

**First Colony Middle School
Parents Active with School (PAWS)/Parent Teacher
Organization (PTO) BY-LAWS**

ARTICLE I. GENERAL

Section 1. NAME: The name of this organization is First Colony Middle School Parents Active With School/Parent Teacher Organization (*PAWS/PTO*).

Section 2. PURPOSE. The *PAWS/PTO* has been established to promote the welfare and educational, vocational and character development of students who attend First Colony Middle School and to develop and maintain a forum for parents, teachers and citizens within the community interested in the advancement of those purposes. The *PAWS/PTO* shall not attempt to direct the administration or policies and activities of the School. The *PAWS/PTO* is organized and shall operate exclusively for the charitable and educational purposes within the meaning of Section 501 c (3) of the Internal Revenue Code concerning tax-exempt organizations. No substantial part of the activities of the organization shall be the carrying on of propaganda, influencing legislation, or participation in political campaigns for public office. The *PAWS/PTO* shall not engage, participate, nor intervene in any activity or transaction, which would result in the loss of its status as a tax-exempt entity.

Section 3. POWERS. In order to accomplish the foregoing purposes and to finance programs in support thereof, the *PAWS/PTO* is empowered to solicit and accept membership dues and voluntary contributions and to receive, invest and distribute funds and to hold property in furtherance of its objectives. No part of the income or assets of the *PAWS/PTO* shall benefit any member or other individual or entity.

ARTICLE II. MEMBERSHIP

Section 1. ELIGIBILITY. Membership in the *PAWS/PTO* shall be open to those individuals who subscribe to its purpose and objectives, are duly registered as hereinafter provided, and who are:

- (a) Parents, grandparents, or legal guardians of students enrolled in the School.
- (b) Members of the faculty, staff, and their families.

Section 2. ANNUAL DUES. The annual dues for members shall be determined by the Board of Directors at its sole discretion.

Section 3. MEMBERS. Only current members who are duly registered have the privilege of making motions, voting, holding office or serving on committees. The Secretary shall maintain throughout the year a list of the current members of the *PAWS/PTO*.

ARTICLE III. MEETING OF THE MEMBERS

Section 1. GENERAL MEETINGS. These meetings of the members shall be held during the school year, at a day, and time to be scheduled by the Board of Directors to avoid conflicts with holidays of other local meetings.

Section 2. ELECTION MEETING. This meeting of the members shall be held during the general meeting in April or May of each year. The meeting shall be held for the purpose of electing Executive Officers of the *PAWS/PTO*, as defined in Article V of these By-laws, and for the transaction of any other business properly brought before the meeting.

Section 3. SPECIAL MEETINGS. Special meetings may be called by the President at the request of a majority of the Board of Directors, or at the request of five percent (5%) of the members, to transact any business that needs to be brought before the meeting.

Section 4. NOTICE. Five (5) days notice shall be required for any General, Special, or Election meeting. Notice for all meetings shall indicate the time, date, and place of the meeting. The meeting shall be called by means of posting notice, physically or electronically. A simple majority of the members of the Board of Directors must be present.

Section 5. QUORUM AND MANNER OF VOTING. The attendance of 5% of the voting members of the *PAWS/PTO* shall constitute a quorum at any meeting of members. Any item of business included in the agenda and properly brought before the meeting may be transacted and voted on during such a meeting. The order of business to be followed during each meeting shall be determined by the President. The election of officers and all motions voted upon by the members shall be decided, except as otherwise provided in these By-laws, by a majority of the voting members present at a meeting provided a quorum is established and maintained throughout the meeting.

Section 6. ELECTRONIC MEETINGS: General and special meetings of the members may also be held through electronic media (e-mail, internet or call-out). An electronic meeting may not be used in place of a Special Meeting, if that Special Meeting was requested by 5% of the members as outlined in Article 3, Section 3. Detailed information about the business to be transacted and the deadline for voting, must be presented to the membership in concordance with Article 3, Sections 4 and 5. Electronic responses by members, to motions presented by the Board, will be recorded by the parliamentarian. The results of any vote will be communicated to the membership and recorded in the minutes of the next General Meeting.

ARTICLE IV. THE BOARD OF DIRECTORS

Section 1. DUTIES. The property, affairs and business of the *PAWS/PTO* shall be managed by its Board of Directors (Board) who shall set and determine the policies of the *PAWS/PTO*. The Board shall meet regularly to adopt an annual budget, disburse funds, approve plans and programs to raise funds, and perform all other duties as may be necessary

or desirable to carry out the stated purposes of the *PAWS/PTO*. Such meetings will be open to all *PAWS/PTO* members. (See Section 9 below)

Section 2. COMPOSITION. The Board shall consist of the Executive Officers and the Standing Officers of the *PAWS/PTO*. The Principal of the School shall serve as an ex officio member of the Board. The Principal shall provide input from the faculty and advise the Board of special needs of the students and campus, but will not be a voting Board member.

