

**ROBERT C. LINDSEY ELEMENTARY PARENT TEACHER
ORGANIZATION, INC.
Chesterland, Ohio**

**Bylaws
Adopted September, 2018**

PREAMBLE

Purpose and Charitable Activities

The Robert C. Lindsey Elementary Parent Teacher Organization, Inc. is organized exclusively for charitable, educational, religious or scientific purpose within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 as may be amended from time to time (or corresponding section of any future Federal tax code).

Objectives

The objectives of the Robert C. Lindsey Elementary Parent Teacher Organization, Inc. shall be to promote interest in the welfare of children in the home, school and community; to develop communications between educators and the parents of Robert C. Lindsey Elementary School in a united effort to secure for every child the highest advantages in physical, mental, and social education; to advise the residents of the community as to the programs, policies and activities relating to Robert C. Lindsey Elementary School and the West Geauga Local Schools; and to provide fund raising opportunities to support the programs and activities of this organization. The programs of this organization shall enrich the educational experience of students, parents, grandparents, guardians, and teachers and shall be developed through conferences, committees, and projects.

This organization shall seek neither to direct the administrative activities of Robert C. Lindsey Elementary School nor to control its policies.

**ARTICLE I
Non Partisan Activities**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

No substantial part of the activities of the corporation shall be to engage in propaganda or otherwise attempt to influence legislation, and the corporation 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. Robert C. Lindsey Parent Teacher Organization, Inc. shall follow West Geauga Local Schools Board of Education policies for West Geauga Local Schools elections and ballot issues.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 as may be amended from time to time (or corresponding section of any future Federal tax code).

ARTICLE II Members

Section 1. Members

Members of the Corporation shall consist of Robert C. Lindsey parents, guardians, grandparents, teachers, staff and administrators of the West Geauga School District, who have paid membership dues for the current school year. Dues shall be set by the Executive Committee annually. An annual membership drive shall take place in the Fall of each school year. Each membership is entitled to one vote in elections or motions. One family may contain a maximum of two votes if two parents, grandparents, or guardians paid a membership fee.

The members of the Executive Board are by definition and for purposes of ORC Section 1702.14 the officers and directors of Robert C. Lindsey Elementary Parent Teacher Organization, Inc. Members of the Executive Board shall be entitled to vote for Officers of Robert C. Lindsey Elementary Parent Teacher Organization, Inc.

Section 2. Annual Meeting

The annual meeting of the Members of the Corporation shall be held for the purpose of electing officers and for the consideration of annual committee reports. The annual meeting shall be held at the Corporation's principal office at Robert C. Lindsey Elementary School, Chesterland, Ohio in the first week of April or such other time and place within this state during the month of April as Robert C. Lindsey Elementary Parent Teacher Organization, Inc. or the President may designate, provided that at least fifteen (15) days notice of the location and time for the annual meeting is provided to all current Members. Notice for the annual meeting must be given through a flyer sent or electronic means.

Section 3. Regular Membership Meetings

The regular meetings of Robert C. Lindsey Elementary Parent Teacher Organization, Inc. shall be held at Robert C. Lindsey Elementary School, Chesterland, Ohio or other appropriate place not less than once each month during the school year as determined by the incoming officers of the organization in cooperation with the principal of Robert C. Lindsey Elementary School. Regular meetings shall be open to any community member, parent grandparent, or guardian of a Robert C. Lindsey Elementary School student, teacher, administrator or staff. The privilege of introducing motions and voting on matters presented shall be limited to Members whose dues are paid. The January executive

board meeting of the Robert C. Lindsey Parent Teacher Organization, Inc. shall replace the January Membership meeting.

Section 4. Special Meetings

Special meetings of the Executive Board may be called by the President or any three members of the Executive Board. All members of the Executive Board shall be notified of the date, time, and place of any special meetings called at least three days in advance.

Special meetings of the Robert C. Lindsey Elementary Parent Teacher Organization, Inc. are held when there is business that requires urgent attention and cannot wait until the next regular meeting. A special meeting can be called by the Executive Board or by a written request explaining the reason for the special meeting to the Executive Board signed by at least eight Robert C. Lindsey Elementary Parent Teacher Organization, Inc. paid members. All members of the Robert C. Lindsey Elementary Parent Teacher Organization, Inc. shall be notified of the date, time, and place of any special meetings at least three days in advance. Members must be notified of a special meeting through notice sent home, or any electronic methods.

The notice for a special meeting must specifically set forth every issue the meeting will address. No other business can be conducted at a special meeting. This rule protects the rights of absentees and cannot be suspended.

