

# Bylaws Of Mountainside Middle School Parent – Teacher Organization

## Article I Structure of the Association

Section 1.1 – Purpose: These Bylaws shall constitute the Bylaws of the Mountainside Parent – Teacher Organization (hereinafter referred to as the “Mountainside PTO”), an organization formed primarily for the following purposes:

- A. To promote the welfare of Mountainside youth in home, school and community.
- B. To raise funds to achieve the objectives set by the Mountainside PTO.
- C. To create a closer relationship between home and school to enable parents and teachers to cooperate intelligently in the education of students attending Mountainside Middle School.
- D. To encourage a united effort between educators and the general public to secure the highest advantages in education for Mountainside students.
- E. To cooperate with other local parent groups in the encouragement of public opinion favorable to the best interests of the children living within the Scottsdale School District.

Section 1.2 – Personal Application: The objectives of the Mountainside PTO will be published for parents, teachers, and the general public. All present or future parents, guardians, teachers and administrative officials within the attendance area who subscribe to the objectives through membership in the Mountainside PTO are subject to the regulations of these Bylaws as set forth herein.

Section 1.3 – Non-Profit Corporation: The Mountainside PTO is an Arizona not-for-profit corporation, and is organized and existing under and by virtue of the laws of the State of Arizona as same pertains to the application of corporate activities and the District. The Mountainside PTO shall be noncommercial, non sectarian and non partisan. The office of the Mountainside PTO shall be located at Mountainside Middle School; 11256 N. 128<sup>th</sup> Street, Scottsdale, Arizona 85259 (hereafter referred to as the “Office”).

## Article II Membership and Voting

Section 2.1 – Membership: Membership shall be open to all Mountainside parents and legal guardians of children enrolled in the school, teachers,

administration, staff and members of the community who subscribe to the objectives of the Mountainside PTO. The Mountainside PTO shall conduct an annual enrollment of members, but may admit persons to membership at any time.

Section 2.2 – Dues: Each member of the Mountainside PTO shall pay annual dues. The amount of the dues shall be established annually by the Executive Board at the first board meeting of the fiscal year. The Executive Board may vote to extend membership to teachers, administration and staff without dues attached.

Section 2.3 – Majority: A “majority of Members” as used in these Bylaws shall mean those Members holding fifty-one percent (51%) of the votes in the Mountainside PTO. A majority of the votes of Members present at any meeting shall decide any question unless the Bylaws, articles of Incorporation or applicable law shall provide otherwise, and in such event the voting percentage required in these Bylaws, the Articles of Incorporation, or such applicable law shall control.

Section 2.4 - Quorum: At any meeting of the Members, those Members entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business except as otherwise provided by the Bylaws.

Section 2.5 – Voting: A Member entitled to vote may vote by proxy executed in writing by the Member. Such proxy shall be filed with the Secretary before or at the time of the meeting. Memberships held by a legal personal representative may be voted, in person or by proxy, by such representative.

Section 2.6 – Record Date: For the purpose of determining Members entitled to notice of or to vote at any meeting of Members, or in order to make a determination of Members for any other purpose, the Executive Board, at its election may provide that the Membership books shall be closed for a stated period, but not to exceed in any case fifteen (15) days prior to the event concerned.

### Article III Meeting of the Membership

Section 3.1 – Place: All general meetings of the Members shall be held at Mountainside Middle School, or at such other place and time as shall be designated by the Executive Board of the Mountainside PTO. Notice of the meeting shall be posted. All members shall be welcome.

Section 3.2 – Dates: A calendar of all meetings (General Membership Meetings and Executive Board Meetings) shall be made available to all members within 30 days of the first day of school. Changes in dates or times of meetings should be available for members.

Section 3.3 – Notices: It shall be the duty of the Secretary or the President to prepare a notice of each general or special meeting, stating the time and place thereof which shall be made available to each member, at least five (5) days prior to such meeting. Notices of any special meeting shall state the purpose thereof.

