

Bylaws of
The Museum School of Avondale Estates
Parent Teacher Organization

I. NAME.

The name of the organization shall be The Museum School of Avondale Estates Parent Teacher Organization, Inc. ("TMS PTO").

II. PURPOSE.

The purpose of the TMS PTO shall be to aid the students, faculty and staff of The Museum of Avondale Estates in their educational and recreational needs. Through fund-raising and family activities, TMS PTO will promote an open communication between the administration, faculty, parents and the community to enhance the educational environment of the children attending the TMS.

The TMS PTO is organized exclusively for the charitable, scientific, literary and / 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").

III. MEMBERSHIP.

A. Regular Membership. All parents and / or legal guardians of students who currently attend The Museum School of Avondale Estates shall be eligible for membership in the TMS PTO. Regular Members shall have the right to attend and participate in all meetings and activities of the TMS PTO, but shall not have the right to vote or to hold office.

B. Voting Membership. All Regular Members who register and / or pay the dues, if any, as may be established pursuant to Section X herein, as well as Faculty Members, shall be designated as Voting Members. Voting Members shall have the right to vote on all issues before the membership, to elect officers, and to hold office.

C. Honorary Membership. All parents and / or legal guardians of former students, former Board members, former faculty or staff of The Museum School of Avondale Estates shall have the right to participate in the TMS PTO as Honorary Members. Honorary Membership may also be extended to other persons by a vote of the membership. Honorary Members shall have the same rights as Regular Members.

D. Faculty Membership. All faculty and staff who currently are employed Full-time at The Museum School of Avondale Estates shall be eligible for membership in the TMS PTO. Faculty Members shall have the right to attend and participate in all meetings and activities of the TMS PTO. Faculty Members shall have the right to vote on all issues before the membership, to elect officers, and to hold the designated Teacher Representative positions on the Executive Board.

IV. MEETINGS.

A. Regular Meetings. At least four (4) General Membership Meetings of the TMS PTO shall be held during each school year. The time and place of the meetings shall be announced at least seven (7) days prior to the meeting.

B. Special Meetings. Additional meetings of the TMS PTO may be called, either by vote of the Executive Committee or by petition of a majority of the Voting Members. The time and place of all Special Meetings shall be announced at least seven (7) days prior to the meeting.

C. Quorum. Four (4) members of the Executive Committee present at any scheduled PTO meeting shall constitute a quorum necessary for the transaction of business of the TMS PTO.

D. Voting. A majority vote of the Voting Members present at any meeting shall be required for all action to be taken by the TMS PTO.

F. Meeting Procedure. Rules contained in Robert's Rules of Order, current edition, shall govern the TMS PTO in all cases in which they are applicable and in which they are not in conflict with these Bylaws. Meetings will include the following:

- Welcome of Members
- Call to Order
- Reading / Distribution/Acceptance of Minutes of the previous meeting
- Treasurer's report
- Principal / Faculty Report
- Committee Reports
- Old Business
- New Business
- Announcements
- Adjourn

V. OFFICERS.

A. Positions. The officers of the TMS PTO shall consist of a President, Vice President, Secretary, Treasurer, Parliamentarian, Volunteer Coordinator and Faculty Representatives.

B. President. The President shall be the principal executive officer of the TMS PTO and, subject to the control of the Executive Committee and the direction of the membership, shall in general supervise and control all of the activities of the TMS PTO. The President shall be a member of the Executive Committee and, when present, shall preside at all meetings of the Executive Committee and all meetings of the membership. The President shall vote only in the case of a tie in a vote of the Executive Committee or the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the TMS PTO. The President shall serve as an authorized signatory of all PTO checks. To be eligible to serve as President, a person must have been a Voting Member of the TMS PTO for at least one (1) year.

C. Vice President. The Vice President shall be a member of the Executive Committee and, in the absence of the President, shall perform the duties of the President. The Vice President shall

perform such other duties as are assigned by the President or the Executive Committee. The Vice President shall automatically be nominated for the office of President.

D. Secretary. The Secretary shall be a member of the Executive Committee. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Committee, shall receive from the Treasurer the list of Regular Members who have paid dues and prepare the official list of Voting Members, shall see that all notices are duly given in accordance with these Bylaws, and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Committee.

E. Treasurer. The Treasurer shall be a member of the Executive Committee. The Treasurer shall have charge of and be responsible for all funds of the TMS PTO and shall receive and give receipts for monies due and payable to the TMS PTO from all sources and shall deposit such funds in such banks or other organizations as are selected by the Executive Committee. The Treasurer shall make disbursements as authorized by the President, Executive Committee, or membership in accordance with the budget adopted by the membership. The Treasurer shall collect all membership dues as are established by the TMS PTO and shall certify to the Secretary an accurate list of the Voting Members of the TMS PTO. The Treasurer shall present a written financial report at each General Membership Meeting of the membership and at other times as requested by the Executive Committee. The written financial report shall include all credits, debits and expenditures for TMS PTO since the previous meeting. The report will also include the current balance of all TMS PTO funds. The Treasurer shall serve as an authorized signatory of all TMS PTO checks.

