

**Bylaws of the Tootin' Hills School  
Parent Teacher Organization, Inc.**

**ARTICLE I: NAME**

The name of this organization shall be the Tootin' Hills School Parent Teacher Organization, Inc. hereinafter referred to as "Organization".

**ARTICLE II: MISSION**

The purpose or purposes for which this Organization is organized are:

A. This Organization is organized exclusively for charitable purposes or literary or educational purposes, including, for such purposes, the making of distributions to The Town of Simsbury in support of the Tootin' Hills Elementary School and/or other organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

B. In furtherance of the foregoing, the specific purposes of the Organization shall include:

- (a) to promote the welfare of the students of Tootin' Hills School
- (b) to work for adequate laws, regulations, and programs for the care and protection of these children
- (c) to maintain an environment in which parents and teachers may cooperate intelligently in securing for every child the highest advantages in physical, mental, social and moral education
- (d) to cooperate in school/community activities

C. Notwithstanding any other provision of these Bylaws, the Organization shall not carry on any other activities not permitted to be carried on (a) by an Organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE III: POLICY**

### Section 1

The general policy of the Organization shall be:

- A. To involve parents and school personnel in a cooperative and sustained system of activities which will enhance the educational and social opportunities of the children both in the school and at home;
- B. To facilitate school/home relationships by enabling parents and school personnel to:
  - a. Define their relationship to each other
  - b. Define their roles as they pertain to the children served by the schools
  - c. Identify the needs and resources of the district, its families, and its community;
- C. To provide teachers and administrators with opinions and viewpoints that will lead to a better analysis of the needs of the students and more relevant program planning;
- D. To sustain parental interest and to provide the resources needed by school personnel to function effectively in a working relationship with parents and other community members; and
- E. To work constructively with the school administration while never seeking to exercise or control school administrative functions.

### Section 2

The Organization shall be nonprofit and shall not have or issue shares of stock or make distributions. No substantial part of the activities of the Organization shall be lobbying or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. No part of the net earnings of the Organization shall inure to the benefit of or be distributable to the Organization's directors, 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 the Organization's Certificate of Incorporation and these Bylaws.

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

### Section 1

The membership shall consist of residents within the school's district and of parents/guardians of students attending the school upon payment of annual dues.

The administration and faculty of the school are also members of the Organization. The administration and faculty are exempt from annual dues and shall not have voting privileges unless specifically provided for herein.

### Section 2

The annual dues for membership in the Organization shall be an amount determined to be appropriate by the PTO Executive Board. Annual dues are due and payable as established from time to time by the PTO Executive Committee. Annual dues shall be assessed on a family or household basis (a "Membership Unit"), not on an individual member basis.

### Section 3

The privilege of holding office, making motions and voting shall be limited to members of the Organization who are in good standing, except as may be otherwise provided. Members that have paid their Annual dues shall be deemed in "good standing".

### Section 4

Members shall not be personally liable for debts, liabilities or obligations of the Organization.

### Section 5

Members of the Organization in good standing have the power:

- a. To elect the officers of the Organization at the annual election meeting of members as provided for hereinafter.
- b. To remove from office any officer for good and sufficient cause, at a regular or special meeting with a quorum of at least 25 Membership Units present by a two-thirds majority of the Membership Units voting.
- c. To amend these bylaws by resolution adopted by an affirmative vote of at least 2/3 of the Membership Units present at a duly called meeting with a quorum being present. For purposes of this subparagraph, a quorum shall be 25 Membership Units.

- d. To waive or suspend any bylaw by resolution adopted by an affirmative vote of 2/3 of the Membership Units present at a duly called meeting with a quorum present. For purposes of this subparagraph, a quorum shall be 25 Membership Units.
- e. Each Member shall have the right at reasonable times to inspect the books of account and membership records of the Organization on the written request to the President.

#### Section 6

Membership in this Organization is not transferable or assignable.

#### Section 7

The Executive Board, by affirmative vote of two-thirds of the voting members of the board present at any regularly scheduled meeting of the board or special meeting of the board at which a quorum is present, may suspend or expel a member for cause after an appropriate hearing and with proper notice.

#### Section 8

Notwithstanding anything contained to the contrary herein, only one person per Membership Unit may cast a vote in any matter properly before the membership for a vote.

### **ARTICLE V: OFFICERS AND ELECTIONS**

#### Section 1

The officers of this organization shall be President, First Vice President, Second Vice President, Secretary and Treasurer.

