

West End Middle School PTSO Bylaws

**Article 1: Name and Principal Office**

The name of the organization is the West End Middle School Parent Teacher Student Organization (hereinafter “the Organization” or “the PTSO”). The principal office of the Organization and its mailing address shall be at West End Middle School, 3529 West End Avenue, Nashville, TN 37205.

**Article 2: Purpose and Basic Policies**

2.1 General Purpose. The purpose of the Organization is to support West End Middle School by:

- (a) Promoting the social, emotional, physical, and academic development of all students
- (b) Encouraging and facilitating family and community involvement in the lives of students
- (c) Providing materials and opportunities for students and teachers that might not be available otherwise
- (d) Developing and maintaining channels of communication between the home and school and between the school and community
- (e) Assisting in the maintenance and improvement of school facilities
- (f) Raising money, seeking donations of goods and services, and organizing volunteers to further the Organization’s purpose

2.2 Basic Policies. The following are basic policies of the Organization:

- (a) The PTSO shall operate independently of West End Middle School and any local, state, or national parent-teacher association.
- (b) The Organization shall seek to work in harmony with the faculty and administrators of the school to improve the quality of education for all students.
- (c) The Organization shall seek to participate in, but not attempt to control or direct, the decision-making process establishing school policy.
- (d) The Organization shall be non-commercial, non-sectarian, and non-partisan.
- (e) The name of the Organization or the names of any members in their official capacities shall not be used in connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purpose of the Organization.
- (f) The Organization 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) No part of the net earnings of the Organization shall benefit or be distributed to its members or other private persons. The Organization shall be authorized to pay

reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article 2.1.

- (h) The Organization may cooperate with other organizations and agencies concerned with the improvement of education, but persons representing the Organization in such matters shall make no commitments that bind the Organization.
- (i) The primary governing body of the PTSO shall be the Executive Board ("Board") operating under procedures established in these Bylaws.
- (j) These bylaws shall be posted on the PTSO website.

### **Article 3: Membership**

#### **3.1 Membership Eligibility.**

Membership in the Organization is automatically granted to all parents, guardians, students, teachers, administrators and staff at West End Middle School without regard to sexual orientation, race, color, creed, national origin, religion, age, disability status, genetics, gender identity or expression, or any other characteristic protected by federal, state or local laws. There are no membership dues.

#### **3.2 Meetings.**

There shall be regular meetings of the members as determined by the Board. At the final general membership meeting of each academic year (typically held in May), the members shall vote to approve a budget and elect the officers of the Organization for the subsequent academic year. Whenever possible, general membership meetings shall be held at West End Middle School. Meetings may be conducted by videoconference if there is no access to West End Middle School. Notice of meeting dates and times and items to be discussed shall be posted on the PTSO website at least 72 hours in advance. Meetings of the members are open to all interested parties.

#### **3.3 Voting.**

Membership shall include the right to vote on any matter that properly comes before the Organization at a properly called meeting of the members. Each member shall be entitled to one (1) vote. The act of a majority of the members present at a meeting shall be the act of the membership, except where otherwise provided by law or by these Bylaws. Faculty, staff, and administrators of West End Middle School may not account for a majority of the total number of votes cast. Whether in a face-to-face meeting or a properly called videoconference meeting, members must be present, in person or via technology, in order to cast a vote. Absentee or proxy voting is not allowed.

#### **3.4 Quorum.**

The quorum at any regular or properly called meeting of the members shall consist of at least seven (7) members and must include the President or Vice President and the Executive Principal or designee.

## **Article 4: Officers and Their Election**

### 4.1 Positions and Eligibility.

The officers of the Organization shall be elected members of the PTSO serving as President, Vice President, Vice President of Communications, Vice President of Fundraising, Vice President of Community Relations, Vice President of Internal Affairs, Treasurer, Assistant Treasurer, and Secretary. Each officer must be the parent or guardian of a student currently attending West End Middle School. It is desirable, but not required, that the nominee for President be a current Officer.

### 4.2 Basic Policies for Officers.

- (a) No officer may serve in more than one office at a time.
- (b) No more than one member of any household may serve as an officer at the same time.
- (c) Any position except Vice President may be shared by two people if the two people are elected as a position-shared team by the membership.

