FIRST AMENDED BYLAWS

OF

THE WOODLAND SCHOOL PARENT TEACHER ORGANIZATION

WARREN, NEW JERSEY

# ARTICLE I - NAME

The name of this organization shall be the Woodland School Parent Teacher Organization (hereinafter the “PTO”) and its principal place of business shall be 114 Stirling Rd, Warren, NJ 07059.

# ARTICLE II - PURPOSE

The purpose of the PTO, though volunteer and financial support, is to:

1. Enhance the educational and cultural opportunities of Woodland School students.
2. Promote the emotional and physical well-being of the children in the school, the community and the home.
3. Build a closer relationship between the home and school.
4. Stimulate reciprocal interest and interaction between the community and the school system.

**ARTICLE III – DESCRIPTION AND POLICIES**

The PTO shall not seek to direct the administrative activities of the school or to control its policies. The PTO agrees to adhere to Warren Township Board of Education’s District Policy 9210 – Parent Organizations.

The PTO is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organization that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. This shall be a nonprofit, nonsectarian, nonpartisan, and nondiscriminatory organization. The use of funds and proceeds derived by this organization shall be for the improvement of the quality of education at Woodland School. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, 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 of the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 organization 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 organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

Additionally, the organization shall:

1. Cooperate with other organizations or agencies active in child welfare, subject to approval by the Executive Board.
2. Sponsor programs which shall be of an educational, informative nature.
3. Sponsor fund raising projects, with the profits to be used to further the Purpose stated in Article II.
4. Prohibit door-to-door selling of any kind.
5. Permit solicitation at local businesses with Executive Board approval.

# ARTICLE IV – EXECUTIVE BOARD

The Executive Board shall consist of the officers of the organization. The Executive Board shall have the power to transact business between meetings of this organization and shall direct and coordinate its activities.

SECTION 1: OFFICERS

The officers of this organization shall be President or Co-Presidents, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer. The duties of the Executive Board shall be to transact business of the PTO, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve expenditures, and prepare reports and recommendations to the General Membership.

Unless circumstances dictate otherwise, responsibilities of the Officers’ Roles are as follows:

* + 1. President or Co-Presidents
  + Shall preside at all meetings of this organization and its Executive Board.
  + May appoint all committee chairpersons.
  + Shall coordinate the activities of officers and committees in order that PTO objectives may be promoted and may attend any meetings as an ex-officio member.
  + In the event there are Co-Presidents, each shall have the authority to bind and represent the PTO as if there were only one President.
  + Shall act as the primary liaison to the Principal
  + Shall be a second signatory on any and all bank accounts. Shall cosign all contracts with the appropriate committee person.
* May call a meeting of the Executive Board at any time he or she deems necessary.

# Vice-President

* + Shall perform the duties of the President in his/her absence.
  + Shall be membership chairperson.
  + Shall maintain a membership list.
  + Shall organize the out-going President's function.

# Recording Secretary

* + Shall keep the minutes of all meetings of this organization and its Executive Board.
  + Shall insure that the organization's meeting minutes are distributed to members either by posting on the Board of Education website and Woodland School PTO website or any other means of distribution.
  + Shall inform the membership of meeting dates as required.
  + Shall ensure that all state registration filings, licenses and other necessary items are kept current.
  + Shall maintain information on the district website regarding PTO events/information.
    1. Corresponding Secretary
  + Shall conduct the correspondence of the organization as necessary.
  + Shall inform the membership of meeting dates as required.
  + Shall insure that all state registration filings, licenses other necessary items are kept current.
  + Shall maintain information on the Board of Education website and PTO website regarding PTO events/information.

