

# Colfax Elementary School PTO

## Bylaws

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**ARTICLE 1 NAME, ADDRESS, and DATE OF ADOPTION**

Colfax Elementary School Parent Teacher Organization (*hereinafter* "CES PTO" and/or "PTO")  
 9112 West Market Street  
 Colfax, Guilford County, North Carolina 27235  
 Employer Identification Number (EIN) 47-4719214

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These bylaws were adopted by the general membership on June 15, 2015 (date) and shall be kept with the permanent records of this PTO.

*These bylaws were amended by vote of the executive board on May 7, 2024.*

**ARTICLE 2 PURPOSES**

**Section 2.1 Purposes defined.** The Purposes of the CES PTO are:

- a. To promote the welfare of children and youth in home, school, community, and place of worship;
- b. To raise the standards of home life;
- c. To secure adequate laws for the care and protection of children and youth;
- d. To bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth;
- e. To develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, social, and spiritual education.

**Section 2.2 Promotion of purposes.** The Purposes of CES PTO is promoted through advocacy and educational programs, directed toward parents, teachers, and the general public; are developed through conferences, committees, projects, and programs; and are governed and qualified by the basic policies set forth in Article 3.

**Section 2.3 Tax exempt purposes.** The organization 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 this PTO:

- a. The organization shall be noncommercial, nonsectarian, and nonpartisan.
- b. The organization shall work with the school and community to provide quality education for all children and youth 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 board of education, state education authority, and local education authorities.
- c. The organization shall work to promote the health and welfare of children and youth and shall seek to promote collaboration between parents, schools, and the community at large.
- d. No part of the net earnings of the organization shall come to the benefit of, or be distributable to, its members, directors, trustees, officers or other private persons except that the organization 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 provision of these articles, the organization shall not carry on any activities not permitted 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 organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to Colfax Elementary School.
- g. The organization or members in their official capacities shall not, directly or indirectly, 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 by propaganda or otherwise.
- h. The organization or members in their official capacities shall not endorse a commercial entity or engage in activities not related to promoting the purposes of the organization.

## ARTICLE 4 RELATIONSHIPS

**Section 4.1 Adoption of bylaws.** To govern its affairs, the general membership of this PTO has adopted these bylaws by an affirmative vote of a majority of the members present and voting at a meeting wherein a quorum is present, with notice of such proposed vote having been given at least ten (10) days in advance of such meeting.

**Section 4.2 No paid employees on board.** A PTO member shall not serve as a voting member of this PTO's board of directors while serving as a paid employee of, or under contract to this PTO.

**Section 4.3 Accounts and records.** The PTO shall keep such permanent books of accounts and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the PTO. These records shall include the official membership roster. Such books of accounts and records shall at all reasonable times be open to inspection by a member of the PTO.

**Section 4.4 Dissolution by vote of membership.** The PTO may dissolve and conclude its affairs in the following manner:

- a. The board of directors shall adopt a resolution recommending that the PTO be dissolved and directing that the question of such dissolution be submitted to a vote of a special general membership meeting of members having voting rights. Written or printed notice stating that the purpose of such meeting is to consider the advisability of dissolving the PTO shall be given to each member entitled to vote at such meeting at least thirty (30) days prior to the date of such meeting.
- b. Only those persons who were members in good standing of the PTO on the date of adoption of the resolution, and who continue to be members in good standing on the date of the special general membership meeting, shall be entitled to vote on the question of dissolution.
- d. Approval of dissolution of the PTO shall require the affirmative vote of at least two-thirds (2/3) of the members present and entitled to vote at this special meeting, a quorum being present.
- e. All steps taken to dissolve the PTO shall comply with these bylaws and the General Statutes of North Carolina.
- g. Upon dissolution, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to Colfax Elementary School.
- h. Upon dissolution, the PTO will cease and desist from the further use of such name.
- i. The PTO will notify the IRS of the change in status of the PTO.

**Section 4.5 GCS oversight.** The PTO will be oversighted by a paid employee of GCS and which has a paid leading position at Colfax Elementary School. The ex-officio school principal will be the GCS representative, if one is available. The ex-officio assistant principal will be the GCS representative should the school principal not be available until such time a school principal is available. The role of the oversight position is to insure that the PTO follows the rules and procedures of the GCS Booster Clubs and Other Support Organizations Policies and Procedures.

