

BYLAWS
of the
W. T. WOODSON HIGH SCHOOL PTSO, INC.
(ACCEPTED, DECEMBER 8, 2009)

ARTICLE I: NAME

Section 1. Name. The name of the corporation is W. T. WOODSON HIGH SCHOOL PTSO, Inc., (hereinafter the “PTSO”) located in Fairfax, Virginia.

ARTICLE II: PURPOSE

Section 1. Purpose. The PTSO (W. T. Woodson High School Parent Teacher Student Organization) is organized for the purpose of supporting the education of students at W. T. Woodson High School (the “School”) by fostering relationships between and among the School, parents, teachers, students, and community.

- a. The PTSO shall provide volunteer and financial assistance as feasible to support the School’s academic programs and other student activities.
- b. The PTSO shall, on a case-by-case basis, address issues affecting the quality of the educational environment and may choose to make recommendations for improvements.

Section 2. Charitable and Educational. The W. T. Woodson High School PTSO is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future federal tax code (hereinafter “Internal Revenue Code”).

ARTICLE III: POLICIES

Section 1. Policies. The policies of the PTSO are as follows:

- a. The PTSO shall be noncommercial, nonsectarian, and nonpartisan.
- b. Neither the PTSO nor any of its Members (as defined below) in their official capacities or as agents of the PTSO shall engage in activities unrelated to promoting the Purposes of the PTSO.
- c. Neither the PTSO nor any of its Members in their official capacities shall participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities

to attempting to influence legislation.

- d. No part of the net earnings of the PTSO shall inure to the benefit of, or be distributable to its members, Directors, trustees, Officers, or other private persons; except that the PTSO shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the Purposes set forth in Article II hereof.
- e. Notwithstanding any other provision of these Bylaws to the contrary, the PTSO shall not carry on any activities prohibited to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- f. Upon the dissolution of this PTSO in accordance with the laws of the Commonwealth of Virginia, after paying or adequately providing for the debts and obligations of the PTSO, the remaining assets shall be distributed to one or more non-profit corporations, funds, foundations, or organizations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.
- g. The PTSO has adopted a Conflict of Interest Policy, as attached hereto as Exhibit A to these Bylaws, and shall comply and abide by this policy, as such policy requirements may subsequently be amended by the Internal Revenue Service.

ARTICLE IV: MEMBERS

Section 1. Membership. Upon payment of the requisite annual dues as defined below, membership shall be granted to any member of the Woodson community, including students enrolled at the School, who supports the purpose of the PTSO. Membership shall be available without regard to race, color, gender, creed, or national origin.

Section 2. Dues. Annual dues shall be charged. All memberships for annual dues received during the fiscal year ending June 30 shall expire the following October 31. The cost of annual membership dues shall be changed no more than once in any school year. Any change to the annual dues must be approved at a general meeting with a two-thirds affirmative vote of those voting and will become effective the following school year.

Section 3. Quorum. Ten members present in person shall constitute a quorum for the purpose of convening and for transacting business at any General Membership meeting.

Section 4. Voting.

- a. All members, including student members, have voting privileges 14 days after submitting dues.
- b. A quorum must be present during any vote of the General Membership.
- c. Voting on routine business matters at meetings may be by voice vote; however, if a request for a counted vote is made by any member present at the time of the vote, then the officer conducting the meeting shall count the vote by asking voting members to stand or raise a hand. Any member may move to vote by paper (secret) ballot, and, if seconded, such motion will be voted upon prior to the main motion. All routine decisions will be decided by majority vote of those voting.
- d. Voting on nonroutine matters
 - i. Nonroutine matters include dissolution of the organization, firing of an officer, changing of the Bylaws, changing of the dues, and establishing policy positions of the PTSO.
 - ii. The Board may, by a minimum two-thirds vote of all Board members, adopt a resolution recommending a nonroutine action and shall then direct the question to a vote at a meeting of the General Membership.
 - iii. Written or electronic notice stating the resolution and the time and date of the voting meeting shall be given to each member at least ten days prior to the date of such meeting. Such meeting shall be held only during the academic year.
 - iv. Voting on nonroutine matters will normally be conducted by asking voting members to stand or raise a hand. However, any member present may move to vote by paper (secret) ballot, and, if seconded, such motion will be voted upon prior to the main motion. A simple majority vote is required to vote by paper (secret) ballot.
 - v. Approval of the resolution shall require the affirmative vote of at least two-thirds of the members voting, a quorum being present.

