

# **Bylaws of the Twin Cities German Immersion School Parent-Teacher Organization**

*Adopted March 2, 2009; Last Amended June 7, 2016*

## ***Article I. Name.***

The name of the organization is the Twin Cities German Immersion School Parent Teacher Organization (TCGIS PTO). It is a nonprofit organization incorporated under the laws of the State of Minnesota.

## ***Article II. Purpose.***

The TCGIS PTO's mission is to foster the relationship between school, home, and community for the success of all of our students. To that end, the PTO shall work in partnership with the school's administration, board, and committees and shall organize events, programs, and fundraisers in support of that mission.

## ***Article III. Definitions.***

***Section 1.*** "Board" means the entire TCGIS PTO Board established in Article VI, and is the board of directors under Minnesota Statutes, chapter 317A.

***Section 2.*** "Good standing" is as provided in Article IV, section 4.

***Section 3.*** "Member" or "PTO member" means a person who is a member of the TCGIS PTO.

***Section 4.*** "The membership" means all members of the TCGIS PTO.

***Section 5.*** "Officer" or "PTO officer" means a person who holds a position identified in Article V, and is a director under Minnesota Statutes, chapter 317A.

***Section 6.*** "PTO" or "TCGIS PTO" means the nonprofit corporation established under these bylaws.

***Section 7.*** "Previous notice" is as provided in Article VII, section 6.

***Section 8.*** "Regular meeting" is as provided in Article VIII, section 1.

***Section 9.*** "Regular PTO means of communication" means the commonly expected and utilized methods of communications from the PTO. As appropriate,

regular PTO means of communication includes the combination of all of the following: e-mail, the school electronic newsletter, PTO website presence, and regularly used social networking sites.

**Section 10.** “School” or “TCGIS” means the Twin Cities German Immersion School.

**Section 11.** “TCGIS board” means the board of the Twin Cities German Immersion School.

**Section 12.** “TCGIS community” means all members of the TCGIS PTO, all persons eligible to become members, the TCGIS school board, and all TCGIS staff.

#### ***Article IV. Membership.***

**Section 1. Eligibility.** Any parent, guardian, or other adult standing in loco parentis for a student who is enrolled at TCGIS may be a member of the TCGIS PTO and have voting rights. Any permanent TCGIS employee, whether full- or part-time, may be a member and have voting rights.

**Section 2. Membership.** Any eligible person may become a member at any time by attending any regular or special PTO meeting, or by contacting any of the PTO officers and requesting membership. Membership is presumed by attendance at a regular or special PTO meeting.

**Section 3. Voting Rights.** All members in good standing have full voting rights.

**Section 4. Good standing.** Wherever “good standing” is specified in these bylaws, the provisions in this section apply. A member is in good standing except upon losing good standing. A member can only lose good standing, and can subsequently regain good standing, by a two-thirds vote of the members present at a regular meeting where previous notice has been given.

#### ***Article V. Officers and Elections.***

##### ***Section 1. Officers.***

*a. Positions.* The officers of TCGIS PTO consist of a president, vice president, secretary, treasurer, and up to three general officers.

*b. President.* The president shall: coordinate the work of all the officers and committees so that the purpose of the organization is served; preside over meetings of TCGIS PTO and its board; serve as the primary contact for the TCGIS board and administration; represent the organization at meetings outside the organization, as appropriate; and serve as an ex officio member of all committees. The president shall coordinate preparation of meeting agendas and ensure communication of the work of the PTO to the membership.

*c. Vice President.* The vice president shall: assist the president and carry out the president's duties as necessary; carry out other duties as determined by the board; and serve as an ex officio member of all committees.

*d. Secretary.* The secretary shall: take and record minutes; and function as the PTO librarian to oversee organization of documents, including storage of approved meeting minutes, policies, and bylaws, as well as records of PTO communications, activities, and events. Unless the duties are specified for a general officer, the secretary shall also coordinate PTO communications to the membership and the TCGIS community, including: providing for notices of meetings; distributing draft agendas, meeting minutes, and pertinent committee updates; initiating response to general inquiries; arranging regular communications, such as announcements in the school electronic newsletter; and overseeing communications for PTO events and activities.

