

**GODWIN HIGH SCHOOL
PTSO, INC.
BYLAWS**

Article 1: Name of Corporation

The name of this corporation is the GODWIN HIGH SCHOOL PTSO, INC. (hereinafter "PTSO") located in HENRICO COUNTY, Virginia.

Article 2: Purposes

Section 1. The purposes of GODWIN HIGH SCHOOL PTSO, INC.:

a. The corporation is organized to support the education and welfare of students at Mills E. Godwin High School by fostering relationships between the parents, teachers, students, and administration.

b. The corporation shall have the powers to carry on any business or other activity which may be lawfully conducted by a corporation organized under the Virginia Nonstock Corporations Act.

Section 2. The purposes of the PTSO are promoted through an advocacy and educational program directed toward parents, teachers, students and the general public; developed through committees, projects, and programs; and governed and qualified by the basic policies set forth in Article 3.

Section 3. The 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 referred to as "Internal Revenue Code").

Article 3: Basic Policies

The following are basic policies of the GODWIN HIGH SCHOOL PTSO, INC.:

- a. The corporation shall be noncommercial, nonsectarian, and nonpartisan.
- b. The corporation shall work with the school and community to provide quality education for all students and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to the boards of education, state education authorities, and local education authorities.
- c. The corporation shall work to promote the health and welfare of students, and shall seek to promote collaboration among parents, teachers, students, administrators and the community at large.
- d. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.
- e. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- f. Upon dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or corporations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and whose purposes are in accordance with those of the PTSO.
- g. The corporation or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including 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 by propaganda or otherwise.

h. 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 executive 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 executive board may respond by notice posted at the PTSO's web site.

Article 4: Membership and Dues

Section 1. Membership in this PTSO shall be open, without discrimination, to anyone.

Section 2. This PTSO shall conduct an annual enrollment of members but may admit persons to membership at any time.

Section 3. PTSO shall offer membership to students, teachers, administrators, parents, and community members.

Section 4. Only members of this local PTSO shall be eligible to vote in the business of this PTSO or to serve in any of its elected or appointed positions.

Section 5. Each member of this PTSO shall pay annual dues to the organization as approved by two-thirds (2/3) vote of members present and voting after having been given at least thirty (30) days' notice.

Section 6. All memberships received during the fiscal year ending June 30 shall expire the following October 31.

Article 5: Officers and Their Election

Section 1. The officers of this PTSO shall consist of:

- a. One (1) president.
- b. Two (2) vice presidents, one of which shall be identified as the “first vice president”.
- c. One (1) secretary.
- d. One (1) treasurer.

Section 2. Only members whose individual dues are paid to this PTSO for the current fiscal year shall be eligible to hold office, and to serve on the executive committee, executive board, standing or special committees.

Section 3. Nominating committee:

- a. Each member of the nominating committee must be a member of the PTSO.
- b. The nominating committee shall consist of at least three (3) members who shall be elected by the members of this PTSO at its regular general membership meeting at least two (2) months prior to the election of officers. The committee shall elect its own chairman.
- c. The nominating committee shall nominate an eligible person for each office to be filled and report its nominees to the members at a regular general membership meeting at least thirty (30) days prior to the general membership election meeting. At the general membership election meeting, additional nominations may be made from the floor.

d. Only those persons who have signified their consent to serve, if elected, shall be nominated for or elected to such office.

Section 4. Officers shall be elected by the following method:

a. Officers shall be elected at the general membership election meeting in the month of May.

b. If there is more than one nominee for office, then the voting shall be by ballot. A majority of the votes cast shall constitute which nominees are elected. However, if there is but one nominee for office, election for that office may be by voice vote. If by ballot vote, the secretary shall be responsible for destroying all ballots at the end of the general membership election meeting.

c. Officers, except the treasurer, shall assume their official duties immediately following the close of the meeting in the month of May. The treasurer shall assume his/her official duties upon the completion of the auditing process outlined in these bylaws.

Section 5. Officers shall serve for a term of one (1) year or until their successors are elected. No officer shall serve more than two (2) consecutive terms in the same office. Officers who have served in an office for more than one-half (1/2) of a full term shall be deemed to have served a full term in such office.

Section 6. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the executive board, except in the case of the president, in which case the first vice president shall automatically become president. Notice of the election to fill the vacancy in the office shall be given as prescribed in these bylaws.

Article 6: Duties of Officers

Section 1. The president shall:

a. Preside at all meetings of the PTSO.

- b. Coordinate the work of the officers and committees of the PTSO in order that the purposes may be promoted.
- c. Perform such other duties as may be prescribed in these bylaws.
- d. Serve as an ex-officio member of all committees of the PTSO except the nominating committee.

Section 2. The vice president(s) shall:

- a. Act as aide(s) to the president.
- b. In their designated order, perform the duties of the president in the absence or inability of the officer to act.
- c. The first vice-president shall serve as Chairman of the Program Committee.
- d. The second vice-president shall serve as Chairman of the Membership Committee.
- e. Perform other delegated duties as assigned.

