

**Bylaws
Bull Run Middle School
Parent Teacher Student Organization**

ARTICLE I: NAME

The name of the organization shall be the Bull Run Middle School Parent Teacher Student Organization, hereafter the organization will be referred to as the Bull Run PTSO. Bull Run PTSO is a local PTSO organized in accordance with the Prince William County School Board's Regulation 951.01-01, the laws of the Commonwealth of Virginia, and all applicable federal regulations governing non-profit organizations.

ARTICLE II: ARTICLES OF ORGANIZATION

Bull Run PTSO exists as an unincorporated organization of its members. The articles of organization of the Bull Run PTSO consist of these bylaws and the articles of incorporation, which shall be amended as necessary.

ARTICLE III: OBJECTIVES AND MISSION

SECTION I: OBJECTIVES

- A. To develop a relationship between the school staff and parents to support the education of our children physically, mentally, and socially.
- B. The Bull Run PTSO is organized exclusively for educational purposes, including the making of contributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
- C. To support and enhance the school community through fundraising and social events that are consistent with the philosophy and mission statements of the school.
- D. To identify needs particular to Bull Run Middle School (BRMS) and to provide financial support in meeting those needs when that is appropriate.
- E. To assist in identifying and organizing parent volunteers to support school activities.
- F. To serve as a forum for communication among students, parents, teachers and administrators.

SECTION II: MISSION

The Bull Run PTSO's mission is to enhance the development of Bull Run students by partnering as a parent-staff team.

ARTICLE IV: BASIC POLICIES

Following are the basic policies of the organization:

- A. The Organization shall be noncommercial, nonsectarian, and nonpartisan.
- B. The Bull Run PTSO will prohibit discrimination in programs, activities, and membership based upon race, color, religion, national origin, sex, gender identity, sexual orientation, pregnancy, childbirth or related medical conditions including lactation, age, marital status, veteran status, disability, genetic information, or any other basis prohibited by law.
- C. The name of the Organization or the names of any members in their official capacities shall not be used in connection with any commercial concern, with any partisan interest, or for any purpose not appropriately related to promotion of the objectives of the Bull Run PTSO.
- D. Copies of minutes, agendas and treasurer records shall be made available to be reviewed by the membership upon request and at all Bull Run PTSO meetings.
- E. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to the members 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 above. (Refer to Addendum 1 – Conflict of Interest Policy)
- F. The organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. Contributions to the Bull Run PTSO are deductible per the Internal Revenue Code. (Refer to Publication 78)

ARTICLE V: MEMBERSHIP AND DUES

Section 1: Membership

- A. The membership of the Bull Run PTSO shall be open to all parents or guardians of children who attend Bull Run Middle School, its faculty, and all students of Bull Run Middle School. Membership will be extended to grandparents and extended

family members of Bull Run Middle School students with the written permission of the student's parent or guardian.

- B. Bull Run PTSO Membership is renewed annually and expires at the end of the board year, or once a parent or guardian's child is no longer enrolled at Bull Run Middle School, whichever occurs first.
- C. Bull Run parents or guardians, teachers, and staff are eligible to participate in the Bull Run PTSO meetings, to vote on matters before the Bull Run PTSO board, and to serve in its elected or appointed positions.
- D. Every member in attendance at a general meeting shall be eligible to vote if a vote becomes necessary. Each family represented at these meetings gets one vote.

Section 2: Dues

Annual dues shall be determined by the Officers prior to September of each year. Notification of annual dues shall be announced following the determination of dues through various mail, e-mail, or web site postings and/or at the September general meeting.

ARTICLE VI: STEERING COMMITTEE

This organization shall have a Board of Directors known as the Steering Committee, consisting of the Principal or Vice Principal of Bull Run Middle School, the designated faculty representatives, the Officers, and any other coordinators or liaisons as designated by the Steering committee. The Chairman of this Steering Committee shall be the President.

