may be amended at any General Membership meeting of the PTO by a two-thirds (2/3) vote of the members present, provided that notice of the proposed amendment shall have been given at least ten (10) days before the General Membership meeting.

ARTICLE IX: PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern meetings of this PTO when they are not in conflict with the PTO's bylaws.

ARTICLE X: DISSOLUTION

The PTO may be dissolved at any General Membership meeting by a two-thirds (2/3) vote of the members present, provided that notice of the proposed dissolution shall have been given at least ten (10) days before the General Membership meeting. In the event of dissolution, all remaining assets of the PTO shall be forwarded to Heritage Middle School immediately after payment of all outstanding debts of the organization.

The bylaws are hereby adopted this ___ day of _____, 20__.