# Treasurer

* + Shall have charge of the funds of the organization and keep all books and accounts of the organization.
  + Shall have custody of the organization's financial records, including bank statements, cancelled checks, disbursement forms, invoices, receipts, and budgets for a period of five (5) fiscal years.
  + Shall be one of two authorized signatories on bank accounts with the President as other authorized signatory. Shall secure by a majority vote of the general membership, approval of all major expenditures or amendments to the budget and shall make disbursements as authorized by the membership in accordance with the adopted budget.
  + Shall prepare and present a financial report at each meeting of the membership and shall be responsible for filing of the organization's federal and state tax forms in cooperation with organization's accounting firm.
  + Shall prepare the budget with the assistance of the President or Co-Presidents prior to the first fall meeting.

SECTION 2: STANDING COMMITTEES

Nominating Committee: The President shall appoint the chairperson of the Nominating Committee at the February PTO Meeting. The chairperson shall select the committee members consisting of two (2) Executive Board members and two (2) members at large. The Nominating Committee shall send notice to all student families, seeking volunteers to serve as chairpersons and servers for all committees. The Nominating Committee shall secure, where possible, the positions of the Executive Board before the selection of chairpersons is finalized.

Other Committees: In addition to the Nominating Committee, the Executive Board may establish any other committees it deems necessary in order to further the goals of the organization. The President shall appoint the chair. The chairperson of each committee shall present its plans and intentions to the Executive Board and no work shall be undertaken without approval. Chairpersons cannot go over their established budget without approval from a vote of the general membership at a meeting of the organization. All chairpersons shall submit to the President a summary report and the file or notebook of its committee at the end of their terms.

SECTION 3: NOMINATIONS

1. Nominations for all officers shall be made by a Nominating Committee.
2. The PTO shall approve the nominations at its May meeting.
3. The members at large shall be informed of the nominations prior to the April meeting.

SECTION 4: ELIGIBILITY

Any parent, guardian or other adult standing in loco parentis for a student at the school is eligible to serve in any position on the Executive Board. Only those who have consented to serve if elected shall be eligible for nomination, either by committee or from the floor. The privilege of holding office, introducing motions, debating and voting shall be limited to members whose current dues are paid.

SECTION 5: TERMS OF OFFICE

The officers shall serve for a term of one (1) year, but shall not be excluded from succeeding themselves for additional terms. Newly elected officers shall assume office in June, unless need arises otherwise, at which time the Executive Board will address at a special meeting. Each Executive Board Member shall hold only one (1) elected position at a time.

SECTION 6: VACANCIES

A vacancy occurring in an office shall be filled by appointment by the Executive Board. The Executive Board may appoint such other positions as the membership deems necessary

SECTION 7: REMOVAL FROM THE 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 at least five times from September to June. The President shall call a minimum of at least (1) general membership meeting during each school year.

SECTION 9: SPECIAL EXECUTIVE BOARD MEETINGS

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

SECTION 10: QUORUM

Executive Board members may vote upon decisions that are put before them. A quorum for the PTO Board will consist of 50% of the Board Members, for both voting at Board Meetings and Email voting. A quorum must be met to validate any vote before the Board. Voting may be taken by email roll call when necessary.

SECTION 11: VOTING

The officers shall be elected by a majority vote of the PTO. A motion shall be considered passed upon a majority vote of the members present at a general meeting of the organization.

SECTION 12: REMUNERATION

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: STANDING RULES

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

# ARTICLE V - MEMBERSHIP AND DUES

SECTION 1: MEMBERSHIP

Any parent or guardian with a child under the auspices of Woodland School or any school staff member interested in the goals of the PTO and willing to uphold its policies and subscribe to its bylaws, may become a member upon payment of annual dues.

The organization shall conduct an annual enrollment of members, but persons may be admitted to membership at any time. Only members in good standing of the organization shall be eligible to participate in its business meetings. The amount of dues for the fiscal year shall be established by a majority vote of the Executive Board. The fiscal year shall be from July 1-June 30th.

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.

# SECTION 3: GENERAL MEMBERSHIP MEETINGS

# General Membership meetings shall be held at a minimum of twice per school year, or as called by the Executive Board and/or the 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.