It shall be the goal of the Steering Committee to make decisions by consensus.

All volunteers, committee chairs, and committees shall be recruited or appointed by the PTSO Steering Committee and shall be representative of a cross section of the membership.

The Steering Committee can create special committees, known as Ad Hoc committees, as needed, for a special purpose. When its work is done, the committee is automatically out of existence.

Article VII: ELECTION OF THE PTSO BOARD

Section 1: Board Nomination

- A. The existing Bull Run PTSO Board will solicit nominees from the school at large in March or April.
- B. Only those persons who agree to have their names put forth as a nominee will be considered.
- C. During the months of April and May, the Board will publicize the election meeting and hold an election no later than May 20th.
- D. The Board will then publicize the names of those elected to the Bull Run PTSO membership and to the school at large.
- E. In the event that an office is not filled, that slot will remain open until filled.
- F. Election Procedures. Elections shall be conducted by secret ballot unless the election is uncontested, in which case election by acclamation is permitted. Write-in candidates are permitted with prior consent of the nominee.

Section 2: Elected Board

The elected officers of the Bull Run PTSO will include the President, Vice-President, Secretary, Treasurer, and Member at Large. The President, Vice President and Secretary are permitted to act in a cooperative capacity. Cooperative capacity means that a secondary officer may exist for each position whereby each office may have a "Co-officer." In the instance of cooperative officer positions, both individuals vote and preside equally as one.

- A. Officers will assume their official duties at the end of the current school year.
 - a. Officers shall attend each Bull Run PTSO and monthly board meeting unless notice is given to the Elected Board prior to the meeting.
 - b. Officers will serve in their capacity for the current school year for which they were elected. Each person elected shall hold only one office at a time.
 - c. Officers' positions will be open to all PTSO members for the next school year beginning with March nominations.
 - d. Resignation from the Elected Board will cause the PTSO Board to vote on a replacement for the remainder of the term.
 - e. All board members have an equal vote. A vote with a $\frac{2}{3}$ majority carries. For a vote requesting to exceed the approved budget by more than \$1,000, there must be a unanimous vote among the President, Vice President and Treasurer.
 - f. All board members will be expected to treat the Bull Run community with dignity and respect, perform duties with honesty and integrity, avoid conflicts of interest, maintain confidentiality, exhibit positive leadership,

efficiently manage finances with transparency and accountability, and use PTSO resources responsibly.

B. Removal of Board Members

a. **Identifying Grounds for Removal:**

- i. **Failure to fulfill duties:** neglecting responsibilities outlined in the bylaws, missing meetings, or not completing assigned tasks.
- ii. **Failing to adhere to ethical stipulations:** outlined in Section 2H, or any other egregious act the board deems inexcusable.

b. Initiating the Removal Process:

- i. **Notice:** The Bull Run PTSO will provide the board member with written notice of the issue and the proposed removal, including the date, time, and location of the meeting where the matter will be discussed.
- ii. **Opportunity to Respond:** The member will have a chance to address the concerns, explain their actions, or present a defense.
- iii. **Voting and Decision:** The Board has the authority to vote on the removal of an officer. A two-thirds vote of the Board would be the requirement.
- iv. Principal and Assistant Principal may be consulted for input and asked to vote in the event of a tie
- v. The member in question may not vote on their own removal

Article VIII: DUTIES OF OFFICERS

Section 1:

A. President

The President shall be responsible for presiding over meetings, and shall perform all other duties as determined by the Steering Committee. The President shall be recognized as the Chairperson as he/she performs the duties of the office.

B. Vice President

The Vice President shall also be responsible for presiding over meetings, and shall perform all other duties as determined by the Steering Committee. The Vice President shall be recognized as the Co-Chairperson as he/she performs the duties of the office.

C. Secretary

The Secretary shall record the minutes of all meetings, shall be responsible for preparing and posting the agendas for each meeting, and shall perform all other duties as determined by the Steering Committee.

