

## Bylaws of the SBHS PTSO

### **Stone Bridge High School Parent Teacher Student Organization (PTSO)**

#### **ARTICLE I: NAME**

The name of the organization is Stone Bridge High School Parent Teacher Student Organization (PTSO), (hereinafter referred to as the Organization or SBHS PTSO), a charitable, nonprofit corporation incorporated in the State of Virginia.

#### **ARTICLE II: PRINCIPLE OFFICE**

The principle office of the Organization is Stone Bridge High School, 43100 Hay Road, Ashburn, Virginia 20147.

#### **ARTICLE III: PURPOSE**

**Section 3.1.** The Organization will be operated exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code. (All references to sections in these Articles refer to the Internal Revenue Code of 1986 as amended or to comparable sections of subsequent internal revenue laws.)

**Section 3.2.** The objectives of the Organization are:

1. To provide support and service to the students, families, educators and community of Stone Bridge High School.
2. To promote a spirit of caring, good citizenship, and respect for others within the school and community.
3. To bring into closer relation the home and the school, so that parents, teachers, and students may cooperate intelligently in the education of students.
4. To provide financial support for programs and equipment to further the education of students and assist educators.

#### **ARTICLE IV: MEMBERSHIP AND DUES**

**Section 4.1.** The Organization shall have one class of members, each entitled to one (1) equal vote.

**Section 4.2.** Only members of this Organization shall be eligible to vote in the business meetings of this Organization or to serve in any of its elective or honorary positions.

**Section 4.3.** Any parent, guardian, teacher, or staff member affiliated with SBHS shall be eligible for membership in this Organization upon payment of annual dues as specified in these bylaws. Members who are SBHS students shall not be required to pay membership dues.

**Section 4.4.** Each member of this Organization shall pay annual dues to the Organization as established by the Board of Directors.

**Section 4.5.** Status as a member terminates at the end of the PTSO fiscal year. Any member may resign by filing a written resignation with the Board of Directors. No dues shall be refunded.

**Section 4.6.** The PTSO fiscal year shall be July 1 through June 30.

## **ARTICLE V. MEETINGS OF MEMBERS**

**Section 5.1.** The Organization shall hold an **Annual Meeting** of the membership in May at SBHS for the purpose of electing officers and receiving end of year reports from officers and committees.

**Section 5.2.** The Organization shall hold a **Semi-Annual Meeting** of the membership in September. At this meeting the General Membership will be notified if there have been updates made to the Bylaws and they shall be made available by the Board of Directors upon their approval.

**Section 5.3.** All audit reports shall be available to the General Membership upon request after the completion of the report.

**Section 5.4.** The Treasurer shall make the budget available for review by the General Membership no later than September 30 of each year, upon approval by the Board of Directors.

**Section 5.5.** General membership meetings shall be held at Stone Bridge High School or on an online video platform, at a regular meeting time as designated by the Board of Directors. These meetings may be recorded for viewing by the General Membership in the future.

**Section 5.6.** A special meeting of the membership may be called by the President or by a majority of the Board of Directors, and shall be held, online, at SBHS, or a well established alternate location.

**Section 5.7.** The members of the monthly and annual meetings will be notified via one or more of the following tools; SBHS PTSO social media platforms, the SBHS PTSO website, and/or by email.

Notice of any special meeting shall state the purpose of which the special meeting is being called and every intention will be made for The General Membership to be notified of the meeting at least seven (7) days prior to the meeting.

Notice of any meeting to act on an amendment of the Articles of Incorporation or to act on dissolution of the Organization shall be sent to the members at least 25 days in advance of the meeting. The notice shall state that the purpose of the meeting is to consider the proposed amendment or dissolution.

**Section 5.8.** Meetings of the membership shall be presided over by the President or, if the President is not present, the Vice President or such person as may be designated by the presiding officer.

**Section 5.9.** Quorum: A majority of the Board of Directors must be present to constitute a quorum for the transaction of business at any monthly meeting, annual meeting or special meeting of this Organization.

