

# BYLAWS OF HARTWOOD ELEMENTARY PTO, INC.

Revised May 2024

## ARTICLE I. Name

The name of this organization is "Hartwood Elementary PTO, Inc." The accepted abbreviation of the name is "HPTO".

## ARTICLE II. PURPOSE

The HPTO is a volunteer, nonprofit parent/teacher organization. Its purpose is to support the educational process at Hartwood Elementary School ("Hartwood").

## ARTICLE III. MEMBERSHIP

- a. **Qualification.** Individual membership and enrollment shall be open to parents/guardians of children attending Hartwood, and Hartwood teachers, staff, and administrators who have paid annual membership dues. Payment of dues constitutes a member's agreement to uphold the HPTO bylaws and policies and establishes an active membership.
- b. **Enrollment.** HPTO may enroll members at any time. Membership is valid for the current school year only.
- c. **Annual Dues.** HPTO may set an annual membership fee. Membership dues must be paid in full to be eligible to vote, to serve in any elected or appointed position, and to serve as a committee chair or member.
- d. **Conflict of Interest.** Any HPTO member who has any proprietary or ownership interest in any entity that does business with or contracts with the HPTO must disclose such interest in writing to the Board of the HPTO ("Board") and shall be precluded from voting on any matter related to such entity. Moreover, members with a conflict of interest may not influence or attempt to influence any decision, opinion, or vote.

Members may not accept gifts in connection with any work of HPTO, and may not directly or indirectly receive any monetary benefit in exchange for any decision, opinion, or vote. Additionally, volunteers may not receive anything in exchange (e.g. products, compensation, waiver of fees, etc.) for being a committee chair, assistant chair, or committee member.

- e. **Revocation of Membership.** Membership privileges of members who violate HPTO bylaw or policies, school or district policies, local, state, or federal laws applicable to the operations of HPTO may be revoked.

## ARTICLE IV. THE BOARD

- a. **Officers.** The Board shall be comprised of six elected officer positions. Elected officers are President, Vice President, Secretary, Treasurer, General Director, and Webmaster.
- b. **Qualifications.** Officers must be current members of the HPTO. The President and Vice President shall have been members of the HPTO for at least one year immediately preceding the year of her/his nomination for office. No officer shall serve more than two consecutive terms (see terms of office below) in the same office.
- c. **Duties.** The Board shall conduct the business of HPTO in accordance with the Bylaws and policies of the HPTO. It shall form standing and special committees, present a report to the general membership at each general membership meeting, approve payment of routine bills, and approve all committee plans and budget expenditures in accordance with the Bylaws.

The Board must submit a yearly financial report to the membership. Such report shall be based upon the Treasurer's statement of all receipts and expenditures made to the Board as outlined herein.

The Board shall review the Bylaws at least once every five years to ensure that the Bylaws are current and relevant.

Each existing board member shall provide the new board member with all materials relating to that office and orient the new board member as to the duties of the office, prior to the start of the new term.

1. **President.** The President shall preside at all meetings of the general membership and of the Board, shall coordinate the work of the other officers, and oversee committee chairs providing assistance as needed. The President is responsible for the second signature on the HPTO checking account. In order to be nominated to be elected as President, a candidate must have served on the Board or as a HPTO committee chair. As an alternative, a candidate may be nominated with approval of a majority of the Board. The President shall serve a one-year term.
2. **Vice President.** The Vice President, in the absence of the President, shall perform the duties of President. The Vice President shall perform other duties as assigned by the President. The Vice President shall serve a one-year term.
3. **Secretary.** The Secretary shall record and maintain minutes of all board and general membership meetings and shall maintain those records along with all other appropriate corporate records in the HPTO google drive. The secretary shall serve a two-year term.
4. **Treasurer.** The Treasurer shall receive and maintain all corporate funds, keep a full and accurate account of receipts and expenditures, make disbursements as authorized by the President, Board, or membership, make financial reports at Board and general membership meetings as

requested, assist the Board in preparing and proposing an annual budget, prepare and present an annual report at the September general membership meeting of the prior year's total income and expenditures, provide the Secretary with an electronic copy of the annual report and approved annual budget to be kept in the HPTO email Google Drive, and shall file all required tax returns and forms. The Treasurer shall serve a two-year term.