# General Membership meetings shall be open to any interested persons; however, the privilege of making motions and voting shall be limited to members.

# The General Membership shall be notified of the time and place of each regularly scheduled General Membership meeting by direct mail, electronic media, circular, message, or telephone at least seven (7) 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 (2) Executive Board members or five (5) general members submitting a written request to the Secretary.

# The quorum at any General Membership meeting shall consist of no less than seven (7) voting members.

# All meetings shall be conducted within the framework of accepted parliamentary procedure and Robert’s Rules of Order shall be the definitive authority for questions of procedure, which cannot be satisfactorily resolved by the presiding officer.

SECTION 4: REMOVAL FROM GENERAL MEMBERSHIP

The Executive Board member has the authority to remove a member for any reason by majority vote of the PTO provided that:

* Member(s) in questioned must be notified of intent to be dismissed prior to vote.
* Member(s) must be given an opportunity to defend themselves & provide their own representation prior to the vote.
* No less than 30 days must be given prior to any vote to remove a member.

# ARTICLE VI – FINANCES

## SECTION 1: FISCAL YEAR

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

## SECTION 2: BUDGET

## A tentative budget of the PTO shall be drafted by the Treasurer and approved by the Executive Board, at least ten (10) days prior to the first General Membership meeting of the school year. Any modifications 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 Treasurer-Elect.

### SECTION 4: RESTRICTED FUNDS

### Restricted funds received by the PTO for specific purposes will be accounted for separately by the Treasurer.

### SECTION 5: DISBURSEMENTS

### Disbursements by the PTO require an approved check request form. Check request forms for Executive Officers shall be approved by the Treasurer. Check request forms for standing committees must be approved by the committee chair and submitted to the PTO Treasurer. The principal of shall approve faculty requests. One (1) authorized signature shall be required on each check. Authorized signers shall be the President, President-Elect, 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 subgroups for review and approval by the Executive Board.

### SECTION 7: COMMITMENTS

### 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.

### All contracts or binding commitments of the PTO, or its sub-groups, must be approved by the Executive Board or authorized individuals of the sub-group. Approved contracts must be signed by two (2) members of the Executive Board or authorized individuals of the sub-group. All contracts entered into must be in the name of the PTO or appropriate sub-group, not under Woodland School.

### Sub-groups entering into contract situations will be responsible for upholding said contract. Should any breach of contract arise, the signing sub-group will be liable.

### Any individual signing a contract on behalf of the PTO or sub-group without the approval of the Executive Board or sub-group will be held personally liable and responsible for any and all expenses incurred from any breach of the contract.

### All contracts or binding commitments entered into by a sub-group must be reported at the next monthly Executive Board meeting.

# ARTICLE VII – AMENDMENTS

These bylaws may be amended at any regular meeting of the organization by a two-thirds (2/3) vote of the members present and voting, provided that notice of the proposed amendment shall have been given at least two weeks previously.

A committee may be appointed to submit a revised set of bylaws as a substitute for these by- laws by a majority vote at a meeting of the organization. The requirements for adoption of a revised set of bylaws shall be the same as in the case of an amendment.

**ARTICLE VIII: 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 IX – 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 a dissolution, all remaining assets of the PTO shall be used for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

The PTO shall grant approval of disbursements of said funds.

# ARTICLE X - INDEMNIFICATION OF OFFICERS, EXECUTIVE BOARD MEMBERS AND EMPLOYEES

The Officers, Executive Board and employees of the PTO shall be, and the same hereby are, indemnified against expenses and costs (including reasonable attorney fees) incurred in connection with any proceeding involving such Officers, executive Board members, or employees of the organization to the full extent permitted by Section ISA: 3-4 of the New Jersey Nonprofit Corporation Act (N.J.S.A. 15A: 1-1 et seq.) as it may be amended from time.

The bylaws are hereby adopted this 6th day of December, 2021.

By: The 2021/2022 PTO Executive Board