

BYLAWS OF KERR ELEMENTARY PTO, INC.

ARTICLE I. NAME

The name of this organization is "Kerr Elementary PTO, Inc." The accepted abbreviation of the name is "KPTO."

ARTICLE II. PURPOSE

The KPTO is a volunteer, nonprofit parent/teacher organization. Its purpose is to support the educational process at Kerr Elementary School ("Kerr").

ARTICLE III. MEMBERSHIP

- a. **Qualification.** Individual membership and enrollment shall be open to parents/guardians of children attending Kerr, and Kerr teachers, staff, and administrators who have paid annual membership dues. Payment of dues constitutes a member's agreement to uphold the KPTO bylaws and policies and establishes an active membership.
- b. **Enrollment.** KPTO may enroll members at any time. Membership is valid for the current school year only.
- c. **Annual Dues.** KPTO may set an annual membership fee. Membership dues must be paid in full to be eligible to vote, to serve in any elected or appointed position, and to serve as a committee chair or member.
- d. **Conflict of Interest.** Any KPTO member who has any proprietary or ownership interest in any entity that does business with or contracts with the KPTO must disclose such interest in writing to the Board of the KPTO ("Board") and shall be precluded from voting on any matter related to such entity. Moreover, members with a conflict of interest may not influence or attempt to influence any decision, opinion, or vote.
- e. Members may not accept gifts in connection with any work of KPTO; and may not directly or indirectly receive any monetary benefit in exchange for any decision, opinion, or vote. Additionally, volunteers may not receive anything in exchange (e.g. products, compensation, waiver of fees, etc.) for being a committee chair, assistant chair, or committee member.
- f. **Revocation of Membership.** Membership privileges of members who violate KPTO bylaws or policies, school or district policies, local, state, or federal laws applicable to the operations of KPTO may be revoked.

ARTICLE IV. THE BOARD

- a. **Officers.** The Board shall be comprised of four (4) elected office positions (“Officers”). Elected officers are President, Vice President, Secretary and Treasurer.
- b. **Qualifications.** Officers must be current members of the KPTO for at least 3 months. The President shall have been on the executive board for at least one (1) year within the past three (3) years preceding the year of her/his nomination for office. No officer shall serve more than two consecutive terms (see terms of office below) in the same office.
- c. **Duties.** The Board shall conduct the business of KPTO in accordance with the Bylaws and policies of the KPTO. It shall form standing and special committees, present a report to the general membership at each general membership meeting, approve payment of routine bills, and approve all committee plans and budget expenditures in accordance with the Bylaws.

The Board must submit a yearly financial report to the membership. Such report shall be based upon the Treasurer’s statement of all receipts and expenditures made to the Board as outlined herein.

The Board shall review the Bylaws at least once every five (5) years to ensure that the Bylaws are current and relevant.

Each exiting board member shall provide the new board member all materials relating to that office and orient the new board member as to the duties of the office, prior to the start of the new term.

- i. **President.** The President shall preside at all meetings of the general membership and of the Board, shall coordinate the work of the other officers, and assist committee chairs as a member of all committees. The President is responsible for the second signature on the KPTO checking account.
- ii. **Vice President.** The Vice President, in the absence of the President, shall perform the duties of President. The Vice President shall perform other duties as assigned by the President.
- iii. **Secretary.** The Secretary shall record and maintain Minutes of all board and general membership meetings and shall maintain those records along with all other appropriate corporate records in the corporate record book. They shall be responsible for maintaining communications, updates, and notifications to the Kerr community—to include website updates, social media accounts, and any print or online newsletters as decided in consultation with the President.
- iv. **Treasurer.** The Treasurer shall receive and maintain all corporate funds, shall keep a full and accurate account of receipts and expenditures, shall make disbursements as authorized by the President, Board or membership, shall make financial reports at Board and general membership meetings as requested, shall assist the Board in preparing and proposing an annual Budget, shall prepare and present an annual report at the September general membership meeting of the prior year’s total income

and expenditures, shall provide the Secretary with a written copy of the annual report and approved annual Budget to be kept in the corporate record book, and shall file all required tax returns and forms.

- d. **Impeachment.** Any Officer not performing his/her duties to the satisfaction of the organization may be impeached from office by a two-thirds majority vote of the members present at a general membership meeting.
- e. **Limits of Liability.** Members of the Board shall not be personally liable for the debts, liabilities, or obligation of the KPTO. Board members shall be indemnified by KPTO to the fullest extent permissible under the laws of this Commonwealth.