## ARTICLE 5 MEMBERSHIP AND DUES

### Section 5.1 Membership.

- a. Every individual who is a member of the PTO is entitled to all benefits of such memberships.
- b. Membership in the PTO shall be open, without discrimination, to anyone who believes in and supports the mission and purposes of the CES PTO.
- c. The PTO shall conduct a membership drive every year, but may admit individuals to membership at any time.
- d. Only members of the PTO whose dues are current shall be entitled to participate or eligible to vote in the business meetings of the general membership including the election of officers.
- e. The membership year of the CES PTO shall begin on July 1 and end on the following June 30.

### Section 5.2 Dues.

- a. Each member of the PTO shall pay annual dues. The amount of such annual dues shall be set, for the coming fiscal year, at the last general membership meeting of each fiscal year.

**Section 5.3 Official membership roster.** Prior to August 1 each year, the board shall designate a board member, an officer or a membership committee to prepare and keep current an official membership roster. This roster shall include:

- a. the total number of members;
- b. the names, mailing addresses and email addresses of members; and
- c. the dues collected from members.

A current copy of this roster shall be provided to the Executive Committee of the CES PTO.

## ARTICLE 6 OFFICERS

**Section 6.1 Officers.** The only elected officers of the PTO shall be a president, one or more vice president(s), a secretary, and a treasurer. No PTO member shall serve in more than one elected position at a time. Upon taking office, each elected officer must be a member of the PTO.

### Section 6.2 Election.

- a. Officers who will serve for the coming fiscal year shall be elected at the last general membership meeting of the fiscal year; these officers will assume office on July 1 and serve until the following June 30.
- b. The nominating committee shall nominate a slate of eligible candidates for election as officers of the PTO, as provided in Section 8.3 of these bylaws.
- c. The president shall give notice of the election of officers to the general membership at least ten (10) days before the last general membership meeting of the fiscal year, and the notice will include the nominating committee's slate of nominees.
- d. In addition to the individuals nominated by the nominating committee, nominations from the floor will be allowed. When there is only one nominee for an office, that election may be held by voice vote. If there is more than one nominee for any office, election for that office must be by ballot.
- e. Only those individuals who are PTO members and who have signified their consent to serve, if elected, may be nominated by the nominating committee or by floor nomination or elected to such office.

**Section 6.3 Term.** The Board of Directors must be elected annually to serve a one-year term. Officers shall take office on July 1 and shall serve for the duration of that fiscal year (until the following June 30), or until his/her successor is elected and ready to assume office. An officer may run and maintain their role on the board (as elected by the General PTO Membership during the annual election) for a maximum term of two consecutive years, unless;

- a. No additional candidates are nominated or show interest, at which time current and former officers are eligible to be nominated and elected as outlined herein.

At the closure of two consecutive years officers are welcome to hold additional seats on the board if elected to do so.

### Section 6.4 Vacancies.

- a. **President.** A vacancy occurring in the office of president shall be filled for the unexpired term by a current member of the board of directors elected by a majority vote of all board members then serving at a board meeting called with at least three (3) days' notice. The board of directors will notify the general membership regarding the filling of the vacancy.
- b. **All other offices.** A vacancy occurring in any other office shall be filled for the unexpired term by a member of the PTO in good standing who is elected by a majority vote of all board members then serving at a board meeting called with at least three (3) days' notice. The board will notify the general membership regarding the filling of the vacancy.

**Section 6.5 Removal from office.** An officer of the PTO may be removed from office without cause by the board of directors upon the affirmative vote of two-thirds (2/3) of all board members then serving. Board members must be notified of the request for removal at least five days in advance of the board meeting.

**Section 6.6 General duties.** All Officers shall perform the duties outlined in these bylaws and those assigned by the board of directors of the PTO. Upon the expiration of the term of office or in case of resignation or removal, each officer shall turn over to the president, without delay, all records, books, and other materials pertaining to the office, and shall turn over to the treasurer, without delay, all funds and other assets of the PTO.

### Section 6.7 President. The President:

- a. Shall preside at all meetings of the general membership and the board of directors at which he/she may be present, and shall designate another officer to preside when he/she will not be present (in the absence of such designation, the board may elect any board member to preside at any meeting);
- b. Shall coordinate the work of the officers, the board and the committees of the PTO;
- c. Shall perform such other duties as may be provided for by these bylaws or assigned to him/her by the PTO or by the board of directors;
- d. Shall sign all contracts of the PTO that have been approved by the board; and
- e. Shall be an ex-officio voting member of all committees except the nominating committee.