**Section 5.10.** All before mentioned matters shall be determined by the vote of a majority of the members present and voting on such matters, except as otherwise prescribed by law, the Articles of Incorporation, or these Bylaws. Requests should be made known to the Board of Directors 7 days before a scheduled meeting in order for a vote to be taken at the business meeting. A two-thirds (2/3) majority vote shall be required to approve an amendment of the Articles of Incorporation or dissolution of the Corporation or to remove a Director. Voting by proxy shall not be permitted. Voice vote or show of hands may accomplish election of officers and voting on other issues, online or in person.

## **ARTICLE VI. BOARD OF DIRECTORS**

**Section 6.1.** The Board of Directors shall manage the business and affairs of the Organization. All corporate powers shall be exercised by or under the authority of the Board of Directors.

The duties of the Board of Directors shall be to:

- Transact business between meetings in preparation for the general meeting
- Create standing rules and policies
- Create standing and temporary committees
- Prepare and approve the budget for the year
- Make the approved budget available to the membership
- Approve routine bills
- Prepare reports and recommendations to the membership
- Select a professional auditor or an auditing committee to audit the treasurer's accounts, as outlined in section 7

- Update Bylaws if needed, and make them available to the membership

**Section 6.2.** A Director must be a member of the SBHS PTSO. The Board of Directors shall consist of five (5) Elected Officers. The Honorary Board members shall be appointed by the Board of Directors.

**Elected Officers (Board of Directors):**

- President
- Vice President
- Membership Chair
- Treasurer
- Secretary

**Honorary Board Members:**

- SBHS Principal or other Administration member
- SBHS Faculty Member
- SBHS Student Government Representative if available

**Section 6.3.** The members at each annual meeting (in May) shall elect Officers. The newly elected Officers shall be seated at the next scheduled SBHS PTSO meeting, in June, for a one-year term. No elected officer may serve more than 2 consecutive terms in the same position unless a special exemption is made by the board.

**Section 6.4.** All members of the Board of Directors must read and sign the **Conflict of Interest Policy** annually before the **Semi-Annual Meeting**. If at signing an officer disclosed a possible conflict, the officer may not vote until the possible conflict is processed.

**Section 6.5.** A Board Member can be removed from their position by a two-thirds vote by the Board of Directors and General Membership at any monthly meeting or at a special meeting called with proper notice. A Board member convicted of a felony while in office is automatically removed from their position and not eligible for re-election.

**Section 6.6.** Vacancies occurring during the fiscal year shall be filled for the unexpired term by a person elected by a majority vote of the Board of Directors.

**Section 6.7.** Honorary Members of the Board shall be nominated by each of the respective groups (Administration, Faculty, Student Government). Appointments shall be for one-year term coinciding with the PTSO year.

**Section 6.8.** All officers, except the Treasurer, shall assume their official duties on July 1. The Treasurer shall assume his/her official duties upon the completion of the auditing process. Officers shall serve for a term of one (1) fiscal year, ending June 30.

**Section 6.9.** The Board of Directors shall meet regularly at whatever time and place the Board may choose, in person or on an online video platform.

**Section 6.10.** A majority of the Board of Directors shall constitute a quorum for the transaction of business. Each Director shall have one vote. Proxy voting shall not be permitted, except by electronic mail. The “Reply to All” function must be used and all Board members must respond. All voting by electronic mail must have responses from all Board of Directors with an affirmative, negative, or abstaining vote. If a vote does not have all responses from the Board of Directors, it shall not be passed.

**Section 6.11.** A contract or other transaction between the Organization and one or more of its Directors, members, or family members, (hereinafter “Interested Party”), or between the Organization and any other entity, of which entity one or more Directors, members, or trustees are also Interested Parties, or in which entity an Interested Party has a financial interest – shall be voidable at the sole election of the Organization unless all of the following provisions are satisfied:

1. The Organization entered into the transaction for its own benefit;
2. The transaction was fair and reasonable as to the Organization, or was in furtherance of its exempt purposes at the time the Organization entered into the transaction;
3. Prior to consummating the transaction, or any part, the Board of Directors authorized or approved the transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors, and with knowledge of the material facts concerning the transaction and the Interested Parties’ interest in the transaction; and
4. Prior to authorizing or approving the transaction, the Board of Directors, in good faith, determined after reasonable investigation and consideration, that either the Organization could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, and/or the transaction was in furtherance of the Organization’s tax-exempt purposes.
5. Common or interested Directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors (or a committee thereof), which authorizes, approves, or ratifies such contract or transaction. Notwithstanding the above, no loan shall be made by the Organization to any of its directors or members.