Section 3. The secretary shall:

- a. Record the minutes of all meetings of the PTSO.
- b. Keep the official copy of the PTSO bylaws in his/her files.
- c. Maintain a membership list.
- d. Perform other delegated duties as assigned.

- e. Keep the official copy of the PTSO Standing Rules.

- f. File with the Commonwealth of Virginia State Corporation Commission an annual report to maintain the incorporated status of the organization.

- g. Annually obtain and maintain conflict of interest forms from all adult executive board members.

Section 4. The treasurer shall:

- a. Have custody of all funds and finances of the PTSO.

- b. Keep a full and accurate account of receipts and expenditures as described in these bylaws.

- c. Make disbursements as authorized by the president, executive board, or general membership in accordance with the budget adopted by the general membership.

- d. Have checks or vouchers signed by two (2) officers, preferably the treasurer and the president.

- e. Present a written financial statement at every meeting of the PTSO and at other times when requested by the executive board.

- f. Prepare an annual financial report at the close of the fiscal year.

- g. Have the accounts examined according to the auditing procedures outlined in these bylaws.

- h. File all associated tax returns as required by federal, state, and local law.

- i. File and have custody of the state tax exempt certificate.

Section 5. All officers shall perform the duties outlined in these bylaws. Upon the expiration of the term of office or in case of resignation, each officer shall turn over to the president, without delay, all records, books, and other material pertaining to the office.

Article 7: Executive Committee

Section 1. The executive committee shall consist of the elected officers of the organization and the principal of the school.

Section 2. The executive committee shall:

- a. Develop goals for the PTSO for presentation to the executive board and general membership for approval.
- b. Appoint standing and special committee chairmen and members of the standing and special committees, except the nominating committee.

Section 3. The executive committee shall meet within thirty (30) days after its election for the purpose of appointing standing committee chairmen. Special committee chairmen shall be appointed as necessary. Members of the standing and special committees shall be appointed as soon as possible after the appointment of the committee chairmen.

Section 4. The executive board shall seek applications for student representatives on the executive board with four (4) representatives for each school class. Applications shall be reviewed and voted upon by the executive committee as positions become available. Student representatives may remain on the executive board for up to four (4) years, provided their attendance at meetings and other events meet requirements. One senior student representative shall be selected annually by the executive committee to serve as chairperson. Student representatives may be terminated if their attendance at executive board meetings and volunteer opportunities does not meet standards set by the executive committee.

Section 5. Meetings of the executive committee shall be held by the call of the president or a majority of the executive committee, three (3) days' notice having been given. A quorum of the executive committee shall be a majority of the members of the committee then in office.

Article 8: Executive Board

Section 1. The executive board of the PTSO shall consist of the elected officers, student class representatives and the chairmen of the standing committees. The principal of the school or his/her designee and a faculty member (or his/her alternate), appointed by the principal or elected by the faculty, also may serve on the executive board. The chairmen of the standing committees shall be appointed by the officers of the PTSO not more than thirty (30) days following the election of officers.

Section 2. The executive board shall:

a. Transact necessary business in the intervals between general membership meetings and such other business as may be referred to it by the PTSO and present a report to the general membership at the general membership meetings. It shall be the perpetual responsibility of the executive board to insure that the financial records of the organization are complete, accurate, and current.

i. Create standing and special committees.

ii. Approve the plans of work of the standing and special committees.

iii. Select an auditing committee or experienced auditor.

iv. Approve the proposed budget to be presented to the general membership for adoption.

v. Obtain general membership approval for any changes to the adopted budget of more than three hundred dollars (\$300.00).

Section 3. Auditing Procedures:

a. An auditing committee or an experienced auditor ("auditor") shall be selected by the executive board prior to the end of the fiscal year. An auditing committee shall consist of no fewer than three (3) members and no one with signature authority shall sit on the auditing committee.

b. The PTSO treasurer shall submit the books to the auditor at the end of the fiscal year. The audit report shall be submitted in writing to the executive board prior to finalization of the proposed budget for the coming school year.

c. The executive board of the PTSO shall, upon resignation of the treasurer during a term, select an auditor within one (1) week of the resignation. The audit shall be performed with fiscal year-end auditing procedures and shall be completed within three (3) weeks of the resignation. This audit shall not be performed in lieu of the year-end audit.

d. 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 authority until the audit is presented to the executive board.

e. 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.

f. The PTSO is required to file a 990N, 990EZ, or 990 form per IRS regulations.

Section 4. If any member of the executive board shall at any time, cease to meet the qualifications or fulfill the duties of his/her position, that person may be removed from the board by a majority vote of the executive board.

Section 5. The executive board shall hold at least seven (7) meetings during the fiscal year. The time and place of meetings shall be set at the first meeting of the executive board after its election. Special meetings of the executive board may be called by the president or by a majority of the members of the executive board, three (3) days' notice being given. A quorum of the executive board members shall be a majority of the members of the executive board then in office.

Section 6. The executive board shall reserve the right to vote on business via electronic vote. Only the president shall have the authority to call for an electronic vote and to establish the guidelines for that vote. The established quorum of the executive board shall prevail. Results must be recorded in the minutes and ratified at the next executive board meeting.