**Section 6.8 Vice President(s).** The vice president(s) shall perform duties requested by the president and the board of directors. In the event of a vacancy in the office of president, the vice president, or the vice presidents acting together if there is more than one, shall assume the duties of the president until a new president is elected pursuant to Section 6.4 of these bylaws.

**Section 6.9 Secretary.** The secretary shall record the minutes of all meetings of the general membership and the board of directors and shall perform such other delegated duties as may be assigned by the board of directors, and shall maintain a file of important documents related to the PTO, including but not limited to:

- a. articles of incorporation of the PTO;
- b. the bylaws approved by the CES PTO;
- c. minutes of past meetings of the general membership and board of directors;
- e. a copy of the official membership roster provided for in Section 5.3 of these bylaws;
- f. a current roster of board members;
- g. a current roster of all committee members and chairs;
- h. legal documents, including but not limited to insurance policies and contracts;
- i. current and past tax returns; and
- j. current and past audit reports.

At the end of his/her term, the secretary shall transfer this file of important documents to his/her successor as secretary.

**Section 6.10 Treasurer.** The Treasurer shall:

- a. Collect, deposit and maintain all funds of the PTO in approved depositories (including, but not limited to, all monies collected as dues, raised in PTO activities, received as contributions, or otherwise acquired);
- b. Disburse funds in accordance with the annual budget adopted by the PTO, and maintain records identifying the purpose and payee of all disbursements;
- c. Maintain a current record of income, expenditures, assets and liabilities of the PTO, and make all financial records available for inspection and review by the audit committee;
- d. Present a financial report of income and expenses at each meeting of the general membership and the board of directors, which report shall compare current income and expenditures to the approved budget;
- e. Prepare a year-end financial report by June 30 showing the total income and expenditures for the fiscal year, comparing those figures with the budget approved at the beginning of the fiscal year, and the assets and liabilities of the PTO, and submit that report to the incoming president, treasurer and audit committee;
- g. File all required tax forms and reports in a timely manner, including but not limited to tax returns for the previous fiscal year, and submit copies of all such filings to the secretary of the PTO;
- h. At the end of his/her term, transfer all financial records to the audit committee by July 1; and
- i. Provide assistance to the audit committee upon request.

## ARTICLE 7 BOARD OF DIRECTORS

**Section 7.1 Duties.** The affairs of the PTO shall be managed by the board of directors in the intervals between general membership meetings. The board shall be responsible to assure that all activities and expenditures of the PTO shall be consistent with the budget approved by the general membership. The board of directors:

- a. Shall transact necessary business in the intervals between general membership meetings and such other business as may be referred to it by the members of the PTO;
- b. Shall create and supervise standing and special committees;
- c. Shall elect chairs and members of standing committees;
- d. Shall review and approve president's appointments of chairs and members of special committees;
- e. Shall review and approve the plan of work of the committees;
- f. Shall present a report regarding the activities of the PTO at all general membership meetings;
- g. Shall require an annual review of PTO's financial records as provided in these bylaws;
- h. Shall prepare a budget for the fiscal year and submit that proposed budget to the general membership for adoption at its first meeting in the fiscal year;
- i. Shall assure the preparation and maintenance of the official membership roster as provided for in Section 5.3 of these bylaws;
- j. May adopt PTO standing rules that shall not be in conflict with these bylaws;
- k. Shall undertake other activities as needed to assure the successful operation of the PTO, and to fulfill the responsibilities of the PTO under these bylaws.
- l. Shall agree to abide by the following Conflict of Interest Policy: When any actual or potential conflict of interest exists, with respect to any subject requiring action by the board of directors or any of its committees, the member having an actual or potential conflict shall immediately notify the president or committee chair of such conflict, and the member shall not participate in the deliberations, shall not vote on the subject with which the member has an actual or potential conflict of interest, and shall not use his/her personal influence. The minutes of the meeting shall reflect that a disclosure was made and that the board member who stated a conflict of interest did abstain from voting.

**Section 7.2 Qualifications.** Each board member shall be a member of the PTO in good standing.

**Section 7.3 Composition.** The board of directors shall consist of the elected officers of the PTO, the chairs of the standing committees, three ex-officio members, and up to three at-large members elected by the board.

**Section 7.4 Regular and special meetings.** Regular meetings of the board of directors shall be held during the fiscal year, the time to be fixed by the board of directors at its first meeting of the fiscal year. Special meetings of the board of directors may be called by the president or by any three members of the board, at least 3 days' notice having been given and the purpose of the meeting stated.