5. **General Director.** The General Director shall maintain directory records from year to year, update the directory each year, and communicate with families concerning directory updates. The General Director also perform duties as assigned by the President, and assists committees and events as needed and as requested by committee chairpersons and the Board. The General Director shall serve a two-year term.
  6. **Webmaster.** The Webmaster shall be responsible for the maintenance and upkeep of the HPTO Web page and social media accounts. Information shall include, but not be limited to, meeting minutes, meeting information, and corporate records. The President shall authorize all information posted to the HPTO Web page and social media accounts. The Webmaster shall serve a two-year term.
- d. **Impeachment.** Any Officer not performing his/her duties to the satisfaction of the organization may be impeached from office by a two-thirds majority vote of the members present at a general membership meeting. A quorum of at least 11 members is required for a vote of impeachment.
  - e. **Limits of Liability.** Members of the Board shall not be personally liable for the debts, liabilities, or obligation of the HPTO. Board members shall be indemnified by HPTO to the fullest extent permissible under the laws of this Commonwealth.

Except as may be otherwise provided under provisions of law, the members of the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

## ARTICLE V. COMMITTEES

- a. **Creation and Elimination.** The Board may create standing and special committees as it deems appropriate. The Board shall solicit volunteers for committee chairs to serve each committee for one year, beginning July 1st ending June 30th. No chairperson may serve more than three consecutive terms. The Board may replace an appointed chairperson at any time, by majority decision of the Board. A standing or special committee may be eliminated from the committee list by majority decision of the Board. The Board must publish an updated list of committees, appointed committee chairs, and a calendar of event dates at the start of each new school year.

**Committee Chairs.** HPTO members in good standing can qualify to volunteer to chair a committee. A committee chair of an event is responsible for the completion of the entire event, from its planning

stages through clean up. In order to make the event as successful as possible, a chair has the following responsibilities:

1. Collaborate with the president of the board to complete facilities management requests.
  2. Work with committee members (either in person or via email) to prepare for the event and/or get feedback for communications that will be sent to the families.
  3. Make Sign up Genius for volunteers. (The HPTO has an account for this).
  4. Send the list of volunteers to the SRO or building secretary to identify anyone who is not in compliance with clearances.
  5. Communicate with volunteers who need to update their clearances.
  6. Keep volunteers up to date with information concerning the event, including their roles, times they are needed, and what is expected of them.
  7. Send information that will be sent to families to the President for approval. Once approved email to the Webmaster for inclusion on social media pages and to the school principal for school communications.
  8. Prepare the budget and submit it to the board.
  9. Obtain any quotes from businesses if applicable.
  10. Coordinate with the treasurer for invoice payments and reimbursements.
  11. Communicate with the board concerning any changes that could impact the event overall, as well as any needs (more volunteers, supplies, etc.).
  12. Communicate with families concerning the event.
  13. Return and/or clean up any supplies that were used from the PTO closet.
  14. Make a timeline of tasks, including contact information, if necessary, that can be passed on to the board and the future chair.
  15. Supply documents, notes, and timeline to the board and new chair.
  16. Train a co-chair to take over as chair the following year.
- b. If the event involves student attendance, the chair has these additional responsibilities:
1. Create JotForms for student registration.
  2. Retain student and family participation records.
  3. Confirm absent students with the school.
  4. Coordinate dismissal in alignment with student records.
- c. **Committee Business.** The President and school principal may serve on any or all committees. All committee plans and budget expenditures must be pre-approved by the Board at least two weeks prior to the event. Purchase order requests must be presented to the Board in writing. Committees shall adhere to the approved annual budget.
- d. Any correspondence with parents or the community must be coordinated with the President and approved by the school principal. All events, fundraisers, incentives, and items for sale must be approved by the Board and school principal.
- e. All monies collected from HPTO fundraisers, sales, or events must be kept secure and must be delivered to the HPTO Treasurer securely, in person within seven days of receipt, along with

completed forms. All cash and checks must be counted by two HPTO members/board officers when money is collected on the day of an event. Never leave cash, checks or change unattended.

- f. All checks from fundraising partners, invoices, and original receipts for purchases must be hand delivered to the Treasurer, delivered to the school, or mailed to the HPTO, 3730 Saxonburg Boulevard, Pittsburgh, PA 15238.