Except as may be otherwise provided under provisions of law, the members of the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

ARTICLE V. COMMITTEES

- a. **Creation and Elimination.** The Board may create standing and special committees as it deems appropriate. The Board shall appoint a chairperson to serve each committee for one (1) year, beginning July 1st and ending June 30th. The Board may replace an appointed chairperson at any time, by majority decision of the Board. A standing or special committee may be eliminated from the committee list by majority decision of the Board. The Board must publish an updated list of committees, appointed committee chairs, and a calendar of event dates at the start of each new school year.
- b. **Committee Chairs.** KPTO members in good standing can qualify for appointment to chair a committee.

All committee chairpersons shall maintain a log of their committee activities and notes during their term. Each exiting chairperson shall provide the new chairperson or the Board all materials relating to that office and orient the new chairperson as to the duties of the office.

- c. **Committee Business.** The president and school principal may serve on any or all committees. All committee plans and budget expenditures must be pre-approved by the board at least 30 days prior to the event. Purchase order requests must be presented to the board in writing. Committees shall adhere to the approved annual budget.
- d. Any correspondence from the PTO to parents or the community must be approved by the president in coordination with the principal. All events, fundraisers, incentives and items for sale must be approved by the Board and school principal.
- e. All monies collected from KPTO fundraisers, sales, or events must be kept secure and must be delivered to the KPTO Treasurer securely, in person within 7 days of receipt, along with

completed forms. All cash and checks must be counted by two (2) KPTO members/board officers when money is collected on the day of an event. Never leave cash, checks or change unattended.

- f. All checks from fundraising partners, all invoices and original receipts for purchases must be hand- delivered to the Treasurer or mailed to the KPTO, 341 Kittanning Pike, Pittsburgh, PA 15215.

ARTICLE VI. ELECTIONS FOR BOARD OFFICERS

- a. **Nominating Committee.** The nominating committee shall consist of three (3) members of the KPTO. Members of the nominating committee will be elected at the February general membership meeting. The nominating committee shall accept all nominations of qualified candidates for any elected office at the April general membership meeting and publish the nominations in the April KPTO meeting minutes. Only a nominee who has consented to serve can be nominated.
 - i. **Nominee.** Nominee must be a member of the PTO in good standing for a minimum of 3 months and have participated in a minimum of two (2) activities within the school year.
 - ii. **Denial of Nominee.** The board and/or School Administrators has the ability to deny a nominee by a majority vote if they feel that the nominee has not demonstrated our core values (Respect, Responsibility or Integrity) through their actions.
- b. **Elections.** Elections shall be held at the May general membership meeting. Ballots cast by those members present at that meeting shall be written, unsigned ballots. If there is only one candidate for each office, a voice vote may be held. An absentee ballot shall be accepted if it is delivered to a board member at least 48 hours prior to the election date and is signed by the absentee member. Elections will be decided by a majority vote.
- c. **Terms of Office.** The term of office for the President and Secretary, shall be two (2) years voted in on an odd year. The term for the Vice President and Treasurer, shall be two (2) years voted in on an even year.

The term of office for a committee chair is one (1) year elected by the executive board.

Each elected officer shall assume her/his duties on July 1st of the year they are elected and serve until their term ends on June 30th the year of term expiration.

- d. **Vacancies.** Vacancies to the KPTO board are to be filled by appointments made by the current KPTO executive board. Appointments made shall go until the position would have been originally scheduled to end.

ARTICLE VII. MEETINGS

- a. **General Membership Meetings.** There shall be at least three (3) general membership meetings each school year. Dates of the meetings shall be determined by the Board and announced at the beginning of the school year. If a scheduled meeting date must be changed, a notice of the change will be posted in the school three (3) days in advance of the new meeting date unless impossible due to inclement weather.
- b. **Board Meetings.** The Board will meet as needed during the school year but will remain in regular communication with each other through email and phone.
- c. **Special Meetings.** Special meetings of the general membership or Board may be called by the President or the majority of the Board, so long as the appropriate three (3) day notice has been given.
- d. **Voting.** At a general or special meeting, a motion shall be passed by a majority vote of those members present and absentee ballots. Only members of the KPTO may vote at special and general membership meetings. An absentee ballot shall be accepted if it is delivered to a board member at least 48 hours prior to the election date and is signed by the absentee member.
- e. **Electronic voting.** The General Membership may vote on action items electronically. The collection of those votes shall be maintained by the Secretary.