Section 5. Eligibility to Participate. Only current members of the PTSO shall be eligible to vote in any meeting of the PTSO or to serve in any of its elective or appointed positions. Only members over the age of 18 may serve in an elective office.

Section 6. Suspension or Termination of Membership. The membership of any Member may be suspended or terminated for good cause by the affirmative vote of two-thirds of all members voting at a general meeting.

Section 7. Resignation. Any member may resign by filing a written resignation with the Recording Secretary; however, such resignation shall not result in reimbursement of membership dues in full or in part.

ARTICLE V: AUTHORITY AND DUTIES OF BOARD OF DIRECTORS

Section 1. Authority of Directors. The Board of Directors (hereinafter the “Board”) is the Governing Board and the policy-making body of the PTSO and shall exercise all the powers and authority granted to the PTSO by law.

Section 2. Number and Tenure. The Board shall be comprised solely of the Officers described in Article VI Section 6. Each Director shall hold office for a term in length equal to the Director’s term as an Officer.

Section 3. Meetings. Meetings of the Board shall be held by the call of the President or of a majority of the Board, three days’ advance notice having been given. Board meetings shall be at such dates, times, and places as the Board shall determine. Notwithstanding anything to the contrary contained elsewhere in these Bylaws, the Board may convene nonpublic meetings to discuss matters and take actions upon any topics or subjects upon which it is legally empowered to act.

Section 4. Quorum. A quorum shall consist of a majority of the Board. All decisions will be by majority of those voting.

Section 5. Electronic Participation in Meeting. Members of the Board may participate in a Board meeting and vote via electronic means.

Section 6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without an in-person meeting.

Section 7. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the PTSO’s business may be reimbursed with proper supporting documentation and prior approval of the Board. In addition, Directors serving the PTSO in any other capacity, such as a consultant, are allowed to receive compensation therefore if and only if the guidelines stated in the Conflict of Interest Policy are followed and are approved by the Board in advance.

Section 8. Indemnification. Every member of the Board, every Officer, and every Committee Chairperson of the PTSO, or any combination thereof, shall be indemnified by the PTSO against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such member of the Board, Officer, employee, or any combination thereof in connection with any threatened, pending, or completed action, suit, or proceeding to which she or he may become involved by reason of her or his being or having been a member of the Board, Officer, employee of the PTSO, or any combination thereof, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her or his duties. In the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the PTSO. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights that such member of the Board, Officer, and/or employee is entitled.

ARTICLE VI: AUTHORITY AND DUTIES OF THE OFFICERS

Section 1. Eligibility. Only members over the age of 18 whose individual dues to the PTSO have been paid for the current fiscal year shall be eligible to hold office and serve on the Board.

Section 2. Officers. The Officers of the PTSO shall consist of:

- a. President;
- b. First Vice President;
- c. Second Vice President;
- d. Recording Secretary;
- e. Treasurer; and
- f. Past President.

Each office may be held by only one person. Co-Presidents and co-treasurers are expressly prohibited.

Section 3. Election of Officers. Elections shall be held at the May PTSO meeting. If no regularly scheduled meeting is held in May, then elections will be held at the next scheduled meeting.

Section 4. Assumption of Duties by Officers. Officers, except the Treasurer, shall assume their official duties following the close of the Board of Directors meeting in June and no later than June 30. The Treasurer shall assume his or her official duties upon the completion of the auditing process.

Section 5. Term Limits on Officers. The initial Officers shall be the founding Directors of the PTSO and shall serve until June 2010. After that date, Officers, except the Treasurer, shall serve for a term of one (1) year. The Treasurer shall serve a term of two (2) years. No person shall serve more than two (2) consecutive terms in the same office unless there is no successor to take the officer's place, and provided that such person is duly elected by the membership. A person who has served in an office for more than one-half of a full term shall be deemed to have served a full term in such office.

Section 6. Duties of Officers. The duties of the Officers are as follows.