Section 3. NOMINATING COMMITTEE. During February of each year, the Board shall request members to serve on the Nominating Committee. Nominations for the Nominating Committee shall be actively solicited from the Board and the full membership. Nominations for election to the committee shall be accepted from the members at large, provided the nominee has personally or in writing, consented to stand for election to the committee. The Nominating Committee members shall be elected by the Board in March. The Nominating Committee shall consist of the Principal and four (4) to ten (10) members of the *PAWS/PTO*. The number of members on the Nominating Committee is determined at the discretion of the Board.

Nominating Committee shall elect a chairperson from among its members. At the Election Meeting in April or May, the Nominating Committee shall be responsible for recommending a nominee for election to each office as described in Article V of these By-laws. The Nominating Committee shall accept nominations for each office from the members at large during the Election Meeting following the report submitted. All nominees shall personally consent to stand for election after their names are placed in nomination.

The Nominating Committee is a standing committee of the *PAWS/PTO*, not the Board; therefore, it is not governed by Article VI or Article VII of these By-laws.

Section 4. ELECTIONS. The Executive Officers shall be elected by the members during the Election Meeting in April or May of each year. The Executive Officers shall be elected by ballot unless there is only one (1) name placed in nomination for each position, whereupon the elections may be conducted by voice vote.

Section 5. TERM OF OFFICE. The Executive Officers shall be elected at the Election Meeting to serve in the capacity for one (1) year beginning at the last regular Board of Directors meeting of the Academic year.

Section 6. CONSECUTIVE TERMS. The Members of the Board may serve for consecutive terms on the Board, but should not serve more than two (2) years in the same capacity. Executive Officers may not serve more than two (2) years in the same capacity.

Section 7. REMOVAL FROM OFFICE. A Board member who, without cause, fails to attend three (3) consecutive Regular Meetings of the Board may be removed by the majority of the vote of the Board. A Board member may otherwise be removed from office by a two-thirds (2/3) vote of the Board. Two (2) weeks prior to taking such action, the President or the

Secretary shall send to the Board member being considered for removal notice of such action by "Registered Mail", Return Receipt Requested". A Board member removed from office may appeal the decision of the Board to *PAWS/PTO* members, beyond which there shall be no appeal.

Section 8. VACANCIES. The Board may fill vacancies in its own membership. A Board member may resign at any time upon written notice to the Board. The remaining members serving on the Board, even if less than a quorum, may, by a majority vote, appoint a successor, selected from among the members of the *PAWS/PTO*, to serve the unexpired term of a Board member who resigned, is unable to serve, or is removed.

Section 9. REGULAR BOARD MEETINGS. Regularly scheduled meetings of the Board shall be held each year. Any items of business properly brought before a regular meeting of the Board may be transacted and voted on during such meetings.

Section 10. SPECIAL MEETING. Special Meetings of the Board of Directors may be called by the President or by the Secretary upon the request of any three (3) board members, upon twenty-four (24) hours written or verbal notice indicating the time and place of the Special Meeting and the business to be transacted at such meeting. Special Meetings of the Board of Directors may also be held electronically provided detailed information about the business to be transacted and the deadline for voting, is communicated to the Board Members. Electronic responses by Board members will be recorded by the secretary. The results of any vote will be communicated to the Board and noted in the minutes of the next regular Board meeting.

Section 11. QUORUM AND MANNER OF VOTING. The presence of more than one-half (1/2) of the voting members of the Board shall constitute a quorum at any Regular or Special Meeting of the Board. All motions voted upon at any meeting of the Board at which a quorum has been established and maintained throughout, shall be decided, except as otherwise provided in these By-laws, by a majority of the Board members present at the meeting. In the event of a tie in voting, the President shall cast the tie-breaking vote. The President does not cast a vote unless necessary to break a tie.

ARTICLE V. EXECUTIVE OFFICERS

Section 1. TITLES AND TERMS OF OFFICE. The Executive Officers of the *PAWS/PTO* shall consist of the President, Vice President, Treasurer, Secretary, and Parliamentarian. All officers shall serve a term of office for one (1) academic year.

Section 2. PRESIDENT. The President shall preside at all meetings of the Members and the Board; be an ex officio member without vote of all committees except the Nominating Committee; appoint with the advice and consent of the Board, the Chairpersons of any special committee; have supervision of and general executive and administrative powers relating to the *PAWS/PTO* subject to the control of the Board; and implement the general directives, plans, and policies formulated by the Board.

Section 3. VICE PRESIDENT. The Vice President shall have such powers and responsibilities as may be determined by the Board or the President. In the absence of the President, the Vice President shall perform the duties and exercise the authority of the President.