Section 5. Notice of Meetings

A calendar of meetings shall be determined in May of each year for the following school year. The first meeting shall be held no later than September 30th of the current school year. Notice of all meetings shall state the time, place and purposes thereof and shall be given by the President or Secretary to each Member entitled to notice of such meeting by email and by posting in the school newsletter each month. Notice of the Annual Meeting shall be sent to each member at least fifteen days prior to said meeting, by special notice sent home with each student and by electronic means. All meeting times and places shall also be posted on the PTO website.

Section 6. Quorum

At any meeting of its Members, there shall be present in person, in order to constitute a quorum, at least seven Members of the Corporation, including officers present, in order to conduct business. If seven members are not present, all voting issues shall be tabled until the next following regular membership meeting. All non-voting matters may be presented and discussed.

Section 7. Voting

At any meeting of Members, each person who is a paid member of the Corporation is entitled to vote at such meetings. At the time of such meeting, each membership shall be entitled to one vote on each matter properly submitted to the Members for their vote, consent, release or other action. At any meeting of Members at which a quorum is present, all questions coming before the Members for decision shall be decided by a vote of a majority of Members. Voting shall be by any convenient method and an affirmative

simple majority of the votes cast shall pass a motion. The President shall not vote except in the case of a tie and in secret ballot.

Section 8. Membership Roster

This Corporation shall maintain a membership roster, which shall contain the contact information of each Member of this organization, and the date of his or her admission to membership. The membership roster shall not be the same as the school directory. Only individuals whose name is reflected in the Membership Roster shall be entitled to vote on any matter properly submitted to the members for their vote, consent, waiver, release or other action. This membership roster shall be confidential and only available for review by the Executive Board and Membership Committee unless by permission of the President and a majority vote of the Executive Board. All information in the membership roster and school directory is for school and PTO communications only. Use of this information for private gain, profit, or telephone solicitations is strictly prohibited.

Section 9. Order of Business

At all Members' meetings, after the ascertainment of Members present in person, the business of the Corporation shall be considered in such order as the President or a majority of the Members deem advisable and expedient.

ARTICLE III Executive Board

Section 1. General Powers

Authority for this Corporation shall be exercised by the Robert C. Lindsey Elementary Parent Teacher Organization, Inc. Executive Board, except as otherwise provided in the Articles of Incorporation or by Chapter 1702, Ohio Revised Code. The Executive Board shall consist of the officers of the Corporation. Each member of the Executive Board shall perform their duties as an officer and trustee in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with the care that an ordinary prudent person in a like position would use under similar circumstances. The general duties of the Executive Board shall be to: (a) transact all business; (b) approve plans of work of the standing committees; (c) to present reports at the regular meetings; (d) to prepare the budget for presentation at the first meeting of each school year; and (e) to appoint an auditing committee at the May meeting of each school year to audit the Treasurer's books.

Section 2. Meetings of Executive Board

The meetings of the Robert C. Lindsey Elementary Parent Teacher Organization, Inc. Executive Board shall be held at Robert C. Lindsey Elementary School, Chesterland, Ohio or other appropriate place not less than three times a fiscal school year. The first meeting shall be held no later than August 15th of the current school year.

Section 3. Quorum at Executive Board Meetings

At least three Members of the Executive Board shall constitute a quorum for the transaction of business at any regularly scheduled Executive Board meeting. At least

three members shall constitute a quorum for the transaction of business at any special meetings of the Executive Board. If a quorum is not present, the meeting shall be adjourned and rescheduled.

Section 4. Officers

The officers of the Robert C. Lindsey Elementary Parent Teacher Organization, Inc. shall be President, Vice President, Secretary and Treasurer. All officers of Robert C. Lindsey Elementary Parent Teacher Organization, Inc. are by definition and for purposes of ORC section 1702.14 the Directors of the Corporation. The Assistant Treasurer is an appointed position, which is jointly selected and appointed by the Drama Advisor and the President of the Robert C. Lindsey Parent Teacher Organization, Inc. The Assistant Treasurer will not be an officer of the organization.

Section 5. Nominating Committee

A Nominating Committee consisting of no less than three members shall be appointed by the President in February of each year. The Nominating Committee shall select at least one nominee for each office to be filled. All members whose yearly dues are paid by the appointment of the nomination committee are eligible to be nominated for office. The committee shall report at the March regular meeting of the Membership to designate their slate for election at the April meeting of the Membership. Following the designation of the slate at the March meeting, an opportunity shall be given for nominations from the floor. Should there be a position left unfilled, the search for a qualified candidate shall continue until the following meeting of the membership. Only those who have consented to serve, if elected, shall be eligible for nomination, either by the Nominating Committee or by nomination from the floor. Members of the nominating committee, who are not listed on the slate, shall be responsible for presiding over the election at the annual meeting.