## ARTICLE VI. ELECTIONS FOR BOARD OFFICERS

- a. **Nominating Committee.** The nominating committee shall consist of the President, Vice President, the school principal, one teacher and at least one general member. Members of the nominating committee shall be announced at the first general meeting and serve a one-year term. The President will announce to the general membership when the nominating committee will begin to accept all nominations of qualified candidates for any elected office. This announcement must be made no later than the March general membership meeting. The names of the nominations will be announced at the May general membership meeting. The names will also be listed in the meeting minutes. Only a nominee who has consented to serve can be nominated.
- b. **Elections.** Elections shall be held following the May general membership meeting. Access to online voting will be sent out after the meeting and voting will take place during that week, closing 3 days after email is distributed. Elections will be decided by a majority vote. A quorum of at least 11 members is required for Officer Elections. The newly elected board will be announced within 24 hours after the close of voting.
- c. **Terms of Office.** The term of office for the Secretary, the Treasurer, the General Director and the Webmaster shall be two years each. The term of office for the President and the Vice President shall be one year each.

The term of office for a committee chair is one year.

Each elected officer shall assume her/his duties on July 1<sup>st</sup> of the year he/she is elected and serve until their term ends on June 30<sup>th</sup> the year of term expiration.

- d. **Sharing Office.** Any elected office may be shared by more than one HPTO member, with the exception of the Treasurer and the Secretary. A shared office shall cast a single vote during voting among the HPTO Board. If persons sharing an office cannot agree on how to vote, no vote shall be cast for that office.
- e. **Vacancies.** A vacancy occurring in any office except the office of the President shall be filled for the unexpired term by a person elected by the majority vote of the Board, notice of such election having been given. If there is no majority reached by the Board, the nominating committee shall vote. In the event that the office of the President is vacated prior to the end of his/her term, the Vice President shall automatically assume the office of the President and serve the remainder of that term (through June 30<sup>th</sup>). The subsequent temporary Office of Vice President shall be filled by appointment by the Board.

## ARTICLE VII. MEETINGS

- a. **General Membership Meetings.** There shall be at least three general membership meetings each school year. Dates of the meetings shall be determined by the Board and announced at the beginning of the school year. General membership meetings will be available to attend in person or via zoom or other online meeting software, but recordings will not be made public for later viewing. If a scheduled meeting date must be changed, notice of the change will be emailed by the school three days in advance of the new meeting date unless it is impossible due to inclement weather.
- b. **Board Meetings.** The Board shall meet monthly during the school year and once over the summer break. Dates of the meetings shall be determined by the Board and announced at the beginning of the school year. If a scheduled meeting date must be changed, notice of change will be given to all Board members three days in advance of the new meeting date and posted in the school.
- c. **Special Meetings.** Special meetings of the general membership or Board may be called by the President or the majority of the Board, so long as the appropriate three day notice has been given.
- d. **Quorum.** So long as proper notice has been given of the date of a general membership meeting, any number of members attending constitutes a quorum for general business. For a member vote to approve the annual budget, to approve expenses in excess of \$1,000, to elect Officers or impeach Officers, to amend the Bylaws, or to dissolve the HPTO, the presence of 11 members is required. The presence of three of the members of the Board constitutes a quorum for Board meetings; however, the presence of co-officers will be counted as the presence of one member.
- e. **Voting.** At a general or special meeting, a motion shall be passed by a majority vote of those members present. Only members of the HPTO may vote at special and general membership meetings. Electronic voting will always be used for the following scenarios: Elections, annual budget, to amend the bylaws, and to approve expenses in excess of \$1,000. The collection of those votes shall be maintained by the Secretary.

## ARTICLE VIII. FINANCIAL AND CORPORATE AFFAIRS

- a. **Fiscal Year.** The fiscal year of the corporation shall run from July 1<sup>st</sup> through June 30<sup>th</sup>.
- b. **Address.** The business address to be printed on all checks, vendor invoices, HPTO official correspondence, and tax forms shall be:
  - (a) HPTO, 3730 Saxonburg Boulevard, Pittsburgh, PA 15238
- c. **Signatories.** The President and Treasurer shall be authorized to sign checks.
- d. **Budget.** The Treasurer will prepare an annual budget which must be approved by a Board majority at its August meeting and announced and submitted for a member vote at the first general membership meeting in September. A quorum of at least 11 members is required for a general membership vote to approve the annual budget.

