



**Local Unit Bylaws**

**Of**

**Fox Point - Bayside School District  
Parent Teacher Organization, Inc.**

**Fox Point, Wisconsin**

Adopted:	May 1996
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**FOX POINT - BAYSIDE SCHOOL DISTRICT  
PTO BYLAWS**

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## **ARTICLE I - NAME**

The name of this organization is the Fox Point-Bayside School District Parent-Teacher Organization, Inc. hereinafter referred to as "Corporation", "Organization" or "PTO." It is a non-stock, non-profit corporation organization under the laws of the State of Wisconsin. The Corporation shall have all the authority necessary to achieve its purposes and shall be permitted to do all things that can be done by a non-profit corporation organized under the laws of the State of Wisconsin.

The schools who conform the Fox Point-Bayside School District (hereinafter referred to as the "District") are:

- a) Stormonth Elementary School
- b) Bayside Middle School

## **ARTICLE II - ARTICLES OF ORGANIZATION**

The articles of organization of a constituent organization include:

- a) the bylaws of such organization; these Bylaws specify various matters affecting the operation and governance of the PTO (hereinafter "Bylaws").
- b) the certificate of incorporation or articles of incorporation of such organization (in cases in which the organization is a corporation) or the articles of association by whatever name (in cases in which the organization exists as an unincorporated association).

## **ARTICLE III - PURPOSES**

Section 1. The objectives of the PTO are (hereinafter "Objectives"):

- a) To promote the welfare of children and youth in home, school and community.
- b) To promote quality educational and enrichment programs for the children of the Fox Point- Bayside School District by developing a united effort between educators, parents, and the community.
- c) To promote volunteer programs and resources for the school.
- d) To raise funds as needed to provide for all the above objectives.

Section 2. The Objectives of the PTO are promoted through programs directed toward parents, teachers and the general public; are developed through committees, projects, and programs; and are governed and qualified by the basic policies set forth in Article IV.

Section 3. 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 2 (hereinafter "Internal Revenue Code").

Section 4. PTO funds shall be distributed for educational enhancement programs and/or equipment in such manner as to supplement, not supplant the purpose of the School District.

#### **ARTICLE IV - BASIC POLICIES**

The following are basic policies of the PTO:

- a) The Organization shall work with the schools to provide quality education for all children and youth, and shall seek to participate in the decision-making process establishing school policy, recognizing that legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.
- b) The Organization shall not enter into membership with other organizations except as may be approved by the Executive Board and general membership. A PTO representative shall make no commitments that bind the group he/she represents.
- c) No part of the net earnings of the Organization shall inure to the benefit of, or be distributed 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 III hereof.
- d) Any PTO Executive Board member or event chairperson may receive reimbursement of expenses with prior approval of the PTO President and/or Treasurer in fulfilling their duties as Directors hereunder.
- e) Notwithstanding any other 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 one 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.

## **ARTICLE V - MEMBERSHIP AND DUES**

Section 1. Any individual who subscribes to the purpose of this Corporation and who pays annual membership dues as established by the Corporation may become a member of this Corporation subject to compliance with the provisions of the Bylaws.

Section 2. Membership in this PTO shall be made available without regard to race, color, creed or national origin.

Section 3. Membership shall be restricted to families whose children attend schools in the Fox Point - Bayside School District and to the staff of the District.

Section 4. This PTO shall conduct an annual enrollment of members, but may admit persons to membership at any time.

Section 5. The Executive Board shall establish the membership year.

Section 6. No member may transfer membership.

## **ARTICLE VI - OFFICERS AND THEIR ELECTION**

Section 1. Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Wisconsin, Officers shall manage the affairs of the Corporation.

Section 2. Each officer shall be a member of this PTO.

Section 3. Officers and their election

a) The officers of this Organization shall be ("Officers" or "Officer"):

1. President,
2. Past President,
3. President Elect,
4. Secretary,
5. Treasurer,
6. Vice-President - Ways and Means,
7. Vice-President - School Services,
8. Vice-President - Administrative Services,
9. Vice-President - Programs,
10. Vice-President - Cultural Arts & Science.

b) Officers shall be elected by the Executive Board of the PTO in the month of May at a General PTO Meeting. Prior to the meeting every individual who has been nominated will be notified by the President-Elect stating that they have been nominated and that elections will be held at the General

PTO Meeting in May. Immediately following election, officers shall be able to form committees and plan for the following year.