ARTICLE VIII. FINANCIAL AND CORPORATE AFFAIRS

- a. **Fiscal Year.** The fiscal year of the corporation shall run from July 1 through June 30.
- b. **Address.** The business address to be printed on all checks, vendor invoices, KPTO official correspondence, and tax forms shall be:

KPTO, 3730 Saxonburg Boulevard, Pittsburgh, PA 15238
- c. **Signatories.** The President and Treasurer shall be authorized to sign checks.
- d. **Budget.** The Treasurer will prepare an annual Budget which must be approved by a Board majority at its August meeting, announced and submitted for a member vote at the first general membership meeting in September.
- e. **Expense Approval.** All KPTO expenditures are discussed at the general meetings and shall fall within the approved budget for the year.
- f. **Financial Accounting.** The Treasurer shall prepare and provide copies of financial reports at each Board and general membership meeting. The Treasurer must receive, secure, record, and deposit all funds into the corporate account in a timely manner. The Treasurer shall issue Board approved payments of invoices and requests for reimbursement in accordance with the member approved annual budget.

The Treasurer will maintain a record of budgeted and actual income and expenses by committee and budget category. The Treasurer will request an annual report from any committee earning and spending "reward dollars" or "reward points" from fundraising partners. At the close of the fiscal year, the Treasurer shall provide the Board with an annual report on the Budget that includes all income and expenses by committees.

The Treasurer will retain and keep secure all financial records (electronic or physical), including but not limited to receipts, invoices, financial forms, financial reports and bank statements during the term of office. The Treasurer will make all records available to the Board upon request and surrender all records to the Board at the end of the term.

- g. **Audit.** The Treasurer shall request volunteers to form an annual audit committee and will make all financial records available to the committee. The committee must be comprised of three people. The audit must be conducted bi-annually and final paperwork submitted to the Fox Chapel Area School District by the start of the new school year.
- h. **Tax Filing.** The Treasurer shall prepare and file the applicable IRS 990-EZ by November 15 of each year, in accordance with IRS deadlines. In the event that November 15 falls on a weekend or federal holiday, the return must be filed on the following business day. The Treasurer shall report to the Board and the General Membership when the tax returns have been filed with the IRS and again in January when they have been accepted by the IRS.
- i. **Corporate Records.** All corporate records including Articles of Incorporation, Bylaws, all Form 990s, meeting minutes, and any other historical information will be housed digitally on the KPTO drive. No KPTO officer or member will be permitted to remove records, though copies of any public records may be provided on written request.

ARTICLE IX. AMENDING BYLAWS

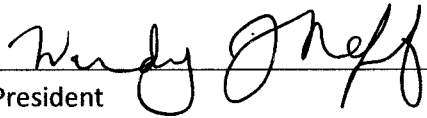
- a. **Notice.** Any proposal to amend the Bylaws shall be made in writing. Said writing shall be made available to the Board. If two (2) or more members of the Board approve the proposed amendment(s) for a vote by the general membership, the proposed amendment(s) shall be presented to the general membership at least three (3) days prior to the general membership meeting at which the proposal shall be voted on. Bylaws may be amended by electronic vote.
- b. **Voting.** Proposed Bylaws and/or proposed amendments to the Bylaws submitted to the general membership as described above shall be adopted upon a two-thirds vote of the members in attendance at a general membership meeting or by electronic vote.

ARTICLE X. DISSOLUTION

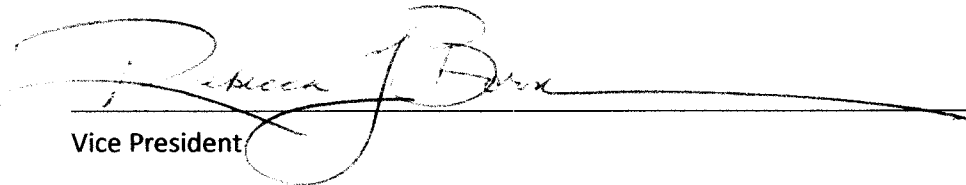
- a. **Voting.** The KPTO shall be dissolved upon a three-quarters vote of the members present at a general membership meeting provided that at least thirty (30) days written notice of said vote shall have been given to all members.

- b. **Assets.** Upon dissolution, assets of KPTO shall inure and be transferred to a qualified, nonprofit successor organization of KPTO, or, if none exists, to the Fox Chapel Area School District for the benefit of the students of Kerr Elementary School.

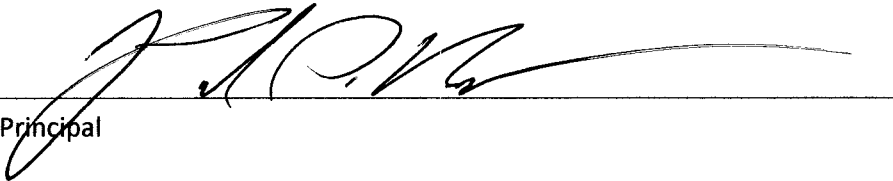
Bylaws Approved on [INSERT DATE]



President



Vice President



Principal