- e. **Expense Approval.** All HPTO expenditures by officers, committees, or the general membership in an amount in excess of \$200 shall be voted on and approved by a majority of the general membership attending a general membership meeting. The Board may approve by majority vote, extraordinary business or committee expenditures of as much as \$200 that is not part of the previously approved budget, or any expenses, regardless of amount, critical for the licensing and operation of the business, such as taxes or licensing fees. Such extraordinary expenditures, and reasons for the exception, must be announced at the next general membership meeting.

The President may act on behalf of the Board to authorize business or committee expenditures up to \$100. The President shall not approve more than two such requests by the same committee in a term of Office. All approvals and denials for committee expenditures by the President shall be submitted to the Board in writing.

- f. **Financial Accounting.** The Treasurer shall prepare and provide copies of financial reports at each Board and general membership meeting. The Treasurer must receive, secure, record, and deposit all funds into the corporate account in a timely manner. The Treasurer shall issue Board approved payments of invoices and requests for reimbursement in accordance with the member approved annual budget.

The Treasurer will maintain a record of budgeted and actual income and expenses by committee and budget category. The Treasurer will request an annual report from any committee earning and spending "reward dollars" or "reward points" from fundraising partners. At the close of the fiscal year, the Treasurer shall provide the Board with an annual report on the budget that includes all income and expenses by committees.

The Treasurer will retain and keep secure all financial records (electronic or physical), including but not limited to receipts, invoices, financial forms, financial reports and bank statements during the term of office. The Treasurer will make all records available to the Board upon request and surrender all records to the Board at the end of the term.

- g. **Audit.** The Treasurer shall request volunteers to form an annual audit committee and will make all financial records available to the committee. The committee must be comprised of at least the Treasurer, one board member, one general member and one member of the community at-large. The audit must be conducted after the end of the fiscal year and submitted to the Fox Chapel Area School District by the start of the new school year.
- h. **Tax Filing.** The Treasurer shall prepare and file the applicable IRS 990 by November 15<sup>th</sup> of each year, in accordance with IRS deadlines. In the event that November 15<sup>th</sup> falls on a weekend or federal holiday, the return must be filed on the following business day. The Treasurer shall report to the Board and the General Membership when the tax returns have been filed with the IRS and again in January when they have been accepted by the IRS.
- i. **Procurement Policy.** All purchases and reimbursements must be made in accordance with the organization's procurement policy including bulk purchases, design work, equipment rentals,

equipment purchases, and installations related to infrastructure projects. Proposals from at least three different vendors must be submitted to the Board. Decisions must be made in accordance with Conflict of Interest policies, and proposals must be fairly considered without prejudice, assessing product and service quality as well as affordability and value.

- j. **Corporate Records.** All corporate records including Articles of Incorporation, Bylaws, Form 990s, meeting minutes, and any other historical information will be housed electronically on the HPTO email Google Drive. No HPTO officer or member will be permitted to remove records, though copies of any public records may be provided upon written request.

## ARTICLE IX. AMENDING BYLAWS

- a. **Notice.** Any proposal to amend the bylaws shall be made in writing to the Board. If two or more members of the Board approve the proposed amendment(s) for a vote by the general membership, the proposed amendment(s) shall be presented to the general membership at least three days prior to the general membership meeting, at which time the proposal shall be voted on. Bylaws may be amended by electronic vote.
- b. **Voting.** Proposed Bylaws and/or proposed amendments to the Bylaws submitted to the general membership as described above shall be adopted upon a two-thirds vote of the members in attendance at a general membership meeting or by electronic vote. A quorum of at least 11 members is required for a member vote to approve Bylaw revisions.

## ARTICLE X. DISSOLUTION

- a. **Voting.** The HPTO shall be dissolved upon a three-quarters vote of the members present at a general membership meeting provided that at least 30 days written notice of said vote shall have been given to all members. A quorum of at least 11 members is required for a member vote on Dissolution.
- b. **Assets.** Upon dissolution, assets of HPTO shall inure and be transferred to a qualified, nonprofit successor organization of HPTO, or, if none exists, to the Fox Chapel Area School District for the benefit of the students of Hartwood Elementary School.

Bylaws Revised and Approved by Vote on May 9, 2024.

President

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Vice President

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Principal

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