*e. Treasurer.* The treasurer shall: manage day-to-day PTO finances; receive all funds of the organization; keep an accurate record of receipts and expenditures; pay out funds in accordance with the approved budget; present financial reporting at every regular meeting; and provide financial reporting when requested by the board or PTO members. The treasurer is responsible for preparing or having prepared all required filings with the State of Minnesota and other appropriate governmental agencies, and for submitting required materials for a yearly audit or financial review. An outgoing treasurer shall actively assist the newly elected treasurer and board to ensure a successful transition in financial management, including timely preparation of the PTO's nonprofit tax return.

*f. General officer(s).* The board may identify between zero and three positions of general officers, and shall specify the title and duties of each one. The general officer(s), if any, must be identified in conjunction with elections as specified in section 2 of this article, and are subject to same requirements under sections 2 to 7 of this article as other officers. The general officer(s) shall perform

duties as specified in written form by the board. Duties of a general officer may consist of, but are not limited to, the following: coordinating volunteer recruitment and engagement, overseeing the finances of PTO fundraising events and activities, chairing a PTO standing committee, maintaining the PTO website presence, overseeing documentation of events and event procedures, maintaining inventory records, and undertaking specific duties otherwise identified in this section for other officer positions.

***Section 2. Elections.***

*a. Annual schedule.* The board shall hold elections each year at a regularly scheduled May or June meeting. By April 1 of each year, the board shall announce the upcoming elections through the regular means of PTO communication. To the extent feasible, the announcement must include identifying the title and duties of any general officers.

*b. Election procedures.* Nominations must be made from the floor. Voting is by voice vote if a slate is nominated. If more than one person is running for the same office, those officers of the board not running for election to an officer position shall administer a ballot vote.

***Section 3. Eligibility.*** Any member of the TCGIS PTO is eligible to serve as an officer if the member is in good standing and the member is not disqualified based on the results of a background check. The background check must be performed under a policy adopted by the PTO that, at a minimum, addresses (1) types of offenses and case dispositions that are disqualifying, (2) the historical period to consider, (3) the records sources to use in undertaking the check, and (4) initial review of results solely by the president, with a process for subsequent review by no more than two additional officers if a potentially disqualifying offense is identified.

***Section 4. Terms of Office.*** Officers are elected for one year and may serve no more than two consecutive terms in the same office, excluding a partial term due to a vacancy under section 6 of this article. Terms run from July 1 through June 30 in conjunction with the fiscal year under Article VIII, section 8. Each person elected may hold only one officer position at a time.

***Section 5. Further Assistance.*** Following conclusion of a term of office, each outgoing officer shall (1) assist newly elected officers in the smooth transition of

board duties and functioning, and roles and duties of each officer; and (2) remain available in an advisory capacity for one year.

**Section 6. Vacancy.** If there is a vacancy in the office of president or the office of treasurer, the vice president will assume the vacant office. At the next regularly scheduled meeting, a new vice president must be elected. If there is a vacancy in any other office including for a general officer, board officers must seek to fill the vacancy through an election at the next regular meeting and subsequent meetings as appropriate. An election under this section must follow the procedures established in section 2 (b) of this article.

**Section 7. Removal from Office.** An officer can be removed by a two-thirds vote of the members present at a PTO meeting where previous notice has been given.

## **Article VI. Organizational Structure.**

### **Section 1. Board.**

*a. Membership.* The board consists of all of the officers, including any general officers identified under Article V, section 1.

*b. Powers and Duties.* The powers and duties of the board are to: transact business between meetings, prepare for general meetings, review and draft proposed standing rules and policies, submit an annual budget and budget amendments to the membership, ensure submission of all forms and reports as required by state and federal law, arrange for continuing insurance coverage for the PTO, and prepare reports and recommendations to the membership as needed.