**Section 6.12.** Compensation: No salary or compensation shall be paid to any member of the Board of Directors in his or her capacity as a Director of the Organization, but nothing herein

shall be construed to preclude any Director from serving the Organization, upon request, in any other capacity and receiving reasonable compensation. Moreover, the Board member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

## **ARTICLE VII. ELECTED OFFICERS**

**Section 7.1.** The Elected Officers, also called Board of Directors, of the Organization shall consist of:

- President
- Vice President
- Membership Chair
- Secretary
- Treasurer

Each of whom shall be elected or re-elected at the Annual Meeting.

**Section 7.2.** The standing, Honorary Board Members, of this Organization shall be the principal of SBHS, or other designated administrator, one (1) SBHS teacher and one (1) SBHS Student Government Representative.

**Section 7.3.** Officers shall assume their official duties on July 1<sup>st</sup>. The treasurer shall assume his/her official duties upon completion of the audit. Officers shall serve for a term of one (1) year or until their successors are elected, whichever occurs first.

**Section 7.4.** All officers must be members of the SBHS PTSO. No member shall hold more than one office at a time.

**Section 7.5.** All officers must read and sign the **Conflict of Interest** policy yearly at or before the **Semi-Annual Meeting**. If at signing an officer disclosed a possible conflict the officer may not vote until the possible conflict is processed.

## **ARTICLE VIII. DUTIES OF OFFICERS**

**Section 8.1.** The President shall preside over all meetings of the Board of Directors, shall preside over all meetings of the membership, shall perform such other duties as the Board by resolution may designate, and shall be a member ex-officio of all committees. The President shall see that all orders and resolutions of the Board are carried into effect. Attend all Board of Director and general assembly meetings.

**Section 8.2.** The Vice President shall act as an aide to the President, coordinate programs and administer activities of the Organization. In the absence of the President, the Vice President shall perform the duties and exercise the powers of the President and shall perform such other duties

as the Board or President may designate. Attend all Board of Director and general assembly meetings.

**Section 8.3.** The Membership Chair shall oversee the membership affairs of the Organization. This includes, but is not limited to, overseeing membership recruitment of SBHS parents and staff, publicity, and compilation of membership database. Attend all Board of Director and general assembly meetings.

**Section 8.4.** The Secretary shall document and keep a record of all meetings and proceedings of the Organization and distribute them to the Board of Directors by the Friday following the meeting for review. Corrected minutes will be posted on the website with corrections one week from the meeting. The minutes will be approved at the following meeting. The Secretary will be responsible for posting the minutes on the PTSO website. Attend all Board of Director and general assembly meetings.

**Section 8.5.** The Treasurer shall cause all moneys of the Organization to be deposited in federally insured accounts for the Organization and disbursed as directed by resolution. Proper books of account shall be kept and monthly financial statements will be prepared and a report presented at all scheduled meetings of the Board of Directors and of the membership. Prepare and present an Annual Budget to the Board, to be made available to the members by the **Semi-Annual Meeting** or no later than September 30. Have the accounts reviewed at the end of each PTSO year as outlined in Section 10.7. The Treasurer shall represent the Organization in all matters related in any way to the Organization's application for exemption from income taxation, including any annual reporting and return filings with the Internal Revenue Service or the State of Virginia.

## **ARTICLE IX. COMMITTEES**

**Section 9.1.** The Board of Directors may appoint such committees it deems advisable and with such limited authority as the Board shall from time to time determine. The Board of Directors shall appoint committee chairs. The Board of Directors shall have the authority at any time to fill vacancies in, change the membership of, or discharge any committee.

**Section 9.2.** Only members of this Organization shall be eligible to serve in committee positions.

**Section 9.3.** The term of each committee chairperson shall be one (1) fiscal year or until the selection of a successor, whichever occurs first.

**Section 9.4.** All committee work shall be overseen by a member of the Board of Directors.

**Section 9.5.** Committee chairpersons shall turn over all records and plans of work to their successor or to the President when their committee work ceases or at the end of their term.