F. Parliamentarian. The Parliamentarian shall be a member of the Executive Committee. The Parliamentarian shall advise the President and the membership, when requested, on points of order or procedure concerning these Bylaws, the corresponding Standing Rules of the TMS PTO, the proceeding of a meeting, or the actions of the TMS PTO, and performs the duties of the Treasurer in the absence of the Treasurer. The Parliamentarian shall also serve as a time keeper to ensure effective and efficient use of time during meetings as well as restore order during meetings, if needed.

G. The Volunteer Coordinator. The Volunteer Coordinator shall be a member of the Executive Committee. The Volunteer Coordinator(s) shall work in conjunction with TMS Volunteer Coordinator and have a minimal of monthly contact. The Volunteer Coordinator will be responsible for overseeing all events adopted by the PTO and solicit participation from stakeholders. The Volunteer Coordinator will coordinate the production of the TMS PTO newsletter.

H. Faculty Representatives. There shall be two (2) Faculty Representatives and both shall be members of the Executive Committee. The Teacher Representatives will act as advisor and liaison between school staff and TMS PTO Executive Committee. These positions are voluntary and/or may be assigned by the school principal. They are not elected positions.

I. The Principal. The Museum School of Avondale Estates Principal shall be a member of the Executive Committee. The Principal has final approval and / or veto power of any function, if said function will interfere with procedures, policy and / or the best interest of The Museum School of Avondale Estates.

VI. ELECTIONS.

A. Procedure. The election of officers shall take place during the fourth meeting each year. A member of the Nominating Committee shall run that portion of the meeting pertaining to the election. All Voting Members of the TMS PTO may participate in the election.

Before the fourth general meeting, the Nominating Committee shall present a slate of officers for election. There shall be at least one person selected per office and the consent of the individuals shall have been obtained before selection. The Nominating Committee shall present a slate of officers to the President in sufficient time for publication prior to the fourth general meeting.

Further nominations, if seconded, may be received from the floor. The consent of the person nominated shall have been obtained before the individual is nominated. The election of the slate, if non-contested, may be by voice vote. Any contested election shall be by written ballot. In case a majority is not reached on the first ballot, a new round of voting shall take place in which the two (2) candidates receiving the most votes on the first ballot will be the eligible candidates.

B. Term of Office. The term of each officer shall be one (1) year, beginning on June 15 and ending on June 14 of each year, with the exception of the Treasurer, which shall be for a term of two (2) years. With the exception of the offices of President and President-Elect, a person may be elected to the same or other office for more than one (1) term.

C. Nominating Committee. The Nominating Committee shall be responsible for receiving all suggestions for persons to serve as officers. The committee shall prepare a slate of officers to present for election by the membership. The committee shall contact all persons who will be nominated to confirm their willingness to serve. The committee shall insure that all nominees are Voting Members and otherwise eligible to serve in the office.

D. Selection. A majority of the votes cast by the Voting Members shall be necessary for election. Should no person receive a majority of the votes cast, a run-off between the two (2) persons who received the largest number of votes shall immediately be held.

E. Vacancies. The Executive Committee for the un-expired portion of the term shall fill any vacancy in office because of death, resignation or inability to serve. However, should a vacancy occur in the office of the President, the Vice President should immediately assume office. Should a vacancy occur in the office of Vice President for any reason, the vacancy shall be filled by election at the next regular meeting of the membership, consistent with the procedures established herein.

VII. EXECUTIVE COMMITTEE.

A. General Powers. The Executive Committee shall manage the affairs, activities and operation of the TMS PTO. No member of the Executive Committee shall be personally liable for the debts, liabilities, or other obligations of the TMS PTO. The Executive Committee shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these Bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, present reports and recommendations at the meetings of the membership, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the TMS PTO.

B. Membership. The membership of the Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, Volunteer Coordinator, two (2) faculty representatives and Principal. The Faculty representatives are to be selected by the Principal. The chairpersons of all Standing Committees shall serve as ex-officio members and shall be entitled to vote.

C. Meetings. Regular meetings of the Executive Committee shall be held during the year, the time to be established at the first meeting of the year. Special meetings may be called by the President or by a majority of the Executive Committee. Adequate notice of all meetings shall be given to all members of the Executive Committee and, in the absence of an emergency, at least seven (7) days in advance. When possible, notice of the meetings should be announced to all Regular Members of the TMS PTO. Any Regular, Voting, Faculty or Honorary Member may attend a meeting of the Executive Committee, but shall not be entitled to vote on matters before the body. Such members may be allowed to raise questions during the Executive Board meeting which, at the discretion of the Executive Board may be answered immediately or at a later date.