*c. Financial Powers.* Without a further vote of the PTO members, the board may approve payment of routine bills or reimbursements, or incurring of expenses. An approval under this paragraph is authorized only if it complies with allocated expenditures under the adopted budget and is in consultation with the Finance Committee.

*d. Meetings.* If the board holds regular board meetings on a monthly or other ongoing basis, the board shall schedule those meetings at a consistent time and location. However, the board may identify an alternative day, time, or location with previous notice (see article VII, section 6). Special board meetings may be

called by any two board members with at least 24 hours prior notice, provided that the board shall make reasonable efforts to provide previous notice. Board members may also conduct business electronically, which is not subject to the foregoing notice requirements. The board is not required to produce meeting minutes. A board meeting is open to the membership unless the board closes the meeting due to stated privacy reasons.

*e. Quorum.* Notwithstanding Article VII, section 3, the quorum for a board meeting is the greater of (1) three, or (2) a majority of the elected officers.

## ***Section 2. Standing Committees.***

*a. Committees and Membership.* The PTO has the standing committees identified in paragraphs (b) to (e). Committees may consist of members and board members, with the president and vice president acting as ex officio members of all committees.

*b. Community Development Committee.* The Community Development Committee is responsible for: arranging community-building events, identifying occasional speakers for regular meetings, fostering engagement with the PTO, and, if a joint school-PTO calendar is created, for coordinating production of the calendar.

*c. Staff Appreciation Committee.* The Staff Appreciation Committee is responsible for: staff appreciation throughout the school year, events to specifically express appreciation, and fostering engagement with the PTO.

*d. Fundraising Committee.* The Fundraising Committee is responsible for: arranging all PTO activities in which fundraising is the primary purpose as well as fostering engagement with the PTO.

*e. Finance Committee.* The Finance Committee is responsible for ensuring fiscal responsibility and strength of PTO finances; providing oversight of the budget and finances of the PTO, which includes reviewing monthly bank statements, deposits, reimbursements, and expenditures; overseeing PTO grants and donations; developing recommendations on financial policies and practices; and developing the annual budget and any budget amendments. The treasurer serves as chair of the committee. Membership of the committee must include at least one other officer and at least one member who is not an officer.

**Section 3. Additional Committees.** The board may appoint additional committees or task forces as needed, and may assign specific duties otherwise identified in section 2 for the standing committees.

## **Article VII. Meetings.**

**Section 1. Regular Meetings.** The board shall schedule at least one regular meeting of the TCGIS PTO each school semester, and an additional regular meeting in May or June for elections under Article V, section 2. If the board schedules regular meetings of the TCGIS PTO each month or on another ongoing basis during the school year, the board shall schedule those meetings at a consistent time and location. However, the board may identify an alternative day, time, or location with previous notice (see section 6 of this article). The board shall announce all meetings to the TCGIS community through the regular PTO means of communication.

**Section 2. Special Meetings.** A special meeting may be called by (1) the president, (2) any two officers of the board, or (3) five PTO members by submitting a written or electronic request to the secretary. The board shall provide previous notice of the special meeting and hold the meeting within 14 days of the request.

**Section 3. Quorum.** The quorum for any PTO meeting is 12 members of the organization. The members may not take a vote on any matter absent a quorum at the time of the vote.

**Section 4. Motions.** The board and the membership shall make reasonable efforts to provide previous notice concerning the substance of any known motion intended to be made at an upcoming meeting.

**Section 5. Parliamentary Authority.** Robert's Rules of Order governs meetings when they are not in conflict with these bylaws.

**Section 6. Previous Notice.** Wherever "previous notice" of a meeting is required in these bylaws, an announcement must be provided (1) to the PTO community through the regular PTO means of communication; and (2) at least seven calendar days prior to the meeting, or at a point in time otherwise specified in these bylaws with respect to the notice.