### 4.3 Nominations and Elections.

Nominations for new Officers shall be solicited from the entire membership prior to April 15. Prior consent must be obtained from any candidate before his or her name can be placed in nomination. All nominees shall be presented to the general membership via the PTSO newsletter and website no later than ten (10) days prior to the final meeting of the academic year. Additional nominations from the floor are allowed, provided that the nominee meets any and all eligibility requirements. If there are multiple candidates for an office, the winner shall be determined by the highest vote count after written ballot.

### 4.4 Term of Office.

The term of office for all officers is one year and shall run concurrently with the fiscal year (July 1 through June 30). With the exception of Treasurer, elected officers may be eligible to serve no more than two (2) consecutive terms in the same office. The Treasurer may serve a maximum of three (3) consecutive terms.

### 4.5 Transfer of Position.

Following the election of officers and prior to the beginning of the subsequent fiscal year, it is expected that each exiting Officer will pass materials and knowledge to the new Officer filling that same position.

### 4.6 Vacancies.

In the event the office of President becomes vacant, the Vice President will become President for the unexpired term of office. A vacancy in any other office due to death, resignation, removal, disqualification, or otherwise may be filled for the remainder of the unexpired term of office by a majority decision of the Board.

#### 4.7 Resignations.

Elected officers may resign their positions by notifying the President in writing. Resignations shall take effect upon receipt of notification.

#### 4.8 Removal.

An officer may be removed from his/her/their position, with or without cause, by a unanimous vote of the remaining officers or by a two-thirds majority vote of the general membership.

#### 4.9 Duties.

In addition to other such duties as the Board may define, the duties of the elected officers shall be as follows:

- (a) President. The President shall preside at all meetings and shall be an *ex-officio* member of all Committees. The President shall serve as the official representative of the PTSO and shall have the authority to enforce these Bylaws. The President shall serve as an authorized signatory.
- (b) Vice President. The Vice President of the Organization shall assist the President, shall preside at all meetings not attended by the President, and shall temporarily assume all duties of the President in his or her absence.
- (c) Secretary. The Secretary shall serve primarily in the role of a recording secretary, keeping and distributing accurate meeting minutes.
- (d) Treasurer. The Treasurer shall have custody of all funds of the Organization; shall maintain such books as are required to account completely for all monies received and disbursed; and, in accordance with the budget adopted by the Organization and rules associated with the Organization's 501(c)(3) status, shall make disbursements authorized by the President or the Board. The Treasurer shall report regularly to the Board and members on the financial status of the Organization. In the spring, the Treasurer shall work with the President to prepare a draft budget for the upcoming fiscal year to present to the Board for approval. The Treasurer shall serve as an authorized signatory.
- (e) Assistant Treasurer. The Assistant Treasurer shall serve as an assistant to the Treasurer in all responsibilities described above and shall become fully familiar with the accounting practices of the Organization. The Assistant Treasurer may serve as an authorized signatory.
- (f) Vice President of Communications. The Vice President of Communications coordinates the Organization's communication efforts, both internal and external, via the PTSO website, newsletter, social media accounts, and other channels.

- (g) Vice President of Fundraising. The Vice President of Fundraising coordinates the Organization's fundraising activities. These activities may include, but are not limited to, restaurant nights, store loyalty programs, parent events, and the INVEST in West annual giving campaign.
- (h) Vice President of Community Relations. The Vice President of Community Relations coordinates the PTSO's outreach to various communities in support of the Organization's purpose. Such communities include, but are not limited to, feeder schools, neighborhood groups, and faith-based organizations.
- (i) Vice President of Internal Affairs. The Vice President of Internal Affairs manages the Organization's teacher support efforts and coordinates in-school activities and events.

#### 4.10 Compensation.

Elected officers and committee members shall serve without compensation but may be reimbursed for documented expenses that are consistent with the Organization's budget and incurred on behalf of the Organization in connection with their duties.

### **Article 5: Executive Board.**

#### 5.1 General Powers.

The Executive Board shall supervise, manage, and control all of the affairs, business activities, and policies of the Organization.

#### 5.2 Composition.

The Board shall be composed of officers of the Organization. If eligible, the immediate Past-President(s) may choose to serve on the Board in a non-voting, *ex-officio* capacity. The Executive Principal of West End Middle School, or designee, shall serve as a non-voting advising member of the Board and shall appoint one (1) teacher to serve as an additional non-voting advising member of the Board. From time to time, upon resolution by the Board, the Board may increase or decrease the number of voting officers, provided that the Board always consists of at least seven (7) voting officers.