- a. **President.** The President shall:
 - i. Preside at all general meetings of the PTSO and at all meetings of the Board;
 - ii. Be a member ex officio of all committees except the Nominating Committee;
 - iii. Ensure that the annual report is filed with the Commonwealth of Virginia;
 - iv. Review the bank statement monthly and sign off on the monthly bank reconciliation completed by the Treasurer, or ensure that an alternate person approves the bank reconciliation in accordance with the requirements of the PTSO insurance policies;
 - v. Coordinate the work of the Officers and committees of the PTSO

- vi. Act as primary contact between the PTSO and the Principal of W. T. Woodson High School;
- vii. Act as the primary spokesperson for the PTSO; and
- viii. Perform such other duties as may be prescribed in these bylaws or assigned by the PTSO.

b. First Vice President. The First Vice President shall:

- i. Act as an aide to the President;
- ii. Assume and perform the duties of the President in the absence, inability, or upon the request of that officer to act, with the First Vice President being responsible for the assumption and performance of such duties first, and if unable to do so, the Second Vice President shall be so responsible;
- iii. Be responsible for collecting PTSO membership dues and maintaining a list of current members;
- iv. Conduct liaison with and, when requested by the School, coordinate the activities of other W. T. Woodson High School parent groups, including but not limited to performing arts and sports booster groups, for such events as Back To School Night.
- v. Perform other delegated duties as assigned.

c. Second Vice President. The Second Vice President shall:

- i. Act as an aide to the President;
- ii. Assume and perform the duties of the President in the absence, inability, or request of that officer to act, with the First Vice President being responsible for the assumption and performance of such duties first, and if unable to do so, the Second Vice President shall be so responsible;
- iii. Oversee and coordinate the committees that undertake fund-raising;
- iv. Arrange for use of School facilities for PTSO meetings and events; and
- v. Perform other delegated duties as assigned.

d. Recording Secretary. The Recording Secretary shall:

- i. Record the minutes of all meetings of the PTSO, including minutes of the Board;
- ii. Keep the official file copy of the bylaws and articles of incorporation;
- iii. Keep the official correspondence of the PTSO;
- iv. Maintain all files required by the Conflict of Interest Policy of the PTSO and remind the rest of the Board of Directors when various actions are due; and
- v. Perform other delegated duties as assigned.

e. Treasurer. The Treasurer shall:

- i. Maintain and preserve custody of all the funds of the PTSO;
- ii. Maintain a full and accurate account of receipts and expenditures of the PTSO;
- iii. Make disbursements as authorized by the Board in accordance with the budget adopted by the PTSO;
- iv. Ensure that all checks and vouchers are signed in accordance with the PTSO list of authorized signers;
- v. Present a written financial statement to the Board monthly during the school year and at other times when requested by the Board;
- vi. Have the accounts examined according to the auditing procedures outlined in Article VIII Section 8 and the Conflict of Interest Policy of the PTSO;
- vii. File all associated tax returns as required by federal, state, or local law;

- viii. Present a proposed annual budget to the newly elected Officers by August 31; and
- ix. Perform other delegated duties as assigned.

f. Past President. The Past President shall:

- i. Be the outgoing PTSO President from the preceding school year;
- ii. Assist and guide the President and the rest of the Directors; and
- iii. Assist the Vice Presidents in carrying out the President's duties in his or her absence or inability to serve.

Section 7. Transfer of Records. Upon the expiration of the term of office or in case of resignation, each Officer shall return to the President, without delay, all records, books, and other materials pertaining to the office.

Section 8. Resignation. Resignations of Officers shall be deemed effective upon written receipt by the Recording Secretary of the Board or any date specified in such resignation of the resigning Officer. If the Recording Secretary resigns, the resignation shall be deemed effective upon receipt by the President or any date specified in such resignation.

Section 9. Vacancies. If a vacancy occurs for any Officer by reason of resignation, death, incapacity, or removal before the expiration of his or her term, then the remainder of that term shall be filled by a member approved by majority vote of the Board. If a tie vote occurs, the President shall choose the succeeding Officer, provided the individual chosen is one of the individuals who was the subject of such tie vote. If a vacancy occurs in the office of President, the First Vice President shall automatically become President and serve notice of the election to fill the vacancy in the office of First Vice President. An Officer who fills a vacancy shall serve for the remainder of the unexpired term of that Officer's predecessor in office.

Section 10. Removal of an Officer. An officer can be removed from office in the manner specified for nonroutine matters, Article III, Section 4. d of these Bylaws.

ARTICLE VII: COMMITTEES

Section 1. Membership. Committees will consist of any interested persons. The President will be an ex-officio member of all committees except the Nominating Committee.

Section 2. Chairpersons. The chair/s of each Committee (Chairperson) shall be a current PTSO member.

- a. The term of a standing committee chairperson shall be for one year beginning at the close of the last regularly scheduled PTSO meeting in June and is renewable at the discretion of the Board.
- b. The term of a special committee chairperson is ended upon completion of the task assigned to the committee.
- c. Special committee chairpersons and committee members shall be appointed by the elected Officers.

- d. Committee chairpersons shall turn over to their successors, or if none to the Recording Secretary, without delay, all records, books, and other materials pertaining to the committee at the end of the term served or when departing office.