## **Article VIII. Finances.**

**Section 1. Budget.** The Finance Committee shall develop a tentative budget for review by the board, and followed by submission for approval by a majority vote of the members present at the regularly scheduled May or June PTO meeting of every school year.

**Section 2. Records.** The treasurer shall keep accurate records of any disbursements, income, and bank account information; other financial documentation; and governmental filings. The treasurer shall share reports and records of financial activity at each regular PTO meeting.

**Section 3. Expense Authorizations.** All expenses of the PTO require approval of the board.

**Section 4. Checks.** Two authorized signatures are required on each check from TCGIS PTO that is over the amount of \$200. Authorized signers are solely the president, vice president, and secretary. The treasurer is not an authorized signer.

**Section 5. Year-End Financial Information.** The treasurer shall prepare a financial statement at the end of the fiscal year, for review by the membership.

**Section 6. Auditing.** The board shall arrange, at minimum, for a yearly audit or financial review of PTO books and records. The audit or review may be conducted by an external auditor, an external entity with relevant experience, or by an internal audit committee comprised of members of the school community who have appropriate professional experience and who do not have any authority over PTO finances.

**Section 7. Funds Following Dissolution.** Upon the dissolution of the TCGIS PTO, any remaining funds must, first, be used to pay outstanding bills, and second, spent for the benefit of the school as determined by the TCGIS board unless specified otherwise by a majority vote of the PTO members at a PTO meeting prior to dissolution.

**Section 8. Fiscal Year.** The fiscal year begins on each July 1 and ends on each June 30.

### ***Article IX. Conflict of Interest.***

Prior to the PTO entering into a contract or transaction that provides financial benefit to any PTO member or his or her family member, the following requirements must be met:

(1) the board or the membership must review the proposed contract or transaction and determine that its terms are fair and reasonable;

(2) the material facts of the contract or transaction and the member's interest must be disclosed to the membership at a regular or special meeting where a quorum is present; and

(3) the contract or transaction must be approved in good faith by a two-thirds vote of the members present, not counting any vote of interested members including other family members.

### ***Article X. Dissolution.***

The organization may be dissolved with previous notice of 14 calendar days and a two-thirds vote of those present at the meeting to adopt a resolution authorizing dissolution. The resolution must set forth the proposed dissolution and direct designated officers to perform all acts necessary to effect a dissolution. Upon adoption of such resolution, the designated officers shall cause the PTO to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all the PTO's assets to other entities in accordance with Minnesota Statutes, Section 317A.735 and in accordance with the Articles of Incorporation. The designated officers shall file notice of intent to dissolve with the Secretary of State pursuant to Minnesota Statutes, Section 317A.723.

### ***Article XI. Amendments.***

***Section 1. Notice.*** These bylaws may be amended at any regular or special meeting, providing that previous notice was given at least 14 calendar days, and no more than 45 calendar days, prior to the meeting in which a vote is taken to the amend the bylaws. Notice under this section must include a copy of the proposed bylaws as amended and reasonable documentation of proposed changes.

***Section 2. Adoption.*** Amendments must be approved by a two-thirds vote of the members present at the meeting.

**Article XII. Indemnification.**

Each officer of the PTO, past or present, and each person who serves or may have served at the request of the PTO as an officer, partner, trustee, employee, representative or agent of another organization or employee benefit plan, and the respective heirs, administrators and executors of such persons, shall be indemnified by the PTO in accordance with, and to the fullest extent permitted by, Minnesota Statutes, Section 317A.521. The PTO is not be obligated to indemnify any other person or entity, except to the extent such obligation shall be specifically approved by resolution of the membership.

CERTIFICATION

These amended bylaws were approved at a regular meeting of the membership by a unanimous vote on June 7, 2016.

Date: \_\_\_\_\_

Secretary, Twin Cities German Immersion School Parent Teacher Organization