Section 3.4 – Annual Meeting (Election): An annual meeting of Members shall be held in the spring of each year, for the purpose of electing officers, reviewing reports of officers and committees, and transacting other business authorized to be transacted by the Members.

Section 3.5 – Special Meetings: Special meetings of the Members for any purpose may be called by the President or by the Vice President whenever deemed expedient or necessary. The President or Vice President shall call a special meeting of the Members when so requested by a majority of Members, or when so instructed by a majority of the Executive Board.

Section 3.6 – Parliamentary Procedure: The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Mountainside PTO in all general meetings.

## Article IV Executive Board (Elected Officers)

Section 4.1 – Membership: The initial Executive Board shall consist of at least four (4) Members. Thereafter at each election meeting, Officers shall be elected for the period of one (1) year. An officer may hold no more than two (2) consecutive terms for the same position.

Section 4.2 – Removal of Officers: At any time after the first meeting of the Executive Board any one or more of the Officers may be removed with cause by the unanimous affirmative vote of the Executive Board. A successor may then and there be elected to fill the vacancy.

Section 4.3 – Vacancies on the Executive Board: If the office of any Officer becomes vacant a majority of the remaining Officers, though less than a quorum, shall choose the successor, who shall hold the office for the balance of the term.

Section 4.4 – Disqualification and Resignation of Officers: Any officer may resign at any time by sending written notification of such resignation to the office of the Mountainside PTO, delivered to the Secretary. Unless otherwise specified

therein, such resignation shall take effect upon receipt by the Secretary. In the event an Officer ceases to be a Member, the Officer shall immediately be terminated.

Section 4.5 – Regular Meetings: The Executive Board may establish a schedule of regular meeting to be held at such time and place as the Executive Board by designate. Notice of such regular meetings shall nevertheless be given to each Officer, at least five (5) days prior to the day named for such meeting.

Section 4.6 – Powers and Duties: The Executive Board shall have the powers and duties necessary for the administration of the affairs of the Mountainside PTO. Those powers shall include the following:

- A. To establish and collect dues from its Members (the “Dues”) and use and spend the Dues to carry out the powers and duties of the Mountainside PTO as approved in the annual budget (see Section 6.2).
- B. To employ, dismiss and control the personnel necessary for the operation of the Mountainside PTO, including the right and power to employ attorneys, accountants, contractors, and other professionals as the need arises.
- C. To engage in the management of the business affairs of the Mountainside PTO.
- D. To enforce by legal means, if necessary, the Bylaws of the Mountainside PTO, and other documents and laws respecting the Mountainside PTO.
- E. To create and supervise such standing committees from the Members as they shall deem necessary and appropriate.
- F. To provide outreach services to the members of the Mountainside community.
- G. To appoint officers as needed.
- H. To communicate Mountainside PTO intentions to school administration and A-SITE.
- I. To seek prior approval from school administration regarding fundraising or social events sponsored by the Mountainside PTO.

Section 4.7 – Special Meetings: Special meetings of the Executive Board may be called by the President on three (3) days notice to each Officer, given personally or by mail which notice shall state the time, place (as herein provided) and purpose of the meeting. Special meetings of the Executive Board shall be called by the President or Secretary in like manner and in like notice on the written request of at least two-thirds (2/3) of the Officers.

Section 4.8 – Waiver of Notice: Before or at any meeting of the Executive Board, any Board Member may, in writing, waive notice of such meeting and such

waiver shall be deemed equivalent to the giving of such notice. Attendance by a Board Member at any meeting of the Executive Board shall be a waiver of notice by him or her of the time and place thereof. If all the Board Members are present at any meeting of the Executive Board, no notice shall be required and any business may be transacted at such meeting.

Section 4.9 – Executive Board Quorum: At all meetings of the Executive Board, at least three (3) of the Officers shall constitute a quorum for the transaction of business, and the acts of the majority of the Officers present as a meeting at which the quorum is present shall be the acts of the Executive Board. If at any meetings of the Executive Board, there should be less than a quorum present; the majority of those present may adjourn the meeting. At any such adjourned meeting any business which may have been transacted at the meeting shall be revisited at the next meeting with a quorum attendance.