Section 4. TREASURER. The treasurer shall have custody of the funds; keep full and accurate accounts of receipts and disbursements; deposit all funds in the name and to the credit of the *PAWS/PTO*; disburse funds upon authorization of the Board; present a statement of the financial condition at each General Meeting of the members and each Board meeting; and present an accurate account of all transactions and a report on the financial condition of the *PAWS/PTO* at the Election Meeting each year. The Treasurer shall prepare the financial books for the audit and shall prepare an annual budget. The Treasurer maintains permanent records relating to 501c (3) determination, limited sales tax exemption, and receipts of donations. The treasurer shall prepare and submit all required financially related reports to federal, state, and district officials.

Section 5. SECRETARY. The Secretary shall attend all Meetings of the members and the Board and record the minutes of those proceedings; maintain a list of the names and addresses of members; maintain the By-laws and amendments in a minute book; have custody of all books and records pertaining to the business of the organization except those of the Treasurer; conduct the correspondence of the organization; and perform other duties that may be assigned by the President or the Board.

Section 6. PARLIAMENTARIAN. The Parliamentarian shall advise the presiding officer on questions of parliamentary procedure; record the history of the organization; and perform such duties as from time to time may be assigned by the President or the Board. The parliamentarian is not a voting Board Member.

ARTICLES VI. STANDING OFFICERS

Section 1. STANDING OFFICERS. The Standing Officers of the *PAWS/PTO* shall be responsible for developing programs in support of the stated purposes of the *PAWS/PTO*. They shall consist of the chairmen of the Standing Committees of the *PAWS/PTO*. The Coordinators of School District programs such as the Volunteers in Public School (VIPS) program, Career Day chairperson, and Shared Dreams coordinator shall also serve as a Standing Officers with full voting rights.

Section 2. Appointment: Standing Officers are appointed by the Executive Officers, with the consent of the Board, and will serve in their position for a one year term. Ideally, the Standing Officers will not serve more than two terms in the same position.

Section 3. Voting: Each Standing Committee shall have one vote on the Board of Directors. If a committee is co-chaired, the vote may be split. Each District Program Coordinator shall have one vote on the Board of Directors. If the program is co-chaired, the vote may be split.

Section 4. Committees: The Standing Committees and District Program Positions of the Board of Directors of the FCMS PAWS/PTO are listed in a policy document developed by the Board. The Board can amend the number and type of Standing Committees by a majority vote. The job descriptions of the Standing Committees are also listed in the policy document and can be amended as needed by the Board.

ARTICLE VII. AD HOC COMMITTEES

Section 1. AD HOC COMMITTEES. Ad Hoc Committees are committees created with approval of the Board when new projects are instituted or needs are identified. These committees are not permanent and may be increased or decreased on an annual basis. Chairpersons of there committees are considered non-voting members of the Board.

ARTICLE VIII. SUNSHINE FUND

Section 1. SUNSHINE FUND. The Sunshine Fund of FCMS recognizes the birth, marriage, and death of employees as well as their immediate families. Immediate family is defined as parents, children, and siblings. The Sunshine Fund also recognizes the death of a student, as well as their immediate family. Immediate family is defined as being parents and siblings (Special consideration will be given to a guardian or special circumstances). *PAWS/PTO* will donate money to purchase a book for the school collection in honor or memory of the family member.

ARTICLE IX. MISCELLANEOUS

Section 1. FISCAL YEAR. The Fiscal Year shall end on June 30th of each year.

Section 2. CHECKS AND DRAFTS. Checks and drafts, or other orders for the payment of money, issued in the name of this *PAWS/PTO* shall be signed by two (2) officers of the *PAWS/PTO* and approved in advance of issuance by the Board.

Section 3. AUDIT. An audit of the books and records of the *PAWS/PTO* will be conducted and completed each year by an audit committee of at least two (2) current members selected by the Executive Officers. At least one (1) current member should be from the membership at large and not have significant participation in the Board's activities or meetings.

Section 4. DISPOSITION OF ASSETS UPON DISSOLUTION. In the event of dissolution of the *PAWS/PTO*, all outstanding bills shall be paid and all remaining property and assets of the *PAWS/PTO* shall be distributed to the School or, if such disposition is not

possible, to one or more PTOs which is qualified as a tax exempt organization under Section 501c(3) of the Internal Revenue Code and which is selected by the Board. In no event shall the remaining property and assets of the *PAWS/PTO* be distributed to any member or other individual entity.

Section 5. AMENDMENTS. These By-laws may be amended at any General Meeting of the Members, at which a quorum as defined in Article III Section 5 is present and voting throughout, by a vote of two-thirds (2/3) of the members present at such meeting, provided the proposed amendment was presented and discussed at the previous General Meeting. A notice of proposed changes will be posted at the school two (2) weeks prior to the vote.

Section 6. RULES OF ORDER. The rules contained in the latest edition of "Robert's Rules of Order" shall govern the procedures followed during all meetings of the *PAWS/PTO*.

These Revised By-laws were approved and adopted by the majority vote of *PAWS/PTO* members present at the General Meeting held on the 2nd day of September, 2010.

Grayle James, President

ATTEST:

Barbara Budny, Secretary

Stacy Bynes, Parliamentarian