

**Bylaws of Oak Pointe Elementary School
Parent and Teacher Organization
September 2, 2015 (Revised from September 21, 2006)**

Article I – Name

The name of the organization shall be Oak Pointe Elementary PTO, Inc.

Article II – Organization

The organization shall be a nonprofit organization (i) established and operated in accordance with the provisions of 26 U.S.C. (the “Internal Revenue Code”) Sections 501 (c)(3) and 509(a)(1), (2) or (3) and the regulations thereunder, and Sections 12-7-415 and 12-7-430(h), Code of Laws of South Carolina, 1976. As amended (the “South Carolina Code”); and (ii) incorporated under the South Carolina Nonprofit Corporation Act, Article 1, Chapter 31, Title 33 of the South Carolina Code. The Corporation shall be an independent and autonomous organization. Its period of duration shall be perpetual unless terminated in accordance with Article XI.

Article III- Purpose

The Corporation, Oak Pointe Elementary PTO, a 501(c)(3) operates exclusively for charitable purposes to promote and support the teachers, students, and community of Oak Pointe Elementary.

Article IV – Members

Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member and shall have voting rights. In addition, the principal and any faculty member employed at the school may be a member and have voting rights.

Article V – Executive Board Officers and Elections

Section 1. Officers. The Executive Board Officers shall be a president, first vice president, second vice president (optional) secretary, and treasurer.

a. President. The president shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

b. First Vice President. The first vice-president shall assist the president and carry out the president's duties in his or her absence. If the office of president becomes vacant for any reason, the first vice-president shall ascend to the position of acting president until a new president shall be elected.

c. Second Vice-President (optional). The second vice-president shall assist the president and first vice-president. The second vice-president shall perform the duties of president in the absence of the president and first vice-president.

d. Secretary. The secretary shall keep all records of the organization, take and record minutes, handle correspondence (including social media) and send notices of meetings to the membership. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

e. Treasurer. The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the executive board in a timely manner. He or she will present a financial statement at every meeting and at other times of the year when requested by the executive board, and make a full report at the end of the year. The treasurer will file taxes on behalf of the board by the 15th of November of the organization's taxable year.

Section 2. Nominations and Elections. Elections will be held at the last scheduled meeting of the school year. Open positions must be presented to all parents of the school via one or more of the following: email, newsletter, social media, phone message, etc. All those showing interest must be present to introduce themselves and their abilities to further the organization, at the last scheduled meeting of the year. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote. If more than one person is running for an office, a ballot vote shall be taken.

Section 3. Eligibility. Elected officers must meet membership criteria per Article IV.

Section 4. Terms of Office. Officers are elected for one year and may serve no more than two (2) consecutive terms in the same office. Each person elected shall hold only one office at a time.

Section 5. Vacancies. If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled meeting, a new vice president will be elected unless the optional second vice-president has been in place. In that case, the second vice-president shall become first vice president. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

Section 6. Removal From Office. Any member of the Executive Board or PTO Board who knowingly acts or performs their duties in a manner not consistent with PTO policies or procedures or in direct opposition to matters agreed to by majority vote will be considered in violation of said policies and procedures. Violation of policies and procedures of the Oak Pointe Elementary PTO will be reviewed by the Principal and the Executive Board. Should the member in question serve on the Executive Board, that person shall not be included in the discussions. The member will have the opportunity to respond to any questions(s) pertaining to the violation. Members who are found to have acted knowingly against

policies and procedures will relinquish their board position, and will turn over all files and matters for which that member was responsible to the Executive Board immediately.

Section 7. Confidentiality. All Executive Board and PTO board members, by agreeing to serve in those positions, further agree to keep matters of the Oak Pointe Elementary PTO in its entirety in confidence. Members who knowingly engage in divulging confidential information will be subject to review for removal per Section 6 of Article V.

Article VI– Meetings

Section 1. Regular Meetings. The regular meetings of the organization shall be at a time and place determined by the executive board at least one month before the meeting. The Annual Meeting will be held at a time and place determined by the Executive Board. The annual meeting is for presenting reports, presenting officers, and conducting other business that should arise. The secretary will notify the members of the Annual Meeting in a correspondence (newsletter, flyer, email, phone message, etc.) at least one week prior to the meeting.

Section 2. Special Meetings. Special meetings may be called by the Executive Board and constitute an official meeting provided notification is given at least five (5) days before the meeting.

Section 3. Quorum. The individuals present and voting shall constitute a quorum for the transaction of business in any meeting of the corporation. Actions and decisions of the PTO shall be approved upon a majority vote. Voting by proxy will not be permitted.

Section 4. Rules of Order. The rules contained in Robert’s Rules of Order shall govern the general meetings of this corporation in all cases in which they are not inconsistent with these by-laws.