#### Section 2

The First Vice-President will automatically assume the office of President in the year following his or her election as First Vice-President. Notwithstanding the foregoing, should the First Vice-President be unable or unwilling to assume the office of President in the year following his or her election as First Vice-President, the Second Vice-President shall assume the office of President. If both the First Vice-President and Second Vice-President are unable or unwilling to assume the office of President as aforesaid, then the Executive Board shall appoint a President who shall serve until the next annual meeting of the members where the office of the President shall be put to a vote to the members following proper notice. If there is not time for proper notice prior to the annual meeting, then the Executive Board may appoint an interim President until either (a) a vote of the

members can be properly held at a special meeting of the members called by the Executive Board; or (b) until the next following annual meeting.

Section 3

Officers shall serve from the last Organization meeting of the school year until the last Organization meeting of the following year or until their replacement is elected and takes office. No officer shall be eligible to be elected for the same office for more than two consecutive years unless there is no other candidate put forward by the Nominating Committee.

Section 4

Any officer or agent, such as a committee chair, may be removed by the Executive Board whenever in its judgment the best interests of the PTO would be served thereby. The method of removal shall be by two thirds vote of the voting members of the Executive Board present at a regular or properly called special meeting at which a quorum of the Board is present. Any person that may be the subject of removal under this sub-section shall not be counted for purposes of establishing a quorum. Any person that may be the subject of removal shall not vote in any resolution regarding such Board Member's removal to the extent applicable.

Section 5

Only one person per Membership Unit may be elected or appointed as an Officer of this Organization.

Section 6

(a) Officers shall be elected by the members at the annual election meeting held in the spring of the current school year or at a meeting called by the Board for the purpose of election of officers if the spring election meeting is not properly scheduled. If the election of Officers is not held in the spring, the Executive Board shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

(b) Prior to the annual election meeting, the President shall appoint a Nominating Committee from among the Executive Board of at least two members whose duty shall be to present a slate of candidates for the succeeding year.

(c) The Nominating Committee must obtain the consent of each proposed candidate.

(d) The slate of candidates shall be published by the Nominating Committee no less than 7 days but preferably 14 days prior to the meeting scheduled for the election of officers.

(e) Additional nominations may be made from the floor at the meeting scheduled for election of officer with the consent of the nominee.

(f) The notice of the election meeting will be published at the same time as the slate of candidates.

(g) If there is more than one candidate for an office, written ballot voting is required for such office. If there should be but one candidate for any office, by motion from the floor, the election for such office shall be by voice vote. A majority vote of those members at a duly called meeting with a quorum present determines those elected. No vote may be cast by proxy. A tie shall be broken by the drawing of lots.

#### Section 7

A vacancy occurring in an office shall be filled by the Executive Board.

### **ARTICLE VI: DUTIES OF OFFICERS**

#### Section 1

The President shall preside at all meetings of the Organization, the Executive Board and the Executive Committee; shall be a member ex-officio of all committees except the Nominating Committee and shall designate a chairman of all committees, subject to Board approval.

#### Section 2

The First Vice-President shall act as an aide to the President, shall perform the duties of the President in the absence of said officer, and shall chair the By-Law Revision Committee.

#### Section 3

The Second Vice-President shall act as an aide to the President and shall perform the duties of the President in the absence of both the President and the First Vice-President.

#### Section 4

The Secretary shall keep a record of all meetings of the Organization and of the Executive Committee. Copies of the minutes shall be provided to all Board members prior to the next meeting. Meeting minutes should include:

- A. The kind of meeting (regular or special),
- B. The name of the organization,

- C. Date and place of the meeting,
- D. Presiding officer and Secretary,
- E. Public comments,
- F. Name of member making and seconding each main motion,
- G. A summary of all reports,
- H. The signature of the Secretary

The Secretary shall handle all correspondence as deemed necessary by the Executive Board.

#### Section 4

The Treasurer shall receive all money of the Organization, shall keep an accurate record of receipts and expenditures, and shall disburse funds only as authorized by the Organization. The Treasurer shall provide a statement of account for every meeting of the Organization and at other times when requested by the Executive Committee. The Treasurer shall file, or cause to be filed, all applicable federal and state tax returns required of the Organization. The Executive Committee shall establish a spending limit, over which two signatures of the Executive Committee are required.