**Section 7.5 Quorum.** A majority of the board of directors shall constitute a quorum for the transaction of business.

**Section 7.6 Meetings by electronic media.** Board meetings may be held by a telephone or electronic conference system that allows all participating members to simultaneously hear and speak to each other during the meeting. Telephone or electronic conferences shall not be used unless available to all board members. A committee member participating in this type of meeting is deemed to be present at the meeting.

**Section 7.7 Removal from board.** A board member of the PTO may be removed from office without cause by the board of directors upon the affirmative vote of two-thirds (2/3) of all board members then serving. Board members must be notified of the request for removal at least five (5) days in advance of the board of directors meeting.

**Section 7.8 Proxy voting.** Voting by proxy is prohibited.

**Section 7.9 Definition of voting board members.** Voting Board members are defined as all persons elected into the Executive Committee by the PTO Membership in good standing.

**Section 7.10 Definition of ex-officio.** An ex-officio Board member is one who becomes a member of a Board not through the regular election process but by virtue of another position that he or she holds. The ex-officio members of the PTO shall consist of three school officials: school principal, school assistant principal, and one school staff person. The ex-officio members can attend meetings and participate in discussion but may not vote.

## ARTICLE 8 COMMITTEES

### Section 8.1 Standing Committees.

- a. The board of directors shall establish an audit committee by July 1 each year and a nominating committee by November 1, and may establish additional standing committees at any time as needed.
- b. The board of directors shall elect the chairs and members of standing committees.
- c. Only members of the PTO may serve as chairs or members of standing committees.
- d. The term of chairs and members of standing committees shall be from July 1, or a date thereafter when they assume office, to the end of that fiscal year on June 30.
- e. The chair of each standing committee shall present a plan of work to the board of directors for approval;
- f. The president shall be an *ex-officio* voting member of all standing committees except the nominating and audit committees;
- g. Chairs of standing committees can be removed in the manner provided for the removal of board members in Section 7.7.
- h. Members of standing committees can be removed by action of a majority of directors then serving at any meeting of the board upon five (5) days' notice to the board of such proposed action;
- i. Standing committee meetings may be called by the committee chair or any three members of the committee.

### Section 8.2 Audit Committee.

- a. The audit committee shall be composed of no fewer than three members. Individuals with check signing authority and their family members may not serve on the audit committee, nor may the outgoing or incoming treasurer.
- b. The audit committee shall be responsible for the audits and financial reviews described in Article 11 of these bylaws.

### Section 8.3 Nominating Committee.

- a. The nominating committee shall be comprised of an odd number and no fewer than three members; at least two of the committee members shall be board members and at least one committee member shall be a member of the PTO who does not serve on the board.
- b. Neither the president nor the principal shall be a member of the nominating committee.
- c. Throughout the year, the nominating committee is tasked with identifying talented, motivated, and responsible individuals to serve as officers of the PTO.
- d. Prior to the last general membership meeting each fiscal year, the nominating committee shall prepare a slate of nominees for officers of the PTO for the coming year, and the president shall include that slate in the notice for the last general membership meeting, and the chair of the nominating committee shall place such names in nomination at that meeting, and the election shall be conducted as provided in Section 6.2 of these bylaws.

**Section 8.4 Special Committees.**

- a. A special committee is a committee that is created to perform a special project and goes out of existence once the project has been completed.
- b. The board of directors may create special committees and shall specify the duration and duties of such committees.
- c. The president shall appoint the chairs and members of special committees with the approval of the board and the president shall be an *ex-officio* voting member of all special committees.
- d. Only members of the PTO may serve as chairs or members of special committees.
- e. The chair of each special committee shall present a plan of work to the board of directors for approval.
- f. All special committee chairs and members serve at the direction of the board of directors and can be removed by action of a majority of directors then serving at any meeting of the board upon five (5) days' notice to the board of such proposed action.
- g. Special committee meetings may be called by the committee chair or any three members of the committee.

**Section 8.5 Meetings by electronic media.** Standing and special committee meetings may be held by a telephone or electronic conference system that allows all participating members to simultaneously hear and speak to each other during the meeting. Telephone or electronic conferences shall not be used unless available to all committee members. A committee member participating in this type of meeting is deemed to be present at the meeting.