- c) Officers shall serve for terms of two (2) years, July 1 to June 30, or until their successors have assumed their duties. At the initiation of term all documents, records, bank account information and any other relevant items pertaining to the operation of the Corporation will be transitioned to the new officers.
- d) Officers shall be installed in the month of June at the Regular Meeting. At this meeting the President shall prepare, publish and distribute to the District an organizational chart depicting that year's Executive Board.
- e) A person shall not be eligible to serve more than two consecutive terms in the same office, with the exception of the President.
- f) The President serves one (1) three (3) year term; which consists of being President-Elect, President and Past President. Past President is an advisory position and is not voting board member.
- g) A person shall not be eligible to serve as an Officer for more than four (4) consecutive years.
- h) Upon the expiration of a term of office, or the resignation or removal of any officer from his or her office, an officer shall promptly turn over to the President all records, books and other materials pertaining to the office, and shall promptly remit to the Treasurer any funds of the Corporation in such officer's custody.

### Section 3. Nominating Committee:

- a) There shall be a Nominating Committee consisting of five (5) members appointed by the President at a regular meeting at least one month prior to the election of officers. These members shall consist of two (2) of whom shall be outgoing Officers, two (2) from the general membership (exclusive of the Executive Board) and one (1) of whom shall be a teacher representative from the Executive Board. If there are not two (2) outgoing Officers, the President shall appoint another Officer as necessary.
- b) The President will supply the committee with the guidelines and criteria for contacting and selecting nominees for the available positions. Open positions may be listed in the PTO Newsletter.
- c) The committee shall elect an outgoing Officer as its chairperson.
- d) The Nominating Committee shall nominate an eligible person for each office to be filled and report its nominees to the Executive Board at the regular meeting in April, which shall approve each nominee prior to the annual meeting in June (hereinafter "Annual Meeting"), or at such other time as the Nominating Committee shall be required to convene.

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

Section 4. Resignation. Officers may resign at any time by giving written notice to the Secretary of the PTO, who shall advise the Executive Board of such resignation, which shall take effect at the time specified therein, or if no time is specified, then upon receipt of resignation notice by the Secretary of the PTO. Unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. Any individual Officer may be removed from office, with cause or for any reason provided in the Articles of Incorporation or Bylaws, by the action of two-thirds ( $\frac{2}{3}$ ) of the Executive Board.

Section 6. Vacancies.

- a) If a vacancy occurs in any office of the President, the President-Elect shall serve as President for the unexpired term as well as the following year. If there is no President-Elect, the vacancy may be filled for the unexpired portion of the term by the Executive Board. The President for the following year shall be elected in the same manner as any other officer.
- b) If a vacancy occurs in any office other than President, Past President or President Elect, the vacancy may be filled for the unexpired portion of the term of said office by a person elected by a majority vote of the Executive Board, notice of such election having been given three (3) days prior to the election.

Section 7. Method of Voting

- a) Neither the District Superintendent, nor the Past President shall have the right to vote, but shall serve on the Executive Board in an advisory capacity.
- b) Each Board member, except as provided in Section 5a, shall be entitled to one vote on any matter presented to the Board for a vote, even though such member may hold two (2) officer positions.
- c) Voting by proxy is prohibited. The Executive Board may allow for absentee voting, via email or paper distribution, as long as such intent is clearly communicated to an Executive Board Member at least one week in advance of the election.

## **ARTICLE VII - DUTIES OF OFFICERS**

Section 1. The President shall preside at all meetings of the Organization and of the Executive Board; shall be an ex officio member of all committees (except the nominating committee); shall perform such other duties as may be prescribed by these Bylaws or assigned to him/her by the Organization or by the Executive Board, and shall coordinate the work of the officers and committees, in order that the Objectives may be promoted. The President shall execute, in the name of the Corporation, any significant documents and papers concerning the business of the Corporation. The President shall serve as the primary contact for the principal and represent the Organization at meetings outside the

Organization. The President will put together an agenda in coordination with the Secretary for each monthly meeting and publish it at least three (3) days in advance of the meeting.