## Article V Officers

Section 5.1 – Elective Officers: The principle Officers of the Mountainside PTO shall be the President, one or more Vice Presidents, a Secretary, a Treasurer and any other positions as listed by the Nominating Committee at the time of elections (see Nominating Committee section 5.9). Elected Officers must be members of the Mountainside PTO.

Section 5.2 – Term: The Officers shall be elected for a period of one (1) year. An Officer may hold the same office for no more than two (2) consecutive terms. The Officers of the Mountainside PTO shall hold office until their successors are chosen and qualify in their stead. Successors shall be chosen within the one (1) year term on the incumbent.

Section 5.3 – The President: The President shall be the chief executive officer of the Mountainside PTO and shall preside at all meetings of the Members and Executive Board. He or she shall, subject to the control of the Executive Board, have executive powers and general supervision over the affairs of the Mountainside PTO. The President shall have the power to appoint individuals to act as chairmen of standing committees and shall be an ex officio member of all standing committees, except the Nominating Committee.

Section 5.4 – Vice President(s): In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President (or in the event there be more than one vice president, the vice president in the order designated at the time of their election, or in the absence of any designation, then in the order of their election), shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to

time may be assigned to him or her by the President or the Executive Board. The office of the First Vice President (President Elect) will serve as President of the Executive Board the follow school year. The office of the Vice President, while established by these Bylaws, may be filled or remain vacant in the sole discretion of the Executive Board. In the absence of affirmative action by the Executive Board, it shall be presumed that the office of the Vice President shall remain vacant.

Section 5.5 – Secretary: The Secretary shall: (1) keep minutes of all meetings of the Executive Board and of all meetings of the Members; (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (3) be the custodian of the corporate records and of the seal of the Mountainside PTO; (4) keep a register of the names of all members; (5) be responsible for all correspondence to and from the Organization; and (6) in general, shall perform duties incident to the office of Secretary and such other duties as from time to time shall be assigned by the President or the Executive Board.

Section 5.6 – Treasurer: The Treasurer shall: (1) have charge and custody of and be responsible for all the funds and securities of the Mountainside PTO; (2) receive and give receipts for monies due and payable to the Mountainside PTO from any source whatsoever, and deposit all monies in the name of the Organization in such banks, trust companies or other depositories as shall be elected in accordance with the provisions of these Bylaws; (3) keep such regular books and accounts as may be necessary and appropriated for the orderly management of the Mountainside PTO's affairs, or have such books and accounts kept under his or her direction and supervision; (4) render statements of such accounts to the President, Executive Board Members or Members when so requested; and (5) in general, shall perform all of the duties as from time to time shall be assigned by the President or the Executive Board. If required by the Executive Board, the Treasurer shall give bond for the faithful performance of his or her duties in such sum and with such surety or sureties as the Executive Board shall determine.

Section 5.7 – Parliamentarian: The Parliamentarian will ensure all meetings operate according to Robert's Rules of Order and the bylaws of the Mountainside PTO. The Parliamentarian will serve as the Nominating Committee Chair and ensure that the elections are run according to the Mountainside PTO bylaws. The Parliamentarian shall perform other duties as from time to time shall be assigned by the President or the Executive Board.

Section 5.8 – Other Offices: One or more offices of Assistant Vice President, Assistant Recording Secretary, Assistant Corresponding Secretary, Assistant Treasurer or other offices may from time to time be established by the Executive Board, and the persons appointed or elected to such offices shall assist in the performance of the duties of the designated office and such other duties as shall

be assigned to them by the Vice President, Secretary or Treasurer, as the case may be, or by the President or the Executive Board.

Section 5.9 – Combination of Offices: Any two (2) of the offices hereinabove enumerated may be held by one the same person if such person is so elected or appointed, except the offices of President, Secretary and Treasurer.