D. Treasurer

The Treasurer shall have custody of all the funds of the Organization and shall keep full and accurate account of receipts and expenditures. In accordance with the budget accepted by the Organization, the Treasurer shall make disbursements as authorized by the Steering Committee. The Treasurer shall present a financial statement at every meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as to conform to the requirements of **ARTICLE IX, Section 4** of these bylaws. The Treasurer shall also perform all other duties as determined by the Steering Committee.

E. Member-at-Large

The member-at-Large shall be responsible for maintaining all necessary paperwork regarding the registration for the Organization's non-profit status. The Member-at-Large shall also be responsible for ensuring that all rules, regulations, and laws are followed by the Organization with regards to its By-Laws and non-profit status.

F. **Succession Clause:** In the event the President and Vice President are unable to fulfill their terms, the Secretary shall assume interim leadership until a special election is held.

Article IX: OPERATION OF THE BULL RUN PTSO

Section 1: PTSO Board

The Bull Run PTSO will work closely with the school Principal, Assistant Principal, Parent Liaison, Finance Specialist and at least one teacher representative selected by the school.

Section 2: Duties

The duty of the Bull Run PTSO will be to transact business necessary to the objectives and mission of the Bull Run PTSO. Committee chairs will report the progress of their committee, as needed, during Bull Run PTSO meetings.

Section 3: Board Member Meetings

Meetings of the Bull Run PTSO Board will be held at least six times per school year. Special meetings of the Bull Run PTSO Board may be called by the President or by the administrators of the school.

Section 4: Financial Records and Controls

The Organization's operating funds shall be obtained from monies collected by membership dues and other fundraising activities. The following controls will prevail:

- A. The Treasurer may make payment for authorized activities within the amounts established by the approved budget.
- B. Funds collected for a specific project must be accounted for separately in the PTSO accounts ledger.
- C. Fundraising efforts must comply with current Prince William County School Board policies and regulations, and in accordance with all federal and state laws related to non-profit organizations under Section 501 (c)(3).
- D. All fundraising activities will be supervised by the PTSO Steering Committee and carried out by the membership.

The Bull Run PTSO will keep permanent accounting records that include, but are not limited to, receipts, items of income, and disbursements of the PTSO funds.

- A. The Bull Run PTSO agrees to administer all funds received from fundraising activities under the principles set forth in Policy 352, "School Activity Funds," Regulation 341-1, "Guidelines for Fund-Raising Activities," and the PWCS Financial Guidelines Manual, including the requirement that the parent organization undergo an annual audit conducted by a person or business which is independent of the organization. A copy of such audit shall be provided annually to the principal.

Additional Financial Safeguards:

- A. All cash handling at PTSO events shall include a pre- and post-count of funds conducted by two unrelated adults, with funds counted and documented at the event site.
- B. Reimbursements shall be made only upon submission of original receipts within 30 days of expenditure.

Section 5: Signature Authority

Those persons authorized to sign checks and drafts drawn on the accounts of the Bull Run PTSO will be the Treasurer, the President and the Vice President.

Section 6: Budget

The Bull Run PTSO Board shall prepare an annual working budget of the Bull Run PTSO funds for review and approval by PTSO meeting attendees at the September meeting.

Section 7: Reserve Funds

The PTSO shall maintain a minimum reserve of \$15,000, plus or minus 10% of the prior year's gross income, to ensure continuity of operations into the following school year.

Section 8: Annual Audit

The Treasurer's accounts shall be examined by an independent auditor chosen by the Steering Committee to obtain an independent review at the end of each school year.

Article X: Bull Run PTSO Meetings

Section 1: Meetings

Regular meetings for the Bull Run PTSO will be held during the school year. Dates of these meetings will be determined by the Bull Run PTSO Board and will be announced in writing to the school community at least seven days in advance.

Section 2: Quorum

The quorum shall be 6 members of the organization, including a minimum of two (2) elected officers and one Bull Run Middle School faculty member.