Section 2. The President-Elect shall act as an aide to the President and shall, in their designated order, perform the duties of the President in the absence or inability of that officer to serve.

Section 3. The Vice-President, Ways & Means, shall coordinate any fundraising events. They are responsible for establishing and maintaining vendor relationships, scheduling and coordinating events, appointing and working with chairpersons for each event to reach fundraising goals. They shall conduct periodic reviews of budget goals for each fundraising event, including expenses and projected revenues. They shall be members of the Budget committee.

Section 4. The Vice-President, School Services, shall choose and oversee chairpeople to arrange school programs that are directly provided by the school to the students. They will also orient new families into the Fox Point-Bayside School District system and PTO.

Section 5. The Vice-President, Administrative Services, shall oversee the annual enrollment of the PTO Membership and shall be in charge of coordinating the communication between the members of the PTO and the District.

Section 6. The Vice-President, Programs, shall choose and chair a committee to arrange school events for students, teachers & staff of the District.

Section 7. The Vice-President, Cultural Arts, shall be responsible for cultural arts and science, monitors the allocation and spending of cultural arts money at each grade level.

#### Section 8. The Secretary

The Secretary shall:

- a) Keep the original or dated copy of its Articles of Incorporation and Bylaws.
- b) Keep records of all meetings of the Organization and the Executive Board, conduct the correspondence and perform such duties as may be delegated to him/her.
- c) See that the books, reports, statements and all other documents required by law are properly kept and filed.
- d) Exhibit for inspection upon request the records of the Corporation to any member of the PTO.
- e) Shall keep at the registered or principal official a record of the names, phone and electronic addresses of the Executive Board.
- f) Shall post the minutes of the Corporation and any other publicity for general meetings and all events of the PTO in a designated public area in Stormonth Elementary School and Bayside Middle School.



#### Section 9. The Treasurer:

The Treasurer shall:

- a) Have charge and custody and be responsible for all of the funds of the Organization.
- b) Deposit all funds and securities in the name of the Corporation in such banks as shall be selected by the Executive Board.
- c) Shall keep a full and accurate account of receipts and expenditures, including assets, liabilities, gains, losses, capital and surplus.
- d) Shall make disbursements in accordance with Article IV herein and the approved budget, as authorized by the Organization and the Executive Board.
- e) Shall receive receipts and co-sign disbursement checks for monies due and shall co-sign checks from accounts receivable to the Organization Executive Board.
- f) Shall have available a financial statement at every meeting of the Organization and at other times when requested by the Executive Board. Financial records will be made available in written and/or electronic form.
- g) Shall render a full financial report at the June meeting. Financial report will be made available in written and electronic form.
- h) Shall prepare, file and have a printed copy available of the annual tax return no later than December 31 of every year.

#### Section 10. Auditing Committee.

The Treasurer's accounts shall be examined annually by the auditing committee of not less than three members, appointed by the President in June, who, satisfied that the Treasurer's annual report is correct, shall sign a statement to that fact at the end of the report.

#### Section 11. Budget Committee

The budget committee shall consist of the President, President-Elect, Treasurer and VP-Ways & Means. All members of the Executive Board are encouraged to participate as committee members. Additionally, all members of the Executive Board are expected to cooperate with the budget committee to produce an accurate budget forecast. The budget planning takes place in the Spring and it is approved by the Executive Board at the June meeting.

#### Section 12. Fund Allocation Committee

The Fund Allocation Committee shall help determine how the End of Year Gift granted by the PTO to Stormonth Elementary School and Bayside Middle School is to be spent. There shall be one committee for each school, consisting of the school principal, a staff member who is also a PTO member, a member of the Executive Board and an at-large PTO member with a child attending the school. The duties of the Fund Allocation Committee shall be to propose and discuss options for the best use of the funds distributed to each school by the PTO as an End of Year Gift.

Section 13. All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time. 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 materials pertaining to the office, and shall return to the Treasurer, without delay, all funds pertaining to the office.