## **ARTICLE X. GENERAL PROVISIONS**

**Section 10.1.** The Board of Directors shall select banks, trust companies, or other depositories in which all funds of the Organization not otherwise employed shall, from time to time, be deposited to the credit of the Organization.

**Section 10.2.** All checks or demands for money and notes of the Organization shall be signed by such officer or officers or such other persons as the Board of Directors may from time to time designate. Two authorized signatures shall be required on each check over the amount of \$250. Authorized signers shall be the president, vice president, and treasurer.

**Section 10.3.** The Board of Directors shall have the power to fix, and from time to time to change, the fiscal year of the Organization. Unless otherwise fixed by the Board, the fiscal year shall be July 1 through June 30.

**Section 10.4.** The President and Treasurer will have the authority to sign all contracts together unless the Board of Directors authorizes any other officer or officers, agent or agents of the Organization, in replacement or addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of any on behalf of the Organization. Such authority may be general or confined to specific instances. A knowledgeable attorney should review all contracts.

**Section 10.5.** The Board of Directors may establish on behalf of the Organization any endowments for the general purposes or for any special purpose of the Organization.

**Section 10.6.** The Organization may accept any designated contribution, grant, and bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Organization shall reserve all right, title and interest in and to control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds will be used to carry out the Organization's tax exempt purposes.

**Section 10.7.** The financial records of the PTSO shall be audited no less frequently than once per year. The Board, prior to the end of the fiscal year, shall select an auditing committee or a professional auditor. An auditing committee shall consist of no fewer than two members and no one with signature authority shall sit on the auditing committee. All audit reports shall be made available upon request to any member who submits a request in writing or by electronic mail.



**Section 10.8.** The Board shall make available the annual budget to the General Membership at the **Semi-Annual Meeting** or no later than September 30 of each year.

**Section 10.9.** The Bylaws shall be reviewed and updated by the Board of Directors and made available to the General Membership at the **Semi-Annual Meeting** or no later than September 30 of each year.

**Section 10.10.** Bylaws may be amended at any regular or special meeting of the Board of Directors. Notice of updates may be given at the General Membership meeting or by electronic mail. Amendments will be approved by Board members and then must be made available to General Membership. Amendments can also be adopted by the majority of the members present and voting at any duly called meeting.

**Section 10.11.** The Organization shall be operated in accordance with these Bylaws and the Articles of Incorporation. Meetings shall be conducted in accordance with informal parliamentary procedure.

## **ARTICLE XI. INDEMNIFICATION**

**Section 11.1.** The Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Organization) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

**Section 11.2.** The termination of any action, suit or proceeding by judgment, order, or settlement shall not create a presumption that the person did not meet that standard of conduct. The termination of any action, suit or proceeding by conviction, or upon a plea of nolo contendere or its equivalent, or an entry of an order of probation prior to judgment shall create a presumption that the person did not meet that standard of conduct. Any indemnification under this section (unless ordered by a court) shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent has met the applicable standard of conduct set forth in this paragraph. Such determination shall be made:

1. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding; or
2. By independent legal counsel in a written opinion if a quorum of Directors who were not parties to the action, suit, or proceeding is not obtainable, or, even if such a quorum is obtainable, a majority vote so directs.
3. The Organization shall indemnify a Director or Officer who entirely prevails in the defense of any proceeding to which he or she was a party because he or she is or was a Director or Officer of the Organization against reasonable expenses incurred by him or her in connection with the proceeding.

#### **ARTICLE XII. INSURANCE**

The Organization shall have the authority to purchase and maintain insurance to protect the Organization, the Board of Directors, Honorary Board Members, employees and agents of the Organization from liability consistent with these bylaws and such other insurance as the Board of Directors deems reasonably necessary to protect the organization.

#### **ARTICLE XIII: DISSOLUTION.**

The Organization may be dissolved with previous notice (at least 25 days) and a two-thirds vote of those present at both a General Membership and Board of Directors meeting. Upon the dissolution of the Organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

Officer Signature Page

President:

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Signature	Print	Date
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Vice President:

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Signature	Print	Date
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Membership Chair:

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Signature	Print	Date
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Secretary:

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Signature	Print	Date
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Treasurer:

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Signature	Print	Date
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