### **ARTICLE VII: MEMBERSHIP MEETINGS**

#### Section 1

A regular meeting of the members of the Organization may be held once a month, during the school year. Membership meetings may be held on a less or more frequent basis at the discretion of the Executive Committee. Notwithstanding the foregoing, there shall be at least three membership meetings held during the school year.

#### Section 2

A special meeting of the members may be called at any time by the President, the Executive Board, or by members of the Organization provided they represent at least twenty-five (25) Membership Units. The time and place of the meeting shall be determined by the Executive Committee and shall be conducted in the same manner as a regular meeting.

#### Section 3

Unless otherwise provided for herein, any ten (10) members in good standing representing ten (10) Membership Units shall constitute a quorum. A majority vote of Membership Units that participate in any vote, at any meeting at which a quorum is present, shall be the act of the members, except as otherwise required by these by-laws. If a quorum is not present or represented and entitled to vote at any meeting of the members, the Membership Units present, by a majority vote, shall have the power to adjourn the meeting from time to time without notice other

than announcement at the meeting until the requisite amount of Membership Units for a quorum shall be present or represented. At any adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as first convened had there been a quorum. The Membership Units present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of one or more Membership Units so as to leave less than a quorum present or represented.

#### Section 4

Written, printed or emailed notices stating the place, day and hour and the purpose or purposes for which the meeting is called, of all annual or special meetings of members, shall be delivered not less than seven (7) nor more than forty-five (45) days before the date of the meeting, either personally or by mail, by or at the direction of the president or the secretary or the officers or persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Organization with postage prepaid thereon. If emailed, such notice shall be deemed to be delivered when sent by email to the member at his/her email address as it appears on the records of the Organization. It shall be the responsibility of the member to provide a current email address to the Executive Committee.

#### Section 5

The President shall preside at all meetings of the membership, or in the absence or inability of the President, the First Vice-President shall preside or a president pro tem selected for that purpose by the members present.

#### Section 6

The order of business at all meetings of the membership shall be generally as follows:

- a. Proof of Notice of Meeting or Waiver of Notice;
- b. Reading of Minutes of preceding meeting;
- c. Reports of Executive Board;
- d. Reports of Committees;
- e. Report of Officers;
- f. Election of Executive Committee members (if applicable);
- g. Unfinished business;
- h. New business;
- i. Any other business proper to come before said meeting.

#### Section 7

At every meeting of the members, Membership Units shall be entitled to cast one (1) vote which vote must be cast in person on each matter submitted to a vote at such meeting of members. Voting by proxy shall not be permitted.



### Section 8

For the purpose of determining the Membership Units entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent or dissent from any proposal without a meeting, or for the purpose of any other action, the Executive Board may fix, in advance, a date as the record date for any such determination of Membership Units. Such date shall not be more than forty-five (45) nor less than ten (10) days before the date of such meeting, nor more than forty-five (45) days prior to such action. If no such record date is fixed:

(i) The record date for the determination of Membership Units entitled to notice of or to vote at a meeting of members shall be at the close of business of the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held.

(ii) The record date for determining members for any purpose other than that specified in subsection (i) above, shall be at the close of business on the day on which the resolution of the Executive Board relating thereto is adopted.

When a determination of Membership Units or Members entitled to notice of or to vote at any meeting of the members has been made as provided in this Article VII, Section 8, such determination shall apply to any adjournment thereof, unless the Executive Board fixes a new record date for the adjourned meeting.

## **ARTICLE VIII: EXECUTIVE COMMITTEE/ EXECUTIVE BOARD**

### Section 1

The Executive Committee shall consist of the elected officers of the Organization. The duties of the Executive Committee shall be to transact necessary business as may be referred to it by the Organization and to present reports at the regular meeting of the Organization.

### Section 2

The Executive Board shall consist of the Executive Committee, one Member in good standing elected by the Members and the Principal of Tootin' Hills School (or other designee of the Simsbury Board of Education). The Principal of Tootin' Hills School (or other designee of the Simsbury Board of Education) shall not be a voting member of the Executive Board, although he/she may participate in and provide input at all Executive Board meetings.

### Section 3

The duties of the Executive Committee shall be to transact necessary business in the intervals between Executive Board and/or membership meetings and such other business as may be referred to it. The Executive Committee is authorized to make expenditures not in excess of \$500.00 without the approval of the Executive Board.

#### Section 4

Meetings of the Executive Committee shall be held at the discretion of the President or by a majority of the Executive Committee.