**Section 8.6 Proxy voting.** Voting by proxy is prohibited.

**Section 8.7 Quorum.** Unless otherwise specified in these bylaws, a majority of the members of any committee shall constitute a quorum for the transaction of business.

## **ARTICLE 9 GENERAL MEMBERSHIP MEETINGS**

**Section 9.1 Regular general membership meetings.** Regular general membership meetings of the PTO shall be scheduled by the board and held at least three (3) times per fiscal year. Five (5) days' notice must be given to the general membership to change the date of a regular general membership meeting.

**Section 9.2 Special meetings.** Special meetings of the PTO may be called by the president or a majority of the board of directors, at least three (3) days' notice having been given. The meeting notice shall include the purpose of the meeting and the meeting shall be limited to such purpose.

**Section 9.3 Last general membership meeting of the fiscal year.** The last general membership meeting of the fiscal year shall be held in April, May, or June.

**Section 9.4 Quorum.** Either twenty (20) members or fifty percent (50%) of the membership of the PTO, whichever number is less, shall constitute a quorum for the transaction of business in any general membership meeting of the PTO.

**Section 9.5 Majority vote.** Unless a higher vote is required by these bylaws, the act of the majority of the voting members present and voting shall be the act of the PTO.

**Section 9.6 Proxy voting.** Voting by proxy is prohibited.



## ARTICLE 10 FINANCE AND BUDGET

**Section 10.1 Monthly financial review.** The audit committee will conduct a monthly review of the PTO's bank statements and supporting documents and shall sign an acknowledgment on the bank statements that the expenditures were consistent with the approved budget.

**Section 10.2 Financial review when financial officer leaves office.** If any officer with financial responsibility, including but not limited to check signing authorization, leaves office before the end of a fiscal year, the audit committee will conduct a review of the PTO's financial records.

**Section 10.3 Annual financial review.** By August 31 each year, the audit committee, or a certified public accountant appointed by the board shall:

- a. Examine the treasurer's year-end financial report and the PTO's financial records (including but not limited to all depository accounts, the general ledger of receipts and expenditures, supporting documentation and checks, and records of membership dues paid); and
- b. State in writing whether or not the treasurer's year-end report is correct and shall submit that statement, with a copy of the report, to the board of directors.

The board shall review and approve the report of the audit committee or certified public accountant. The audit committee will summarize its report to the general membership at its next meeting. The audit committee, at any time, may recommend to the board that an independent review of the financial records by a certified public accountant should be conducted.

**Section 10.4 Annual budget.** The officers shall prepare a proposed annual budget which, following approval by the board, shall be considered and adopted at the first general membership meeting of the fiscal year. Amendments to the budget must be considered and adopted at regular or special general membership meetings. Budget amendments under \$200 may be completed by the officers approval without proposal at a general membership meeting.

**Section 10.5 Checks.** All bills of the PTO shall be paid by check. Checks must be signed by two of no more than four officers authorized by the board of directors to sign checks, except that none of these officers so authorized shall be related, and at least one of these authorized officers shall be the Treasurer. The signing of blank checks is prohibited.

**Section 10.6 Expenditures and fund availability.** All expenditures of the PTO must be consistent with the approved budget and based on actual fund availability. All reimbursements for expenditures will be contingent upon actual fund availability.

**Section 10.7 Depositories.** All depositories of PTO funds, including checking, savings and investment accounts, must be approved by the board of directors.

**Section 10.8 Contracts and other financial agreements.** All contracts and other financial agreements require the prior approval of the board and must be signed by the President.

## ARTICLE 11 FISCAL YEAR

The fiscal year of the PTO shall begin on July 1 and end on the following June 30.

## ARTICLE 12 PARLIAMENTARY AUTHORITY

The PTO shall conduct its meetings in accordance with Robert's Rules of Order, Newly Revised (current edition) to the extent that it does not conflict with North Carolina law and the Articles of Incorporation of the PTO.

## ARTICLE 13 AMENDMENTS

Amendments to the bylaws may be made by the PTO, and any such amendments shall automatically become part of the bylaws adopted the PTO.

#### ARTICLE 14 APPLICATION OF BYLAWS

The foregoing bylaws shall be applied as the sole and exclusive bylaws of the PTO.

The foregoing bylaws were adopted by the general membership of the CES PTO on  
June 15, 2015 (date), *and shall be kept with the permanent records of CES PTO.*

Kimberly Woodlief

\_\_\_\_\_  
President (print name)

\_\_\_\_\_  
President (signature)