The slate shall be published in the school and PTO newsletters prior to the election at the April meeting of the membership and the annual meeting of the Corporation.

Section 6. Election

The officers and directors of Robert C. Lindsey Elementary Parent Teacher Organization, Inc. shall be elected during the annual meeting of Members held in April of each school year. A quorum must be present throughout the meeting for the election to be official. Members must be present to vote, proxy votes will not be accepted. The privilege of holding office shall be limited to members whose yearly dues are paid. Candidates receiving the greatest number of votes by confidential ballot shall be elected. Elected officers shall assume their official duties on August 1st of that year. Ballots for each election are to be kept for one year.

Section 7. Term

Each officer shall serve for a term of one year. No person shall serve more than two consecutive terms in the same office. The term shall commence on the beginning of the fiscal year, August 1st, and continue until July 31st of the following year. The time period between the election in April and the assumption of the official duties of officers is to be used to plan and coordinate programs, events and activities that will be held for the next

school year. Selection of committee chairpersons should also take place during this interim time period. Outgoing and incoming officers shall meet prior to the end of the school year and work together to ease the transition from one school year to the next.

Section 8. President

The President shall preside at all meetings of the Members and Executive Board. He\She shall have the general supervision, management, control and oversight of the business of Robert C. Lindsey Elementary Parent Teacher Organization, Inc. subject to these Bylaws, and shall, in general, perform the duties usually incident to the office of President. In his\her absence or inability to act, the Vice President shall discharge the duties of the President and shall perform such other duties as necessary in the interim.

The President shall be a member ex officio of all committees. The President shall sign with the Treasurer or Assistant Treasurer (for Drama related activities) all checks for expenses over \$1,000.00 which have been approved as part of the yearly budget or by vote of the membership; shall approve all debit and credit card transactions over \$1000.00; shall receive and review monthly bank statements directly from the bank; shall be authorized with the treasurer to sign checks in the absence of that officer; shall approve all publicity prior to its release and shall perform such other duties as may be required by the Executive Committee.

Section 9. Vice President

The Vice President shall act as an assistant to the President and shall perform the duties of the President in his\her absence as necessary. The Vice President shall be available to act as a chairperson or co-chairperson for at least two committees, and shall assist the President in communications with all committee chairpersons. The Vice President shall also perform such other duties delegated by the President. In case a vacancy occurs in the office of President, the Vice President automatically becomes President.

Section 10. Secretary

The Secretary shall: (a) keep minutes of all the meetings of the Members and of the Robert C. Lindsey Elementary Parent Teacher Organization, Inc. Executive Board; (b) give notice of all meetings of Members and Executive Board, (c) keep such books as may be required by the Executive Board, including the Corporate books; (d) prepare monthly PTO newsletters and; (e) perform such other duties as may be assigned to him\her from time to time by the Executive Board or the President. All books and papers pertaining to the office of the Secretary shall be subject at any time to the inspection of any member of the Executive Board, and on the expiration of the Secretary's term of office such Secretary shall deliver all books, papers and other property of the Corporation in his\her possession or under their control to the President or to the Secretary's successor in office; and in general, the Secretary shall perform all duties pertaining to such office as may be required by the President or Executive Board.

Section 11. Treasurer

The Treasurer shall have general supervision of all finances, he\she shall receive and safely keep all moneys belonging to the Corporation. He\She shall keep proper accounting books and keep accurate account of the finances of the Corporation and shall

present, at the meeting of members, a statement of profit and loss, account balances and current budget breakdown of the Corporation. The Treasurer shall pay expenditures only as authorized by the members after approval of the annual budget or by majority vote for a specific expenditure by a majority of members present at a monthly meeting of the membership. The President shall sign with the Treasurer or Assistant Treasurer (for Drama related activities) all checks for expenditures over \$1,000.00 which have been approved by the organization. The President shall also receive copies of the monthly bank statements directly from the bank in addition to statements sent to the Treasurer. State and Federal tax forms shall be filed by the outgoing Treasurer within the time period allowed by the IRS. He\She shall perform such other duties as from time to time may be assigned to him\her by the Robert C. Lindsey Elementary Parent Teacher Organization, Inc. Executive Board.