#### Section 5

The duties of the Executive Board shall be to guide the business and activities of the Organization, to provide general oversight of the work of the committees, to transact the business of the organization, to approve the expenditures of funds and to approve a budget for the organization as provided hereinafter.

#### Section 6

Meetings of the Executive Board shall be held monthly or at the discretion of the President or by a request of a majority of the Executive Board. Attendance of a majority of the voting members of the Executive Board shall constitute a quorum. A majority vote of voting members of the Executive Board that participate in any vote, at any meeting at which a quorum is present, shall be the act of the Executive Board, except as otherwise required by these by-laws. If a quorum is not present or represented and entitled to vote at any meeting of the Executive Board, the voting members of the Executive Board present, by a majority vote, shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting until the requisite amount of Executive Board Members for a quorum shall be present or represented. At any adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as first convened had there been a quorum. The Executive Board members present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of one or more Executive Board Members so as to leave less than a quorum present or represented.

#### Section 7

Prior to the end of each school year, the Executive Committee shall submit for approval by the members a proposed annual budget for the following school year. The proposed annual budget shall reflect expenses deemed necessary by the Executive Committee to carry out the purposes of the Organization from August 1st of the current year to July 31st of the following year. If the members fail to adopt a budget by August 1st, then the Executive Board may adopt a budget that shall be in force from August 1st to July 31st or until such budget is later amended by either the Executive Board or the members. Once an annual budget has been adopted, the Executive Board may amend the budget throughout the fiscal year if and as necessary to meet the needs of the Organization.

#### Section 8

The outgoing Executive Board shall meet with the incoming Executive Board to insure continuity of the organization.

## Section 9

(a) Any Executive Board member or officer, or any other agent or committee member appointed by the Executive Committee or Executive Board, may resign his/her office at any time by giving written notice of his/her resignation to the President or the Recording Secretary of the Organization. Such resignation shall take effect at the time specified therein or, if no time is specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

(b) If an Executive Board member or officer, or any other agent or committee member appointed by the Executive Committee or Executive Board dies while in office, such person shall be deemed to have resigned and such resignation shall take effect immediately.

(c) Any Executive Board member who shall fail to attend three consecutive meetings of the Executive Board, whether regular or special meetings without just excuse as determined by the Executive Board, shall be deemed to have automatically resigned from the Executive Board, and from any office he/she may hold, without notice or demand, and the vacancy so created shall be filled by the Executive Committee except as may be otherwise as provided for herein.

(d) Any Executive Board member may be removed by the Executive Board whenever in its judgment the best interests of the PTO would be served thereby. The method of removal shall be by two thirds vote of all Board Members present at a regular or properly called special meeting at which a quorum of the Board is present. Any Board Member that may be the subject of removal shall not be counted for purposes of establishing a quorum under this sub-section. Any Board Member that may be the subject of removal shall not vote in any resolution regarding such Board Member's removal.

#### Section 10

On the terms, to the extent and subject to the conditions may be prescribed by statute, by the Articles of Incorporation and by these by-laws, as the foregoing may be amended from time to time, and by such rules and regulations not inconsistent with applicable law as the board may in its discretion impose in general or in particular cases or classes of cases, the board, acting on behalf of the Organization, in the manner prescribed by the Articles of Incorporation and these by-laws, shall indemnify and reimburse any person made a party to any action, suit or proceeding, other than an action by or in the right of the Organization, by reason of the fact that he, or a person for whom he is a legal representative or successor, is or was a Board member, officer or agent of the Organization for expenses, including attorney's fees and such amount of any judgment, money decree, fine, penalty or settlement for which he may become liable as the board deems reasonable, actually incurred by him/her in connection with the defense or reasonable settlement of any such action, suit or proceeding, or any appeal therein, provided that such person and the person whose legal representative he/she is, acted in good faith and in a manner he reasonably believed to be in the best interests of the Organization, and, with respect to any criminal action or proceeding that he had no reasonable cause to believe his/her conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which he/she, or such person whose legal representative or successor he/she is, may be entitled.

#### Section 11

Only one person per Membership Unit may be elected or appointed as a member of the Executive Board.

### **ARTICLE IX: STANDING COMMITTEES**

#### Section 1

There shall be such Standing Committees created by the Executive Committee as may be required to promote the purpose and interests of the Organization. The chairpersons of the Standing Committees shall be solicited from the general membership under the direction of the incoming Executive Committee. Their appointment shall be for one year running concurrently with that of the officers.

