

## Windom PTO, Inc. Bylaws

### 1. Article I – Name, Incorporation, Registration

The name of the Organization is Windom PTO, Inc. The Organization is registered as a nonprofit corporation with the Minnesota Secretary of State. The Organization is registered as a charitable organization with the Office of the Minnesota Attorney General. The Organization is recognized as a 501(c)(3) Organization with the United States Internal Revenue Service.

**Commented [PS1]:** Consider Organization name - could go by something else using a simple d/b/a

### 2. Article II – Purpose

The Organization is organized for the purpose of supporting the education of all children at Windom Community School in the following ways:

- Fostering relationships among the students, caregivers, teachers, and other staff at Windom School.
- Enhancing the educational facilities and opportunities for the students of Windom School that are not otherwise provided for in the school's budget.

### 3. Article III – Members

Any parent, guardian, or caregiver for a student at the school may be a Member and shall have voting rights. The principal, any teacher, and any staff member employed at the school may be a Member and have voting rights. The Executive Board may establish dues, but they shall not be a requirement of Membership nor an impediment to voting rights.

For purposes of these bylaws, any Member is considered to be in good standing if they have attended a regular or special meeting, committee meeting, or Executive Board meeting during the Windom Community School's academic year.

**Commented [PS2]:** Added this for the purpose of eligibility since we're not using dues.

### 4. Article IV – Officers

- 4.1. **Officers.** The three roles for Officers are Chair/Co-Chair ("Chair" as used in these Bylaws refers to either one or two persons serving this role), Secretary, and Treasurer.

Their duties are:

#### 4.1.1. Chair or Co-Chair

- Preside over meetings of the Organization and Executive Board,
- Serve as the primary contact for the Principal
- Represent the Organization at meetings outside the Organization (except as to designated Liaison roles described below)
- Coordinate the work of all the Officers and Committees so that the purpose of the Organization is served

**Commented [PS3]:** This format does not materially change most of the duties unless noted.

#### 4.1.2. Secretary

- Keep all records of the Organization
- Take and record minutes
- Prepare the agenda
- Handle correspondence and send notices of meetings to the membership
- Keep a copy of the minutes book, Bylaws, and any other necessary supplies, and have them available during meetings.

#### 4.1.3. Treasurer

- Receive all funds of the Organization
- Keep an accurate record of receipts and expenditures
- Pay out funds in accordance with the budget or otherwise by approval of the Executive Board, or otherwise by full vote of all Members present at a meeting.
- Present a financial statement at every meeting and at other times of the year when requested by the Executive Board
- Make a full report at the end of the academic year
- Establish a budget for the Organization for the next academic year to be approved by the Executive Board or by the Organization at a Meeting
- Prepare and file or submit: tax documents such as the IRS Form 990, registration documents such as an annual Certificate of Compliance with the Minnesota Attorney General, or other documents required by the Minnesota Secretary of State.

Commented [PS4]: Used to say "bring" them, but that's outdated given videoconference format

Commented [PS5]: New; added it

Commented [PS6]: Also a new addition

4.2. **Term of Officers.** Officers will be elected to two-year terms. Terms begin and end with the Organization's Fiscal Year, from July 1 of the first year and ending June 30 of the second year.

Commented [PS7]: New change from one year

#### 4.3. Election of Officers

- 4.3.1. **Slate.** The Executive Board will solicit applicants from interested individuals and select a slate of nominees for open Officer roles some time before the April meeting.
- 4.3.2. **Nominations.** Nominations will take place at the regular April meeting. The Executive Board will present its slate of nominees. Any other member that wishes to run for an open Officer role can be nominated from the floor.
- 4.3.3. **Election.** The Election will be held at the regular May meeting.
- 4.3.4. **Voting.** Voting will be by voice vote if an uncontested slate is presented. If there are any other nominees (*i.e.*, if a vote is contested), vote will be by ballot using any method that the Secretary selects.
- 4.3.5. The Executive Board may establish an alternative schedule, but it must be published to all Members at least 30 days before it takes effect.