#### 5.3 Board Meetings.

The Board shall have regular meetings during the school year as determined by the Board. Notice of the date, time, location, and general agenda shall be given to each officer and the Executive Principal at least 48 hours prior to any meeting of the Board. From time to time as the business of the Organization may require, the Board may act outside of a formally called meeting by polling all voting members by phone, videoconference, or email. With the exception of adjourning a meeting, a quorum shall be required to conduct any and all business of the Board. A quorum shall consist of a majority of the elected officers currently serving. An office

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that is shared by two persons shall be counted only once for the purpose of establishing a quorum.

#### 5.4 Voting.

The Board is encouraged to act by unanimous consent whenever possible. However, provided there is a quorum, any matter coming before the Board for a vote may be decided by a simple majority of the voting officers. Any office that is shared by two persons shall have only one vote.

### **Article 6: Committees**

The Executive Board shall appoint and organize from time to time such committees as the Board finds appropriate or necessary to carry out the functions and purposes of the Organization. The chair of each Committee shall be appointed by the Board, and the Board retains the right and final authority to determine the subject matter, membership, and activities of each of its Committees.

### **Article 7: Financial Policies**

#### 7.1 Fiscal Year.

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

#### 7.2 Budget.

In the spring of each year, a minimum of two officers, including the Treasurer and President, shall prepare a proposed PTSO budget for the following fiscal year. After review and approval by the full Board via majority vote, this budget shall then be presented to the general membership for its approval or modification at the final general membership meeting of the school year.

#### 7.3 Non-Budgetary Expenditures.

Non-budgetary expenditures of more than \$1,000 must be approved by a majority of the Board and discussed and approved by a majority vote of the general membership at any meeting. Such non-budgetary expenditures shall be supported by written estimates or exact cost bids.

#### 7.4. Deposits.

All funds shall be deposited to the credit of the Organization in one or more banks, trust companies, or other depositories as the Board may from time to time select. There shall be only one operating account for the Organization at any one time.

#### 7.5 Checks.

All checks shall be signed by the President and either the Treasurer or the Assistant Treasurer.

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#### 7.6 Contracts.

The Board, except as otherwise required by law, the Charter, or these Bylaws, may authorize any officer or agent of the Organization, in addition to the President, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

### **Article 8: Conflict of Interest Policy**

In order to protect the interests of the PTSO and its reputation, the Board maintains the following policy with regard to actual or potential conflicts of interest:

Whenever an elected officer has any private interest in a transaction contemplated by the Board, the affected officer shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter, except to provide information necessary for disinterested members of the Board to determine how to handle the matter. A private interest in a transaction is one in which the officer or a close family member is a party to the contemplated transaction or one in which the officer has a financial or other interest that could reasonably be expected to impair the officer's impartiality.

Any vote involving a matter in which a Board member has a private interest shall be approved only when a majority of disinterested members determine that it is in the best interest of the PTSO and for the PTSO's own benefit to do so. In determining whether it is in the best interest of the PTSO and for the benefit of the PTSO, disinterested Board member should consider whether the PTSO can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest, and whether the transaction is fair and reasonable to the PTSO.

This policy is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest for nonprofit corporations.

### **Article 9: Dissolution**

The dissolution of this Organization shall be upon majority vote of the Board and the membership. Upon dissolution, any remaining funds or assets shall be donated to West End Middle School. Should West End Middle School cease to exist, the assets of the PTSO upon dissolution shall be distributed to a school that formerly fed to or from West End Middle School.

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### **Article 10: Parliamentary Authority**

Robert's Rules of Order Newly Revised shall govern the Organization in all instances in which they are applicable and in which they are not in conflict with these Bylaws.

### **Article 11: Amendments**

These Bylaws may be amended in part or revised in their entirety at any properly called meeting of the membership under the following conditions:

- (a) Proposed revisions shall be approved by a majority vote of the Board prior to review and consideration by the general membership.
- (b) Intent to revise the Bylaws and a written copy of the proposed changes shall be posted on the PTSO website and in the PTSO newsletter at least at least ten (10) days prior to the meeting at which the revisions are to be offered for a vote.
- (c) A majority vote of the general membership shall be required for approval of the proposed revisions.

Upon proper motion, any proposed amendment may itself be amended during the meeting in which it is introduced.