## **ARTICLE X: SPECIAL COMMITTEES**

### Section 1

There shall be such Special Committees created as the Executive Committee sees fit. The chairperson of the Special Committee shall be appointed by the President.

## **ARTICLE XI: FINANCES**

### Section 1

The business year of this organization shall begin on the first day of August and end on the thirty-first day of July following in each calendar year.

### Section 2

The Executive Board may accept on behalf of the Organization any contribution, gift, bequest, or devise for any purpose of the Organization.

### Section 3

The Executive Board shall have the Treasurer's account reviewed annually by an impartial examiner.

### Section 4

The Organization is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earning shall inure to the benefit of any member, board member officer or private person, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Organization in carrying out one or more of its purposes. The balance, if any, of all money received by the Organization from its operations, after the payment in full of all debts and obligations of the Organization of whatever kind or nature, shall be used and distributed exclusively for charitable, scientific, and educational purposes.

### Section 5

No loans shall be made by this Organization to its officers, board members or general members. Any board member of this Organization who votes for or assents to the making of any loan to any board member, general member or officer of this Organization, and any officer or Executive Board member participating in the making of such loans, shall be jointly and severally liable to this Organization for the amount of such loans until the repayment thereof.

### Section 6

In the event of the dissolution of this Organization for any reason whatsoever, the plan providing for the distribution of assets during the process of such dissolution shall be as follows:

- a. All liabilities and obligations of this Organization shall be paid, satisfied and discharges, and in case its property and assets are not sufficient to satisfy or discharge all of the Organization's liabilities and obligations, the Organization shall apply them so far as they will go to the just and equitable payment of the liabilities and obligations;
- b. Any assets held by the Organization upon condition requiring return, transfer or conveyance, which conditions occur by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
- c. Any and all other assets of this Organization, upon its dissolution for any reason, which shall remain on hand after final audit of the books shall revert to another organization of like character and purpose; or if there be no such organization, same shall revert to the Town of Simsbury, Connecticut, for the use of the Board of Education of the Town; and in the event of such time the said Town of Simsbury is unable or unwilling to accept such distribution, or is not at the time a qualified donee, such remaining assets shall be distributed for charitable purposes (as stated in the Articles of Incorporation).

Notwithstanding provisions for amendments to these by-laws as provided in Article Twelve, such provisions shall not apply to this Article Eleven, Section 6, which cannot be amended without revision of the Articles of Incorporation.

## **ARTICLE XII: MISCELLANEOUS**

### Section 1

This Organization shall have no seal.

### Section 2

This Organization shall keep correct and complete books and records of account and shall keep the minutes of the proceedings of the Executive Board and of meeting of the members and of any committee having any authority of the Executive Board, which books and records shall be the property of this Organization and may be inspected at any reasonable time by any Executive Board member or general member, or by his/her agent or attorney for any proper purpose.

A record of the names and addresses of the members entitled to vote shall also be kept by the organization at the registered office or at such other location(s) as the Executive Board may designate from time to time.

### Section 3

Any action required by law to be taken at a meeting of the Executive Board or meeting of members of this Organization, or any action which may be taken at any meeting of the Executive Board, or of the members, or of any committee, may be taken without a meeting if a consent in writing, or by email, setting forth the action to

be taken, shall be signed (or approved via email) by all of the members entitled to vote with respect to the subject matter thereof, or all of the members of the Board or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such, as appropriate, in any articles or documents filed with the secretary of the State of Connecticut.

#### Section 4

No member or members of this Organization shall represent or pledge the credit, sponsorship or cooperation of this Organization for any purpose unless authorized to do so by the Executive Board.

#### Section 5

These by-laws may be amended or new by-laws adopted, at any annual or special meeting of the members of this Organization in accordance with the following procedures and conditions:

- a. The Executive Board must recommend the proposed amendment(s).
- b. The Executive Board must circulate the proposed amendment(s) to the membership at least fourteen (14) days prior to the meeting in which action is to be taken.
- c. An affirmative vote of  $2/3$  of the Membership Units who cast a vote at a duly called meeting, a quorum being present, shall be necessary for ratification of amendments. An abstention shall not be considered a vote.

#### Section 6

On questions of parliamentary procedure not covered by these bylaws, the latest edition of Robert's Rules of Order shall govern.

Amended 6/7/16