Section 3. Standing Committees. The Board will create such standing committees as it may deem necessary to promote the Purpose and carry on the work of the organization. A Standing Committee is one which has a continuing purpose and exists from year to year.

Section 4. Special Committees. The Board will create such special committees as it may deem necessary to promote the Purpose and carry on the work of the organization. A Special Committee is created for a specific purpose and exists only as long as necessary to fulfill that purpose.

Section 5. Nominating Committee. The Nominating Committee shall be created annually as a Special Committee and shall cease to exist each year when it has discharged its duties.

ARTICLE VIII : FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of the PTSO shall be July 1 through June 30 of the following calendar year.

Section 2. Checks, Drafts, Etc. All checks, orders for the payment of money, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by two signatories so authorized by the Board.

Section 3. Contracts. The President shall sign all contracts of more than \$1,000 of which the PTSO is a party.

Section 4. Deposits and Accounts. All funds of the PTSO, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board may select.

Section 5. Investments. The funds of the PTSO may be retained in whole or in part in cash or in securities guaranteed by the U.S. government, or in FDIC- or NCUA-insured accounts at FDIC- or NCUA-insured institutions. Deposit accounts in banks, credit unions, or savings and loan institutions will not exceed the amount insured by FDIC or NCUA coverage.

Section 6. Loans. No loans shall be made by the organization to its Officers or members.

Section 7. Commercial Paper. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer and by one other person who is so authorized by the Board.

Section 8. Auditing Procedures. The financial records of the PTSO shall be audited no less frequently than once per year, in accordance with the following procedures.

- a. An auditing committee or a professional auditor shall be selected by the Board prior to the end of the fiscal year. An auditing committee shall consist of no fewer than two members and no one with signature authority shall sit on the auditing committee.
- b. The Treasurer shall submit the books to the auditing committee or the professional auditor at the end of the fiscal year. A signed audit report shall be prepared by the auditing committee or the professional auditor and shall be submitted in writing to the Board prior to August 31.
- c. The Board shall, upon resignation or termination of the Treasurer during a term, select an auditing committee or a professional auditor within one week of the resignation. The audit shall be performed with fiscal year–end auditing procedures and shall be completed within three weeks of the resignation. This audit shall not be performed in lieu of the year-end audit.
- d. The Treasurer, while not on the committee, shall be available at the time of the audit to answer questions and/or find information for the committee.
- e. The newly elected Treasurer shall not undertake any banking responsibilities of that office with the exception of depository duties, reconciliation of bank statements, change of signatory, or other clerical duties not requiring signatory until the audit is presented to the Board.
- f. All audit reports shall be presented to the General Membership for adoption. The fiscal year–end audit report shall be presented to the membership for adoption at the first General Membership meeting held after the completion of the report.

Section 9. Budget Approval. The Board shall present a budget to the General Membership for approval no later than September 30 of each year.

ARTICLE IX: AMENDMENT OF BYLAWS

Section 1. Vote to Amend. These Bylaws may be amended in the manner specified for nonroutine matters, Article IV, Section 4. d of these Bylaws, provided, however, that notice shall be sent in writing or electronically to the membership at least 30 calendar days prior to the membership meeting at which it is proposed to amend these Bylaws. The text of the proposed amendment(s) must be included in the notice, which will also state the time, date, and place of the membership meeting at which the resolution to change the Bylaws will be voted upon.

Section 2. Dissolution. The Dissolution of the PTSO shall take place in the manner specified for nonroutine matters, Article IV, Section 4. d of these Bylaws, provided, however, that notice shall be sent in writing or electronically to every member at least 30 calendar days prior to the membership meeting at which it is proposed to vote upon Dissolution. Upon the Dissolution of this Corporation, any assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE X: BOOKS AND RECORDS

Section 1. Books and Records. The PTSO shall keep correct and complete records of financial transactions and accounts, and shall also keep minutes of the proceedings of its Board. All books and records of the PTSO may be inspected by any member, or his or her agent, for any purpose at any reasonable time upon signed written request and subject to reasonable restrictions. The Board shall respond in writing or electronically to each such request within 30 days following receipt, provided further that, if there are more than 10 pending requests, the Board may respond by notice posted at the PTSO's web site.

ARTICLE XI: PARLIAMENTARY AUTHORITY

Section 1. Rules of Order. The rules contained in the then most current edition of *Robert's Rules of Order Newly Revised* shall govern the PTSO in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, and any other rules the PTSO may adopt.