Section 3: Voting Rights

- All attendees at PTSO Meetings over the age of 18 shall have one vote. Votes include: elections, bylaws amendments, and the annual budget.
- The Board shall vote on routine business, contracts, and expenditures.

Section 4: Special Meetings

Special meetings may be called by any member of the Steering Committee with a minimum of 10 days prior notification to the general membership.

Section 5: Notification of Meetings for Elementary Schools

In April of each year, all elementary schools with populations zoned for Bull Run Middle School will be notified in writing as to the dates and times of all remaining meetings for the Organization for that current school year, with information provided regarding the nomination and election of officers for the following school year.

Article XI: Fiscal Year

The fiscal year of the PTSO will begin on July 1 and end on June 30 of the following calendar year.

Article XII: Parliamentary Procedure

Robert's Rules of Order Revised will govern the Bull Run PTSO in all cases in which they are applicable. (Refer to addendum 2 – Robert's Rules of Order Revised)

Article XIII: Bylaw Amendment

The Bull Run PTSO bylaws may be amended when deemed appropriate. The amended or new bylaw shall be presented at a regularly scheduled meeting of the Bull Run PTSO. The Bull Run PTSO must approve the new bylaw or amendment by a simple majority of those voting. Public notice of the proposed amendment must be distributed prior to the meeting.

Article XIV: Dissolution

The Bull Run PTSO may dissolve and terminate its affairs in the following manner:

- A. The Bull Run PTSO Board will adopt a resolution recommending that the Bull Run PTSO be dissolved and directing that the question of such dissolution be submitted to a vote at a special meeting of members. Notice of the meeting will be published to the school at large.
- B. Approval of the dissolution of the Bull Run PTSO will require the affirmative vote of the majority of the members present at the special meeting.
- C. Upon the dissolution of the Bull Run Parent Teacher Organization, assets will be distributed for one or more exempt purposes within the meaning of the section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed for public use to either the Federal government, or to a state or local government, only after all liabilities, debts, and contractual obligations have been satisfied.

Article XV: Indemnification and Protection

Section 1: Indemnification

To the fullest extent permitted by law, the Bull Run PTSO shall indemnify and hold harmless any officer or member acting in good faith within the scope of their official duties against claims, liabilities, or expenses arising from such service.

Section 2: Whistleblower Protection

No officer, member, or volunteer who, in good faith, reports suspected misuse of funds or violation of law shall suffer harassment, retaliation, or adverse consequences.

Section 3: Non-Solicitation

Bull Run PTSO lists, directories, or communications shall not be used for personal, commercial, or political purposes.

Section 4: Code of Conduct

All participants in PTSO activities are expected to uphold standards of respect, integrity, and non-harassment. The Board, along with school administration, reserves the right to remove individuals from events or revoke future attendance of events for violations.

Amended March 2013

Amended May 2025

Proposed Amendments March 2026

Addendum 1: Conflict of Interest Policy

Section 1: Purpose

The purpose of the conflict of interest policy is to protect Bull Run PTSO's interests as a tax-exempt organization when it is contemplating entering into a transaction or agreement that might benefit the private interest of an officer of the organization 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 organizations.

Section 2: Definitions

- A. Interested Person. Any principal officer or member of a committee with governing board-delegated power, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. Financial Interest. Any person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- C. 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 appropriate governing board or committee 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 Elected board who are considering the proposed transaction or arrangement.
- 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 meeting while determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest.
 - a. An interested person may make a presentation at the PTSO meeting, but after the presentation, he/she shall leave the meeting during the discussion of and the vote on the transaction or arrangement involving possible conflict of interest.
 - b. The Elected board shall, if appropriate, appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Elected 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.

- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Elected board shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the organization's best interests, 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.

- a. If the PTSO Board has reasonable cause to believe a 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.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the PTSO 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 meeting minutes of Bull Run PTSO Board will reflect 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 PTSO Board's decision as to whether a conflict of interest in fact existed.