## **ARTICLE VIII - EXECUTIVE BOARD**

Section 1. The executive board ("Executive Board" or "Board") shall consist of the following permanent positions :

- a) District Superintendent
- b) Bayside Middle School Principal & Teacher Representative
- c) Stormonth Elementary Principal & Teacher Representative
- d) PTO Past President
- e) PTO President
- f) PTO President Elect
- g) Secretary
- h) Treasurer
- i) Vice President - Ways and Means
- j) Vice President - School Services
- k) Vice President - Administrative Services
- l) Vice President - Programs
- m) Vice President - Cultural Arts and Sciences.

Section 2. A PTO member shall not serve as a voting member of a constituent organization's board on the local, council, district, region, state or national level while serving as a paid employee of or under contract to, that constituent organization.

Section 3. The duties of the Executive Board shall be:

- a) To transact necessary business in the intervals between Organization meetings and such other business as may be referred to it by the Organization.
- b) To approve the plans of work of the standing committees and representatives.
- c) To present a report at a meeting of the Organization as necessary.
- d) To create special committees as necessary and approve the plans of work of these committees. The President with the help of the Executive Board shall select the chairmen of special committees.

Section 4. Executive Board Meetings

- a) The June meeting shall be a joint meeting with acting and newly elected Executive Board members attending.
- b) Special meetings of the Executive Board may be called by the President or by a majority of the members of the Executive Board.

Section 5. A majority of the Executive Board shall constitute a quorum for the transaction of business.

Section 6. The Executive Board may invite a chairperson of any special committee, or any other member, or teacher to attend its meetings for the purpose of advising or informing the Board. However, no person but those designated in Section 1 of this Article shall be entitled to vote on matters before the Executive Board. All meetings are open to the public.

## **ARTICLE IX - MEETINGS**

Section 1. General meetings of the Organization should be held, once a month, during the school year. The Executive Board shall determine dates and times of meetings. Five (5) days notice shall be given of a change of date, except in an emergency. At least (2) general meetings should be held each school year – one for Disbursements and one for Election of new Officers.

Section 2. Special meetings of the Organization may be called by the President or by a majority of the Executive Board, upon two (2) days notice.

Section 3. The election shall be held at the May meeting and the installation of officers at the June meeting.

Section 4. If there are no general members present at the meeting, the recommendations, as made by the Executive Board, will be considered approved by the general membership.

Section 5. The privilege of holding office, introducing motions, debating and voting shall be limited to members of the Organization whose current dues are paid.

Section 6. Meetings of the members may be held at any place within the District reasonably accessible to the general membership.

Section 7. Notice of any meeting of the Corporation, in each case specifying the place, date, time and purpose of the meeting, shall be given to each member by delivering notice at least five (5) days before such meeting. Notice shall be published on the Fox Point - Bayside School District portal and/or e-mailed to members.

Section 8. Any action, which may be taken at a meeting, may be taken without such meeting if all the members shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of members.

Section 9. A majority of members present in good standing shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members present at a duly held meeting at which a quorum is present shall be the act or decision of the members, unless the laws, the Articles of Incorporation of the Corporation, or these Bylaws require a greater proportion.

Section 10. Any meeting of the members, whether or not a quorum is present may be adjourned by the vote of a majority of the members present. Notice of the time and place of an adjourned meeting need not to be given to absent members if said time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Section 11. The PTO President, or in absence of the President, the President-Elect shall act as chair at every meeting of the members. The PTO Secretary, or in absence of the PTO Secretary any person appointed by the chair of the meeting, shall act as the Secretary of the meeting.

## **ARTICLE X - COMMITTEES**

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

Section 2. It shall be the duty of the President to name chairpeople of each of the standing committees:

- a) To name representatives to attend and report on School Board meetings and any other Boards as may be deemed necessary.
- b) To appoint a Budget Committee, as deemed necessary.
- c) To appoint an Audit Committee, as deemed necessary.
- d) To appoint a Fund Allocation Committee, as deemed necessary.
- e) To create such standing or special committees as may be deemed necessary to promote the Objectives and carry on the work of the Organization, and shall select a chairman for each. Their term shall be one year.

## **ARTICLE XI - FINANCIAL POLICIES**

Section 1: Fiscal Year – The fiscal year of the PTO begins August 1 and ends July 31 of the following year. A tentative budget for each fiscal year shall be drafted and approved by a majority vote of the members present at the June general meeting.