Commented [PS8]: Added to provide flexibility

4.4. **Eligibility.** All Members in good standing are Eligible to be nominated at the regular April meeting.

Commented [PS9]: Removed "good standing" requirement which was tied to dues. Replaced it with participation requirement.

4.5. **Vacancies.** If there is a vacancy in any Office except for a single Co-Chair, Members will fill the vacancy through an election at the next regular meeting. If

there is a vacancy in one of two Co-Chair roles, the Members may first decide whether to fill it before holding an election for the role.

**4.6. Removal from Office.** Officers can be removed from office with or without cause by a two-thirds vote of those Members present at a regular meeting where previous notice has been given at which there is Quorum. If removal is for cause, by a two-thirds vote of those Members present at any special meeting where previous notice has been given and at which there is Quorum.

## 5. **Article V – Executive Board**

**5.1. Membership.** The Executive Board shall consist of at least:

- the PTO Chair or Co-Chairs
- the Treasurer
- the Secretary
- the Principal (or Principal’s designee)
- at least one Teacher Representative
- two “At-Large” Board Members

And, if available, the Executive Board shall also include:

- a second Teacher Representative
- one Kindergarten Family Representative to be solicited and empaneled in the fall of the academic year
- **one Windom CARES liaison**
- **one Windom Community School Site Counsel liaison**
- **one volunteer coordinator**
- **one fundraiser coordinator**

Any individual serving these “as-available” roles may also serve as an at-large member.

**5.2. Term.** Other than Officers, the term of Executive Board Members is one year.

**5.3. Selection.** Executive Board membership shall be established using the nomination/voting process for Officers as in Article 4, Section 3. [Alternative - The existing Executive Board members (or its designees) shall solicit and empanel the roles and vacancies of the Executive Board as needed.]

**5.4. Duties.** The duties of the Executive Board are to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, and prepare reports and recommendations to the membership.

**5.5. Meetings.** Executive Board meetings shall be held as needed, to be determined by the Executive Board. In general, the Executive Board should meet monthly prior to regular meetings of the Membership. Special meetings of the Executive Board may be called by any two board members, with 24 hours notice.

Emergency meetings shall be held with any amount of prior notice but no action shall be taken without Quorum of the Executive Board members.

**5.6. Quorum.** Half the number of board members plus one constitutes a quorum.

**Commented [PS10]:** Added given that we can have EITHER one or two co-chairs, so we don’t NEED a second one to remain compliant with the bylaws.

**Commented [PS11]:** Flip-flopped 5 and 6 to keep the EB right up there next to the Officers

**Commented [PS12]:** Removed cochair emeritus and Latino family liaison. Added volunteer coordinator, and representatives from k, cares, site council.

**Commented [PS13]:** New

**Commented [PS14]:** There was nothing in the bylaws as to how we got an EB other than the “automatic” nature of the Officers and Principal.

**Commented [PS15]:** New - for emergencies

## 6. Article VI – Meetings

- 6.1. Regular Meetings.** The regular meeting of the organization shall be held once per month, typically the third week of the month, during the school year. Meetings will be held at a time, place, and manner determined by the Executive Board at least one month before the meeting. The annual meeting will be held at the May regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.
- 6.2. Special Meetings.** Special meetings may be called by a Co-Chair, any two members of the Executive Board, or five general members in good standing submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting, by flyer, email, and/or phone calls.
- 6.3. Quorum.** The quorum shall be 11 members of the organization.
- 6.4. Voting.** Unless otherwise required by these bylaws, a simple majority of votes by Members present at the Meeting will pass any proposed action (provided there is quorum). A voice vote is acceptable unless passage of the measure is not easily ascertained, and then ballots should be used as implemented by the Secretary. Any Member present may request a measure be put to ballot instead of voice vote. The Minutes need only record whether a measure passes, but may also at the Secretary's discretion include vote totals.

Commented [PS16]: New. Added this for clarity.