Section 5: Annual Statements

Each member of the Elected Board shall annually sign a statement which affirms that they have received a copy of the conflict of interest policy, has read it and agrees to comply with the policy.

Addendum II: Robert's Rules of Order

Section 1: The Basics for Small Boards

Parliamentary procedure is a set of rules for conducting orderly meetings that accomplish goals fairly. Benefits of parliamentary procedure include the following:

- A. Justice and courtesy for all
- B. Maintenance of order

- C. Consideration of one item at a time
- D. All sides get heard
- E. Ability for each member to provide input
- F. Majority rule
- G. Protection of the rights of all members including the minority
- H. Basic Principles
 - I. A quorum must be present for business to be conducted
 - J. All members have equal rights, privileges and obligations
 - K. No person should speak until recognized by the chair
 - L. Personal remarks or side discussions during debate are out of order
 - M. Only one question at a time may be considered, and only one person may have the floor at any one time
 - N. Members have a right to know what the pending question is and to have it restated before a vote is taken
 - O. Full and free discussion of every main motion is a basic right
 - P. A majority decides a question except when basic rights of members are involved or a rule provides otherwise.
 - Q. Silence gives consent. Those who do not vote allow the decision to be made by those who do vote.
 - R. The Chair should always remain impartial.

Section II: Basic Definitions

- A. Motion – A formal proposal made to bring a subject before an assembly for its consideration and action. Begins with “I move that...”
- B. Second – A statement by a member who agrees that the motion made by another member be considered. Stated as “Second,” or “I second the motion.”
- C. Amendment – Before the vote is taken on a motion, it may be amended by:
 - a. Striking out words
 - b. Inserting or adding words
 - c. Striking out words and inserting others in their place
 - d. Substituting one (1) paragraph or resolution for another
- D. Presiding officer/Chair – The individual who facilitates the meeting, usually the President. In the absence of the President, the Vice President is next. If neither are present, the Secretary calls the meeting to order and conducts an election for a Chairman Pro Tem (a presiding officer for that meeting only).
- E. Role of the Presiding officer
 - a. To introduce business in proper order per the agenda
 - b. To recognize speakers
 - c. To determine if a motion is in order

- d. To keep discussion focused on the pending motion
 - e. To maintain order
 - f. To put motions to a vote and announce results
- F. General procedure for Handling a Main Motion
- a. A member must obtain the floor by being recognized by the chair
 - b. Member makes a main motion
 - c. A motion must be seconded by another member before it can be considered.
 - d. If the motion is in order, the chair will restate the motion and open debate
 - e. The maker of a motion has the right to speak first in debate
 - f. The main motion is debated along with any secondary motions that are debatable.
 - g. Debate on Subsidiary, Privileged and Incidental motions (if debatable or amendable) take precedence over debate on the main motion and must be decided before debate on the main motion can continue.
 - h. Debate is closed when: Discussion has ended, or A 2/3 vote closes debate.
 - i. The chair restates the motion, and if necessary clarifies the consequences of affirmative and negative votes
 - j. The chair calls for a vote by asking "All in favor?" Those in favor say "Aye." Then asking "All opposed?" Those opposed will say "no"
 - k. The chair announces the result.
- G. General rules of Debate for small Boards
- a. All discussion must be relevant to the immediately pending question
 - b. No member should speak more than twice to each debatable motion. The second time takes place after everyone wishing to debate the motion has had an opportunity to speak once
 - c. All remarks should be addressed to the chair – no cross debate is permitted
 - d. Debate must address issues not personalities
 - e. When possible, the chair should let the floor alternate between those speaking in support and those speaking in opposition to the motion
 - f. Members may not disrupt the assembly
 - g. Rules of debate can be changed by a 2/3 vote or general consent without objection

Language cited from Utah.gov Robert's Rules of Order