**BY-LAWS**

**OF**

**JEFFERSON ELEMENTARY SCHOOL PTO, INC.**

A Minnesota Non-Profit Corporation

**ARTICLE I**

**NAME OF THE CORPORATION**

The name of the corporation organized under the non-profit statutes of the State of Minnesota is the Jefferson Elementary School PTO, Inc. Its principal place of business is 11331 Jefferson N.E., Blaine, County of Anoka, State of Minnesota 55434-1899.

**ARTICLE II**

**PURPOSE**

The purpose of this corporation is for charitable, religious, scientific or educational purposes including the making of distributions to organizations that may be qualified under §501(c)(3) of the Internal Revenue Code. All funds received shall be devoted to the purposes outlined therein.

**ARTICLE III**

**FISCAL YEAR**

The fiscal year of the Jefferson Elementary School PTO, Inc. shall run from September 1 to August 31. The end of the fiscal year, August 31, shall be the reporting date for the Jefferson Elementary School PTO, Inc.

**ARTICLE IV**

**POLICIES AND OBJECTIVES**

1. Jefferson Elementary School PTO, Inc. shall be exclusively charitable and educational within the meaning of the §501(c)(3) of the Internal Revenue Code.
2. No member of this corporation shall profit from their participation in this corporation. Reasonable compensation may be paid to a member for services rendered to or for the corporation in pursuit of its purposes as stated in Article II of these by-laws.
3. Any earnings of this corporation shall be used in pursuit of the purposes outlined in Article II of these by-laws.
4. No substantial part of the activities of this corporation shall be the proposition of propaganda or otherwise attempting to influence legislation. The corporation shall not intervene in any political campaign or on behalf of any candidate for public office.
5. The corporation shall not carry on any activities not permitted by §501(c)(3) of the Internal Revenue Code.

**ARTICLE V**

**MEMBERSHIP**

 General Membership

Only parents or legal guardians of Jefferson Elementary School students and the Jefferson Elementary School staff are eligible for membership.

 The general membership shall not be assessed dues.

**ARTICLE VI**

**OFFICERS AND BOARD OF DIRECTORS**

**Officers**

1. The corporation will have four officers:
	1. President
	2. Vice-President
	3. Treasurer
	4. Secretary

**DUTIES OF OFFICERS:**

**President:**

Chief Executive Officer of the Corporation

 Preside at all membership and board meetings.

 Provide an agenda two weeks prior to each meeting.

 Will have authority to conduct management of the corporation and shall be responsible

 for the execution of all board directives, resolutions and policies.

 Have authority to execute documents and enter into contractual relationships on behalf

 of the corporation.

 Shall be an ex-officio member of all standing committees.

 Shall have all powers and other assigned duties designated by the Board of Directors

**Vice President:**

Assume the duties of the president in his/her absence or in the event of his or her

 inability or refusal to act.

 Responsibility for maintenance, inventory, distribution and collection of all equipment

 owned by the corporation.

 Order equipment as authorized by the Board of Directors.

 Responsibility for other duties as deemed appropriate by the Board of Directors.

**ARTICLE VI (continued)**

**Secretary:**

 Attend and record all official meeting of the corporation.

 Compile minutes of meetings and distribute them in compliance with the policies of the

 Board of Directors.

 Prepare and distribute notices of all meetings.

 Perform other duties and functions as assigned by the Board of Directors.

 The outgoing secretary shall, within one (1) month after the annual elections, deliver to

 the newly elected secretary all the official records in his/her possession.

**Treasurer:**

 Keep all financial accounts and present a statement of all accounts at all meetings of the

 corporation.

 Compile a year end financial statement detailing all the financial activities of the

 corporation.

 Maintain the checking account and all other financial accounts of the corporation.

 Have authority to execute, on behalf of the corporation, financial documents including

 but not limited to checks, drafts, etc.

 The treasurer shall be bonded with the costs of said bonding to be borne by the

 corporation, if the bonding costs are approved at the first general membership

 meeting of the year.

 Ensure that accurate records and receipts are maintained in accordance with generally

 accepted business and accounting practices.

 Perform other duties as assigned by the Board of Directors.

 The outgoing treasurer shall, within one (1) month after the annual elections, deliver to

 the newly elected treasurer all financial records of the corporation in his/her

 possession.