## 7. Article VII – Committees

- 7.1. Membership.** Committees may consist of members and Board members, with the Chairperson(s) acting as an ex officio member of all committees.
- 7.2. Standing Committees.** The following standing committees may be held by the organization: Finance/Fundraising, Communications, Community Building, Classroom Enrichment, Marketing/Recruitment, and Advocacy. The Executive Board reserves the ability to condense or split any of the above committees to best manage volunteer resources.
- 7.3. Additional Committees.** The board may appoint additional committees as necessary.

Commented [PS17]: Changed from "shall" since we don't use all these

## 8. Article VIII – Finances

- 8.1.** A tentative budget shall be drafted in the spring for the following school year and then approved by a majority vote of the members present at the last general PTO meeting of the school year.
- 8.2.** The Treasurer shall keep accurate records of any disbursements, income and bank account information.
- 8.3.** The Executive Board shall approve all expenses of the organization that fall outside of the budget or exceed budgeted amount by more than 10%. Any expense that the Executive Board approves must be presented to the Members at the next regular meeting. Large expenditures may also be presented for a full vote of Members present at a regular meeting at the Executive Board's

discretion, with a view towards transparency and inclusion of members in the decision.

8.4. Depository accounts may be established as deemed necessary by the treasurer and/or finance committee.

8.5. One authorized signature shall be required on each check. Authorized signers shall be the Chair, Treasurer, Secretary, and Principal. Additional signers may be authorized as deemed necessary by the Executive Board. The Executive Board may authorize individuals to use Organizational debit cards or payment software or applications for the purpose of furthering the mission of the Organization. Authorized signers may also issue reimbursement to individuals who have used personal funds to transact business on behalf of the Organization. All such transactions require receipts to be presented to the Treasurer.

8.6. The Treasurer shall prepare a financial statement at the end of the year to be reviewed by the Executive Committee and full Membership at the annual meeting.

8.7. Upon dissolution of the organization (Article X), any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school or its member-recognized successor institution.

8.8. The fiscal year is July 1 through June 30.

9. **Article IX – Standing Rules.** The Executive Board may approve standing rules, and the secretary shall keep a record of the standing rules for future reference.

10. **Article X – Dissolution.** The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

11. **Article XI – Amendments.** These bylaws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization. Notice may be given by postal mail, or by flyer, or by email, or by fax, or by any method reasonably certain to reach Members. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

12. **Article XII – Conflicts of Interest.** No Officer, Executive Board Member, or Member may transact any business with the Organization, or benefit from any transaction of the Organization, where that person plays any role in the Organization's decision on that transaction. If such a transaction is under consideration, any such person must disclose their interest and potential benefit. Only disinterested Members or Executive Board Members may approve the transaction, and the minutes must indicate their approval of the transaction and acknowledge awareness and approval of the benefit it confers on the interested person. Any transaction involving an approved conflict of interest must be presented at the next regular meeting.

**Commented [PS18]:** This is our practice anyway, and I prefer it to simply allowing the EB to make all calls.

**Commented [PS19]:** Removed Legacy Fund

**Commented [PS20]:** Added Principal since Eric is on our accounts

**Commented [PS21]:** New - in the age of payment apps and cards.

**Commented [PS22]:** New. To align with our practice

**Commented [PS23]:** Removed audit committee. We don't have one and it isn't anywhere else in the bylaws.

**Commented [PS24]:** This was tied to school year, so it was off by a quarter. (YIKES!)

**Commented [PS25]:** Removed article 9 about parliamentary procedure because the voting is already covered in the Meetings Article 6.

**Commented [PS26]:** Removed "by the secretary" because it's probably the EB that'll do it

**Commented [PS27]:** New

**Commented [PS28]:** New. Made it up in lieu of a 3-page document.

Bylaws adopted by Windom PTO, Inc. on October 15, 2007 and updated as of May 17, 2011, February 13, 2018, February 2, 2021, June 8, 2021, and \_\_\_\_\_ 2024.