D. Quorum. A majority of the regular members of the Executive Committee shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the members present at a duly held meeting at which a quorum is present shall be an act of the Executive Committee. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

E. Voting. The act of the majority of the regular and ex-officio members of the Executive Committee present at a meeting at which a quorum is present shall be required for all action to be taken by the Executive Committee.

F. Ethics. Other than the Principal and Faculty Representatives, any Officer may be removed for cause of misfeasance or malfeasance at any time by a vote of two-thirds (2/3) of the Executive Committee. The reasons for proposing the removal of an Officer for cause must be listed in the resolution calling for removal, a resolution which can only be introduced by another member of the Executive Committee. Written notification of the proposed removal resolution, including the resolution itself, must be sent to all members of the Executive Committee at least seven (7) days in advance of the meeting at which the vote on removal is to be held.

VIII. STANDING AND SPECIAL COMMITTEES

A. Nominating Committee. The Nominating Committee shall be composed of three (3) persons who shall be selected by the Executive Committee at the beginning of each school year. In addition, the Vice President shall be an ex-officio member of the committee. The committee shall carry out its responsibilities, as specified in Section VI.

B. Other Standing Committees. The Executive Committee may establish such other Standing Committees, as it deems necessary and advisable. The President shall appoint the chairpersons of all Standing Committees.

Those who chair Standing Committees shall serve as ex-officio members of the Executive Committee. Only Voting Members may serve as chairpersons. The chairperson of each committee shall recruit the members for his or her committee. Any Regular or Honorary Member may serve as a

committee member. The Chairperson shall report the plans and activities of the committee to the Executive Committee, which must approve all such reports.

C. Special Committees. The President and/or the Executive Committee may create Special Committees. Special Committees shall be created for a specific time and/or task and shall cease to exist when that time or task has been completed, or at the conclusion of the school, whichever occurs first. The President shall appoint the chairpersons of all Special Committees. Only Voting Members may serve as chairpersons. Any Regular or Honorary Member may serve as a committee member. The Chairperson shall report the plans and activities of the committee to the Executive Committee, which must approve all such reports.

IX. FINANCES

A. Budget. The Executive Committee shall present to the membership at the first Regular Meeting of the year a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the Executive Committee during the year. Any substantial deviation from the budget must be approved in advance by the membership.

B. Obligations. The Executive Committee may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the TMS PTO. The officers shall not have the authority, however, to enter into such agreements on behalf of The Museum School of Avondale Estates, nor should they hold themselves out as having such authority.

C. Loans. No loans shall be made by the TMS PTO to its officers and/or members.

D. Commercial Paper. The Treasurer or President shall sign all checks, drafts, or other orders for the payment of money on behalf of the TMS PTO.

E. Bank Deposits The Treasurer shall deposit all funds of the TMS PTO to the credit of the TMS PTO in such banks, trust companies or other depositories as the Executive Committee may select and shall make such disbursements as authorized by the Executive Committee in accordance with the budget adopted by the membership. All deposits shall be made within a maximum of seven (7) business days from the receipt of the funds and/or orders of payment.

F. Capital Expenses. Any expenditure over \$250.00 for fixed assets or enhancements must be approved by a vote of the Executive Committee.

G. Financial Report. The Treasurer shall present a financial report at each Executive and General Membership Meeting of the TMS PTO and shall prepare a final report at the close of the school year. The Executive Committee shall have the report and the accounts examined annually by an auditor or an informal audit committee, who, if satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.

X. MEMBERSHIP DUES

A. Amount. The TMS PTO may authorize and collect membership dues to be used for the operation of the TMS PTO. Any change in the amount of the dues shall be approved by a vote of the Voting Members acting in the manner prescribed in Section IV.

B. Financial Hardship. No Regular Member shall be denied the right to participate in the activities of the TMS PTO or to become a Voting Member due to financial hardship. The Executive Committee shall establish a procedure for alternative payments or waivers to insure compliance with this policy.

XI. AMENDMENTS.

These Bylaws may be altered, amended or repealed and the Voting Members at any Regular or Special Meeting may adopt new Bylaws.

XII. AUTHORITY.

If any part of these Bylaws shall conflict with the decisions, policies or procedures adopted by The Museum School of Avondale Estates Board of Directors, they shall be deemed null and void and the decision of The Museum School of Avondale Estates Board of Directors shall, in all cases, control.

These Bylaws were adopted by the membership by a majority vote during a meeting properly called in November 2010, and shall take effect immediately.