**Terms of Office**

 The term of office for the **President** shall be one (1) year.

 The term of office for the **Vice President** shall be one (1) year.

 The term of office for **Secretary** shall be one (1) year.

 The term of office for **Treasurer** shall be one (1) year.

 Officers may serve more than one but not more than two consecutive terms or

 office.

**ARTICLE VI (continued)**

**Board of Directors**

 The Board of Directors of the coporation shall have four (4) members consisting of the

 duly elected officers of the corporation.

 The terms of office of the Board shall coincide with their terms as officers.

 Board members may serve one but not more than two consecutive terms of office.

**ARTICLE VII**

**ELECTIONS**

The election of officers shall occur at the May general membership meeting. The

election shall be by a simple voting majority. The new officers shall take office immediately.

To be qualified to vote at the annual election of officers, you must meet the requirements

of general membership as stated in Article V.

Nominations shall consist of recommendations of the Board and from the floor.

Each nominee shall be introduced and have an opportunity to speak on his/her behalf.

A proxy shall be allowed to give a statement on behalf of the nominee.

Only a simple majority of the members present is required for an election.

The election shall be by secret ballot or as agreed upon by the voting membership.

A business meeting shall follow the election at which the outgoing officers will conduct

an orientation session for new officers. By mutual agreement this session may be scheduled for another time provided it is conducted within one (1) month of the election.

**ARTICLE VIII**

**VACANCIES AND TERMINATION**

**Vacancy**

A vacancy, for whatever reason, prior to expiration of the term of office, shall be filled by a three-fourths vote of the Board of Directors. Nominations shall be sought by posting public notice in a manner prescribed by the Board of Directors.

**Termination**

 An officer and board member may be removed from office for the following reasons:

 Absence from three (3) consecutive regular meetings

 Abuse or neglect of official duties

**ARTICLE VIII (continued)**

 Death

 Incapacity in execution of his/her duties

 Illegal conduct

 Conduct resulting in public embarrassment for the corporation

 **Removal for any of the above enumerated reasons must be after proper notice to the officer and by a three-fourths vote of the Board of Directors. Said vote shall be made by *SECRET BALLOT*.**

**ARTICLE IX**

**COMMITTEES**

 The Board of Directors at its discretion shall from time to time as the need arises seek volunteers for committees to make recommendations to the PTO. Notice shall be provided to all PTO members regarding these appointments. Membership on the committees shall be open to all and volunteers will be sought from the membership of the PTO. There shall be no restrictions on the number of members of the committees.

**ARTICLE X**

**DISBURSEMENT OF FUNDS**

 A budget shall be formed and approved by the general PTO membership no later than the second general meeting of the new school year. No funds of the Jefferson Elementary School PTO, Inc. may be disbursed or expended without a majority vote of the attendees of a regular membership meeting.

**ARTICLE XI**

**MEETINGS**

 **Regular Meetings** shall be prescribed by the Board of Directors. Notice shall be given as provided in these by-laws. Issues will be resolved within two consecutive general meetings by the PTO.

 **Special Meetings** may be called by any member of the Board and determined by three-fourths of the Board and notice given as provided in these by-laws.

**ARTICLE XII**

**STOCK**

 The Jefferson Elementary School PTO, Inc. shall issue no capital stock.

**ARTICLE XIII**

**AMENDMENTS**

 These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the vote of the PTO members present at a general meeting.

**ARTICLE XIV**

**DISSOLUTION**

 This corporation shall exist in perpetuity unless the Board of Directors vote to terminate its existence. Upon dissolution of the corporation, the officers shall be required to pay or make provisions for payment of all the liabilities of the corporation and shall be required to dispose of all assets of the corporation to organizations classified as being for charitable, educational, or scientific purposes.

**ARTICLE XV**

**LIABILITY**

 None of the officers, board members or general membership shall be held personally liable for the obligations of the corporation or for reasonable conduct while in service to or participation with the corporation.

**IN WITNESS WHEREOF,** the parties have caused these by-laws to be duly executed on this \_\_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 19\_\_\_\_\_\_

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President, Jefferson Elementary School PTO, Inc.

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Secretary, Jefferson Elementary School PTO, Inc.