Article VII – Executive Board

Section 1. Membership. The Executive Board shall consist of the officers of the corporation, the past president as a non-voting member, and the principal or a representative appointed by him/her. The Executive Board shall be the governing body of the PTO (referred to in the Articles of Incorporation as “The Board of Directors”).

Section 2. Duties. The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

Section 3. Meetings. Meeting of the Executive Board shall correspond with the regularly scheduled PTO meetings. Special meetings of only the Executive Board may be called as needed by any two board members, with 24 hours’ notice.

Section 4. Quorum. Half the number of Executive Board members plus one constitutes a quorum.

Article VIII – Committees

Section 1. Membership. Committees may consist of any PTO member, with the president acting as an ex officio member of all committees.

Section 2. Standing Committees. When at all possible, the following committees shall be held by the organization: Fundraising, Business Partners (i.e. Box Tops, Labels for Education, Restaurant Nights), Hospitality, Related Arts, Family Events (i.e. Fall Festival, Silent Auction/Bingo Night) and Volunteer.

Section 3. Additional Committees. The board may appoint additional committees as needed.

Section 4. Appointments of Committee Chairpersons. The Executive Board shall appoint the chairperson/co-chairs of each committee. The selection of chairpersons shall be made as soon as possible after the election of officers for the corporation. Appointed chairpersons shall serve a one-year term unless reappointed to serve for additional terms.

Section 5. Duties of the Committee Chairpersons. The chairpersons of all committees shall present a report of developments since the last meeting at each PTO board meeting. Chairpersons should attend monthly board meetings whenever possible. No appointed chairperson should schedule an event without presenting it to the PTO first, or with approval of at least 3 Executive Board Members. The chairpersons should submit a year-end committee summary of all activities, expenses, contracts, successes, failures, recommendations, etc.

Article IX– Finances

Section 1. Budget. A tentative budget shall be drafted in the fall for each school year and approved by a majority vote of the members present by the second general meeting of the school year. The Executive Board will insure that at least \$2,000 is budgeted and reserved as start-up funds for the beginning of each subsequent school year.

Section 2. Expenses and Records. The board shall approve all expenses of the organization. The treasurer shall keep accurate records of any disbursements, income, and bank account information. All budgeted items must be paid for by the last day of the budget year.

Section 3. Signatures. Two authorized signatures shall be required on each check. Authorized signers shall be the Executive Board Members. These authorized signers must be included on the “Signature Card” of the PTO’s bank account.

Section 4. Audits. The treasurer shall prepare a financial statement at the end of the year, to be reviewed by an independent auditor. An audit is required yearly.

Section 5. Fiscal Year. The fiscal year shall be July 1 through June 30.

Article X– Indemnification

Section 1. Authority. The Corporation shall to the fullest extent permitted by the South Carolina Corporation Act of 1994, indemnify all persons whom it may indemnify pursuant thereto so long as such persons have conducted themselves in good faith and reasonably believed their conduct not to be opposed to the Corporation’s best interest.

Section 2. Insurance. The Corporation should purchase insurance on behalf of any person who is an officer, member or agent of the Corporation, against liability asserted against or incurred by him/her, whether or not the Corporation would have the power to indemnify him/her against the same liability under Sections 33-31-851 and 33-31-852 of South Carolina Nonprofit Corporation Act of 1994.

Article XI – Amendments

All requests for amendments to these Bylaws must be made in writing and submitted to the Executive Board for study and consideration. The Executive Board shall issue a timely response to the proposed amendment, alteration or revision to these Bylaws. The Executive Board shall determine whether to propose such amendments to the PTO Board for adoption. If proposed, amendments to the Bylaws require an affirmative vote of two-thirds of the individuals present at a regular meeting of the PTO Board.

Article XII – Dissolution

The Corporation may be dissolved and its business and affairs terminated upon a vote of a majority of individuals present at a meeting of which written notice is given (mailed, emailed, phone message) to each Oak Pointe Elementary parent/guardian. At least 10 days previous notice shall be given and such notice shall state the purpose of the proposed meeting.

After dissolution is approved, Articles of Dissolution shall be filed with the Secretary of State. Upon the dissolution of the Corporation, The Executive Board shall, after paying or making provision for all debts of the liabilities of the Corporation, dispose of all assets of the Corporation by distributing such assets to a corporation organized and operated exclusively for charitable and educational purposes. It shall qualify at the time as an exempt corporation or corporations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

IN WITNESS WHEREOF, we, being all the members of the Executive Board of the PTO, hereby adopt these revised Bylaws of the Corporation, and hereunto subscribe our names, effective the 2nd day of September, 2015.

President

Secretary

First Vice-President

Treasurer

Second Vice-President

Principal