Section 12. Assistant Treasurer

The Assistant Treasurer is an appointed position, which is jointly selected and appointed by the Drama Advisor and the President of the Robert C. Lindsey Parent Teacher Organization, Inc. The Assistant Treasurer will not be an officer of the organization. The Assistant Treasurer shall maintain all accounts, finances and books regarding dramatic arts activities of the Drama Committee. A monthly statement shall be presented at each monthly meeting of the membership, and may be presented through the Treasurer. Assumption of additional duties to assist the Treasurer is permitted, but not required.

Section 13. Vacancies

The position of an officer shall become vacant if he or she is removed from office, dies or resigns, which resignation shall take effect immediately or at such other time as said officer shall specify. The President shall temporarily fill any vacancy in an office by appointment with the approval of the other officers. That appointment shall then be presented at the next monthly meeting of its members for a vote of the membership. The appointment shall stand until a qualified successor is elected by the membership and shall complete the remainder of the term until the next annual meeting of the Corporation. In case a vacancy occurs in the office of President, the Vice President automatically becomes President.

An officer can be removed from office for missing more than two meetings in one school year, failure to perform assigned duties, corruption, or any act that brings dishonor to the organization. A complaint must be submitted in writing and received by the Officers of the Executive Board. A special meeting will be held to answer the complaint and the officer can be removed by a majority vote of the membership present at the meeting. Once an Executive Board member has been removed from office pursuant to this section, that person shall no longer be eligible to hold a Robert C. Lindsey Elementary Parent Teacher Organization, Inc. board position without the unanimous approval of the Executive Board.

Section 14. Conflicts of Interest

No contract, action or transaction shall be voided or voidable with respect to the Corporation because the contract, action or transaction is between or affects the

Corporation and one or more of its Officers, or in which one or more of the Corporation's Officers have a financial or personal interest, if any of the following applies:

(a) the material facts as to his\her relationship or interest as to the contract, action or transaction were disclosed or are known to the Officers at the time the contract, action or transaction is authorized.

(b) The material facts as to his\her relationship or interest as to the contract, action or transaction were disclosed or are known to the members entitled to vote thereon and the contract, action or transaction is specifically approved at a meeting of members held for such purpose of voting on the contract, action or transaction by the affirmative vote of a majority of the members of the corporation.

(c) The contract, action, or transaction is fair for the Corporation as of the time it is authorized or approved by the Officers or membership.

Common or interested members may be counted in determining the presence of a quorum at a meeting of the officers or membership thereof which authorizes the contract, action or transaction.

ARTICLE IV Standing Committees

Section 1. Committees

Standing committees shall be created by the Executive Board as may be required to promote the objectives and interests of the Corporation. The chairpersons of the standing committees shall be selected by the President in cooperation with the previous chairperson. Their term shall be for one year commencing August 1st and ending on July 31st of the following year.

Section 2. Chairpersons.

The chairpersons of all standing committees shall present plans of work to the Executive Board with no committee work being undertaken without the approval of the President or the Executive Board. They shall keep the President informed at all times as to the progress of projects and shall submit to the Executive Board an annual written report to be presented at the Annual meeting of the Corporation in April of the current school year. A copy of the annual report shall also be given to the incoming committee chairperson. The chairperson is responsible for staying within the budget allocated and approved by the membership. All expenses incurred by committee members shall be approved by the committee chairperson

Section 3. Committee Meetings

The following are Standing Committees of the organization: Executive Board, Nominating Committee, Budget Committee and Drama Committee. Meetings of standing committees and other individual committees shall be held at the discretion of the chairperson of said

committee. A meeting of all chairpersons of all standing and individual committees shall meet no less than twice a school year or whenever necessary and called by the President. Notice of all meetings shall include the date, time and place of the meeting and shall be provided to the President, and all members of the committee by the Committee Chairperson. Notice may be given personally, by telephone or by email, not less than three days prior to the time designated for such meeting.

Section 4. Nominating Committee

The Nominating Committee shall consist of no less than three members appointed by the President, and may include the President. This committee shall be appointed in February. The Nominating Committee shall have the responsibility of conducting the search for and evaluation of qualified, competent and worthy candidates, from which the committee will then select one nominee for each office to be filled. The committee shall report and present their nominees at the March membership meeting. Following the report of the Nominating Committee, an opportunity shall be given for nominations from the floor. Only those who have consented to serve, if elected, shall be eligible for nomination, either by the committee or from the floor.

Section 5. Budget Committee

The Budget Committee shall be the Executive Board and Officers of the Corporation. See Article V, Section 2.