Section 2: Banking – All funds, excluding petty cash funds, shall be kept in a checking bank account in the name of Fox Point-Bayside PTO and held at a single, specified local financial institution. Both the President and Treasurer have signing authority on the checking bank account.

The Treasurer shall keep accurate records of any disbursements, income, and account information. Only the Treasurer can deposit money into the checking account.

The President, together with the Treasurer, shall review on a monthly basis the bank statement to understand all deposits and/or withdrawals made to the account.

The President, together with the Treasurer, shall sign all bank checks or vouchers in excess of Five Hundred Dollars (\$500), or shall delegate the signing of such documents to subordinates under his or her direction and control.

### Section 3: Accounts Receivable

Procedure - All accounts receivable, including cash or check, are for deposit only. The preferred method of accounts received is by check, and cash funds received should be discouraged whenever possible. The Treasurer shall endorse all account receivable checks on behalf of the Organization prior to a bank deposit. All account receivable checks on behalf of the Organization should be made payable to the "Fox Point-Bayside PTO." All funds collected from an event where the use of the petty cash box is not involved, must have a "Funds Received" form completed and signed. When the Treasurer receives the bank receipt for the deposit and verifies that the deposit is in the PTO account, the receipt will be forwarded to the committee chairperson who originally wrote up the "Funds Received" form as a receipt to be kept with the event files. The Treasurer's files must include sufficient information to support the revenue for the year-end audit.

Timing - All funds received must be given to the Treasurer within one (1) week of receiving funds for an event or deadline for a product (i.e. Yearbook). The exception to this is for classes or events that require a minimum number of persons. Checks may be held until the minimum number has been received and that confirmation the event/class will be held is received. All deposits shall be made by the Treasurer within a maximum of one (1) week of the Treasurer receiving the funds.

Section 4: Accounts Payable – All checks, drafts, or other orders for the payment of money on behalf of the Organization in excess of \$100 shall be co-endorsed by the Treasurer and the President. All disbursements shall be made within a maximum of thirty (30) days from the receipt of the orders of payment or earlier as indicated by individual vendor requirements. All payments over \$100 need prior budget approval and receipt of purchase before a check may be issued. No payments, regardless of cost, will be dispersed without an invoice.

Section 5: Withdrawals – Two party signatures by the President and Treasurer are mandatory on any and all monetary withdrawals as authorized previously in these Bylaws. Cash withdrawals should only be used in cases of emergency and as approved by majority vote of the Executive Board at the meeting prior to the proposed withdrawal. Check payment is the preferred method of payment for all PTO financial transactions.

### Section 6: Petty Cash Box

Definition – A PTO petty cash box shall be maintained to accommodate day to day financial transactions needed to conduct routine PTO business. The petty cash box shall be locked and held in the elementary school office. The petty cash box is the responsibility of the Treasurer. The cash box shall contain no more or no less than \$100, or a designated amount prior to a particular event not to exceed \$400. Two adults must be present with the cash box money at all times when the cash box is not locked in the elementary office.

Money Handling Procedure Before an Event Using the Cash Box –

Any cash transactions of the PTO petty cash box must have two adults witness and count cash before and after any activity and sign the “Cash Box Log.”

Request notification for cash box use must be given to the Treasurer at least one (1) week before an event.

Money Handling Procedure After Event Using the Cash Box –

All funds received in cash must be counted by two adults, preferably with one of the two being a PTO Committee Chair or Officer.

Separate currency by denomination, and fill in amounts on the “Bank Deposit Form” form.

Log number of checks and total value on the “Bank Deposit Form” form.

The “Bank Deposit Form” form signed by counters, and the money, must be given to the Treasurer within one (1) week of the event. Contact the Treasurer to make arrangements to transfer funds; do not put them in the Treasurer’s mailbox. When the Treasurer receives the bank receipt for the deposit and verifies that the deposit is in the PTO account, the receipt will be forwarded to the committee chairperson who originally wrote up the deposit as a receipt to be kept with the event files.