Article 9: Committees

Section 1. Only members of the PTSO shall be eligible to serve in any elected or appointed positions.

Section 2. Chairmen and members of all standing and special committees shall be members of the PTSO.

Section 3. The executive board may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the PTSO. Standing committee chairmen and committee members shall be appointed by the executive committee, except for the nominating committee. In the absence of an executive committee, the executive board shall make the appointments. The term of each chairman shall be one (1) year or until the selection of a successor. No chairman shall be eligible to serve in the same capacity for more than two (2) consecutive terms.

Section 4. The executive board may create such special committees as it may deem necessary or as may be directed by the PTSO. Special committee chairmen and committee members shall be appointed by the executive committee. In the absence of an executive committee, the executive board shall make the appointments. The term of each special committee chairman is ended upon completion of the task assigned to the committee.

Section 5. The chairman of each standing and special committee shall present a plan of work to the executive board for approval. No committee work shall be undertaken without the consent of the executive board.

Section 6. The quorum of any committee shall be a majority of its members.

Section 7. The president shall serve as an ex-officio member of all committees of the PTSO except the nominating committee.

Section 8. Committee chairmen shall turn over to the president, without delay, all records, books, and other materials pertaining to the committee at the end of the term served or when departing office.

Article 10: General Membership Meetings

Section 1. Regular meetings of the PTSO shall be held at least five (5) times during the school year, five (5) days' notice having been given.

Section 2. The general membership election meeting shall be held in May.

Section 3. Special meetings of this PTSO may be called by the president or by a majority of the executive board, five (5) days' notice having been given.

Section 4. Voting on routine matters may be by voice vote; however, motions requiring a two-thirds (2/3) affirmative vote (e.g. votes on bylaws and changes of annual dues) shall be by a rising vote or show of hands by the verified members of the PTSO. There shall be no proxy voting.

Section 5. Ten (10) members, shall constitute a quorum for the transaction of business in any meeting of the PTSO.

Article 11: Conflict of Interest

Section 1. The purpose of the conflict of interest policy is to protect the PTSO's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or executive board member or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

a. Interested Person. Any officer or executive board member with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment in any entity with which the PTSO has a transaction or arrangement;
- ii. A compensation arrangement with the PTSO or with any entity or individual with which the PTSO has a transaction or arrangement; or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the PTSO is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the executive board decides that a conflict of interest exists.

Section 3. Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the executive board. The secretary shall be responsible for obtaining signatures on and maintaining copies of annual conflict of interest statements from the adult members of the executive board.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the executive board meeting while the determination of conflict of interest is discussed and voted upon. The remaining executive board members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

i. An interested person may make a presentation at the executive board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The president of the executive board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the executive board shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the executive board shall determine by a majority vote of the disinterested executive board members whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and

reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy

i. If the executive board has reasonable cause to believe an executive board member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the executive board determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the executive board shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the executive board's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussion and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

a. A member of the executive board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No member of the executive board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the

organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each executive board member shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy;
- Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure that the PTSO operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the PTSO's written policies, are properly recorded, reflect reasonable investment or payment for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the executive board of its responsibility for ensuring that periodic reviews are conducted.

Article 12: Dissolution

Any dissolution of the PTSO and termination of its affairs shall take place in the following manner:

a. The executive board shall adopt a written resolution recommending that the PTSO be dissolved and directing that the question of such dissolution be submitted to a vote at a special meeting of the general membership having voting rights at the time of the meeting.

b. Written notice stating the purpose of such meeting to consider dissolving the PTSO shall be given to each member at least thirty (30) days prior to the date of such meeting. Such meeting shall be held only during the academic school year.

c. A dissolution quorum must be met for the general membership of the PTSO to consider the resolution to dissolve. The dissolution quorum includes the required quorum for general membership meetings per PTSO bylaws plus a majority of the executive board members.

d. Voting shall be by ballot.

e. Only those persons who are members of the PTSO on the date of adoption of the resolution and who continue to be members on the date of the special meeting shall be entitled to vote on dissolution.

g. Upon the dissolution of this PTSO, after paying or adequately providing for the obligations of the corporation, the remaining assets shall be distributed to one (1) or more non-profit funds, foundations, or organizations which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and whose purposes are in accordance with those of the PTSO's. Only those funds approved by the general membership in the current budget year may be spent.

Article 13: Fiscal Year

The fiscal year of this PTSO shall begin on July 1 and end on June 30.

Article 14: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the PTSO in all cases in which they are applicable and in which they are not in conflict with these bylaws or the articles of incorporation.

Article 15: PTSO Bylaws Revisions and Amendments

Bylaws shall be reviewed and amended with the following procedures:

a. A committee shall be appointed to submit a revised set of bylaws as a substitute for existing bylaws or to submit an amendment to current bylaws.

b. Bylaws shall be revised or amended at a regular meeting of the PTSO provided notice and a copy of the proposed bylaws revision or amendments are provided to the membership at least thirty (30) days prior to the meeting at which the revision or the amendments are to be voted upon. A quorum shall be established at the meeting in which voting takes place. The proposed bylaws revision or amendments require a two-thirds (2/3) vote of the members present and voting.