Section 6. Drama Committee

The Drama Committee shall be directed by the Drama Advisor for Robert C. Lindsey Elementary School. The Assistant Treasurer (for Drama related activities) shall be appointed by the Drama Advisor in cooperation with the President of the Robert C. Lindsey Parent Teacher Organization, Inc. The Assistant Treasurer (for Drama related activities) shall report to the Drama Advisor and to the Treasurer and shall provide monthly reports to the Treasurer. The Assistant Treasurer (for Drama related activities) shall have authority over and responsibility for the Drama Committee account and funds only. Assumption of additional duties to assist the Treasurer is permitted, but not required and must be approved by the Executive Board. All funds received relating to dramatic arts related activities must be deposited into the Drama Committee account, and must be used for the benefit of dramatic arts related activities. The balance of the Drama Committee account will remain in that account at the end of the year for future needs the following school year for dramatic arts events. A final accounting report shall be presented at the annual meeting of the Robert C. Lindsey Elementary Parent Teacher Organization, Inc. Any fund-raising programs must be presented to and approved by the PTO.

Section 7. Special Committees

Special committees shall be created and appointed by the Executive Board for a specific purpose. When its final report has been accepted or adopted, it is automatically dissolved.

ARTICLE V Financial Matters

Section 1. Disbursements

Expenditures shall only be made after approval of the annual budget or by majority vote for a specific expenditure by a majority of members present at the monthly meeting of the membership. Any committee expenditure in excess of the budget allocation shall be approved by a majority vote of the membership at the monthly meeting of the membership.

Section 2. Budget

A Budget Committee consisting of the Executive Board and Officers of the Corporation shall prepare a yearly budget with the input of the chairpersons of the standing committee. The budget shall be approved by a majority of the members who are present at the September meeting of the organization.

Section 3. Personal Checks

No person shall endorse a check in any amount to her or himself.

Section 4. Auditing Committee

The Treasurer's records shall be examined annually by an Auditing Committee of no less than three members, who, shall review all checking account statements, bank records, budget statements and financial documentation made during the current fiscal year. The Auditing Committee shall be appointed by the Executive Board at the May meeting. The audit shall be conducted and completed within two weeks of the end of the fiscal year on July 31st. Following a complete review, a brief summary shall be prepared, detailing any recommendations and all committee members shall sign the report. The report shall be presented to the outgoing and incoming Presidents and Treasurers upon completion. One member of the Audit Committee shall also be prepared to present the Audit Committee's findings and recommendations at the first membership meeting of the next school year.

Section 5. Financial Review

A financial review by a Certified Public Accountant shall be required if the organization's expenditures exceed \$25,000.00 a school year.

Section 6. Income Tax Filings

State and Federal tax forms must be filed by the outgoing treasurer within the time period allowed by the IRS.

Section 7. Funding

Funds generated, contributions and grants received by this organization shall be used for educational programs and other projects which support the fundamental purpose, charitable activities and objectives. With the proper motion, funds may be set aside at the end of the school year for investment in a major project with a specific purpose. A motion to set aside funds for a specific purpose shall be made at the annual meeting of the membership.

ARTICLE VI

Parliamentary Authority

Robert's Rules of Order Revised shall govern all meetings of the Robert C. Lindsey Elementary Parent Teacher Organization, Inc. Executive Board and the Membership.

ARTICLE VII Amendment of Bylaws

Section 1. Amendment

The Bylaws may be amended at any meeting of this Corporation by a majority vote of the members present and voting, provided that notice of the proposed amendment has been given at the previous monthly meeting.

Section 2. Review

An annual review of the Bylaws shall take place by the incoming and outgoing Executive board at the end of each calendar school year. If necessary, the Executive Board shall appoint a committee to make recommendations regarding amendments necessary to the Bylaws. At the minimum, a committee shall be appointed in January, beginning in 2010, and every three years subsequent thereto for the purpose of reviewing the Bylaws of this organization. Recommendations and suggestions shall be made by the March meeting.

ARTICLE VIII Dissolution and Distribution

Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or shall be distributed to the Federal, State or Local Government for a public purpose.

In the event that the corporation now or in the future names or identifies a recipient and/or distributed upon the event of a distribution, and if said named recipient is not then in existence or is no longer a qualified distribute, or is unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE IX Miscellaneous

Section. 1 Fiscal Year

The fiscal year of the Corporation shall end on the 31st day of July in each year, or on such day as may be fixed from time to time by the Robert C. Lindsey Elementary Parent

Teacher Organization, Inc. or by the Executive Board. All committee requests for reimbursement must be turned in to the treasurer by June 1st so that the accounts can be reconciled by the outgoing treasurer before the end of the fiscal year.

Section 2. Property

All property acquired by this Corporation by purchase, gift, bequest or otherwise shall be the absolute property of this Corporation, unless at the time of acquiring such property it is otherwise specified in writing.