Section 7: Donations – Any generalized donations not specific to any fundraising activities, shall receive a written receipt by the Treasurer. Property or check donations are the preferred methods of donation. Cash donations received should be discouraged whenever possible. All donations should be recorded by the Treasurer and reflected in the financial reporting.

Section 8: Reimbursement – The PTO prefers to pay bills directly using a PTO check, rather than requiring individual volunteers to pay expenses and then get reimbursed. However, there will be circumstances where reimbursements are necessary. All reimbursements require a receipt and a “Check Request” form to be submitted. There will be no reimbursement of expenses without the actual receipt or invoice and a completed “Check Request” form under any circumstances. Volunteers must turn in completed “Check Request” forms and the receipts to their respective committee chairperson. The chair of an event/activity is responsible for collecting and submitting all receipts and completed “Check Request” forms to the PTO Treasurer within one (1) week of the event. Blank signed checks will not be issued for any reason. Allow two (2) weeks for processing of a check request. If the request is more time critical, contact the Treasurer by phone or email. All requests for checks must be in the hands of the Treasurer by July 1st to allow adequate time for processing. If payment is needed prior to an event, please contact the treasurer as early as possible to schedule the payment.

Section 9: Reporting and auditing– All financial activity shall be recorded in a computer based or manual accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly and as requested by any current member. The Treasurer must bring an official monthly financial institution statement to each general meeting, including a recent account balance and all account activity in the previous month. The PTO shall arrange an independent, professional review of its financial records each year, and keep it in a secured file for at least seven (7) years. The cost of the independent review shall be included in the annual budget.

Section 10: Ending balance – The Organization shall leave a minimum of \$10,000 in the treasury at the end of each fiscal year. The PTO may donate monies to the Schools in the District coded account in order to meet IRS and non-profit financial obligations.

Section 11: Contracts – Contracts are valid only when signed by the President and another Executive Committee member. The President or other Executive members shall not have the authority, however, to enter into contracts or agreements for the purchase of materials or services on behalf of Fox Point-Bayside Schools, nor should they hold themselves out as having such authority. The PTO should only enter into written (not verbal) contracts. Independent contractors earning above \$600 must supply a street address and social security number for IRS purposes; use Form W-9.

Section 12: Tax exemption - The PTO has its own tax ID # for sales tax exemption purposes. Copies of the sales tax exemption certificate are kept by the Treasurer, and are also available on the website. In order to take advantage of the exemption, purchases must be made directly with PTO funds via a PTO check. Members cannot purchase items with personal funds or cash and receive the sales tax exemption. The Treasurer keeps a copy of federal tax exemption paperwork. If additional copies are needed or if a specialized letter is needed, please contact the Treasurer. Any donor who requests documentation of the PTO's tax-exempt status should be provided with the "IRS Tax Exempt Determination Letter." A copy of this letter is available from the Secretary/Treasurer.

Section 13: Request for Funds - Requests for funding by the Corporation shall be submitted in writing to the Treasurer, before any expense is incurred, this includes PTO members and the schools of the District.

## **ARTICLE XII - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this PTO and its constituent organizations in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

## **ARTICLE XIII – INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS**

Section 1: Mandatory Indemnification. The Corporation shall, to the maximum extent permitted under the Wisconsin non-stock corporation law, as amended, indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of or volunteered services to the Corporation; or is or was serving at the request of the Corporation as a director, officer, employee, or agent of any committee or of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators, and personal representatives of such a person.

Section 2: Supplementary Benefits. The Corporation may supplement the right of indemnification under Section 6.1 by the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

## **ARTICLE XIV - AMENDMENTS**

### Section 1.

a. These Bylaws may be amended at any regular meeting of the Organization by a two-thirds vote of the members present and voting, provided that notice of the amendment has been given at the previous regular meeting or in the Newsletter (at least 30 days prior to the meeting at which the amendment is voted upon).

b. In school years ending in an even number, The Executive Board shall create a committee to study these Bylaws and to propose any amendments the committee deems desirable. This requirement can be waived by the Executive Board as long as there are not two (2) consecutive such waivers. If an amendment is needed the committee shall submit a revised set of Bylaws as a substitute for the existing Bylaws by a majority vote at a meeting of the Organization, or by a two-thirds vote of the Executive Board.