Section 6.0 – Nominating Committee: There shall be a Nominating Committee composed of five (5) but no fewer than three (3) members who shall be selected by the Nominating Committee Chair prior election of officers. Notice should be published to Members to contact Nominating Committee if interested in running for Mountainside PTO elected offices, thirty (30) days prior to publishing of Nominating Committees findings. The Nominating Committee shall nominate an eligible person for each office to be filled and report its nominees in March or April and publish such nominations to all members. Members have fourteen (14) days from the date of the Nominating Committee report to make additional nominations, provided such nominees consent to hold office if elected. Each candidate submitted shall be chosen by consensus of the members of the Nominating Committee. (See Section 3.4 – Annual Meeting/Elections for election information).

## Article VI Fiscal Management

Section 6.1 – Depositories: The funds of the Mountainside PTO shall be deposited in such banks and depositories as may be determined by the Executive Board from time to time, upon resolutions approved by the Executive Board, and shall be withdrawn only upon checks and demands for money signed by the President or Treasurer of the Mountainside PTO. In no event shall the payee and the signor be the same person. Mountainside PTO checks exceeding five hundred dollars (\$500.00) shall require the signature of two (2) authorized signers. Authorized signers include any elected officers of the Mountainside PTO. Any single expenditure exceeding the sum of two hundred dollars (\$200.00) which has not already been included in an approved Budget must be first approved by the Executive Board.

Section 6.2 – Budget: The Executive Board shall prepare an estimated annual budget for each fiscal year of the Mountainside PTO. Such budget shall take into account the estimated cash requirements for the year. The annual budget shall also take into account the estimated net available cash income for the year from the operation or use of any fund raising activities. The annual budget shall also provide for a reserve for contingencies for the year. To the extent that the Dues and other cash income collected from the Members during the preceding year shall be more or less than the expenditures for such preceding year the surplus or deficit, as the case may be, shall be taken into account in determining the

annual budget. The annual budget shall provide for a sum of \$2,500 or more to be carried over from year to year.

The estimated annual budget for each fiscal year shall be approved by the Executive Board and general Members at a general meeting, copies must be published by the Executive Board to each Member. A revised Budget must be completed half way through each fiscal year. The Executive Board and general Members at a general meeting shall approve the revised budget. The Executive Board and general Members must approve any further revisions of the budget; copies must be available to all general Members.

Section 6.3 – Records: The Treasurer shall keep accurate records in chronological order of the receipts and expenditure specifying and itemizing the expenses incurred. Payment vouchers may be approved in such manner as they Executive Board may determine. All records and vouchers authorizing payments shall be available for examination by the Members at convenient hours.

Section 6.4 – Fiscal Year: The Fiscal year of the Mountainside PTO shall begin on July 1<sup>st</sup> of each year, and shall end on June 30<sup>th</sup>. The commencement date of the fiscal year herein established shall be subject to change by the Executive Board should the Mountainside PTO practice subsequently dictate.

Section 6.5 – Books of Account: Books of account of the Mountainside PTO shall be kept under the direction of the Treasurer on the consistent basis in accordance with generally accepted accounting practices, and shall be audited annually in the manner designated by the Executive Board.

Section 6.6 – Contracts: Unless otherwise provided by the Executive Board, all contracts shall be executed on behalf of the Mountainside PTO by either the President or Vice President and countersigned by the Secretary or Treasurer. No contracts shall be entered into that place encumbrances on future boards.

## Article VII Amendments of the Bylaws

Section 7.1 – Amendment: These Bylaws may be altered, amended or added to by the affirmative vote of two thirds (2/3) of the Members present and entitled to vote or at any duly called meeting of the Members; provided notice of the meeting containing a statement of the proposed amendment shall be published for each Member entitled to vote at least fourteen (14) days prior to such meeting.

Section 7.2 – Inconsistencies: Notwithstanding the foregoing, these Bylaws shall not be amended to contain any provision, which would be contrary to or inconsistent with existing stipulations of the Bylaws.

Article VIII  
Indemnification

The Mountainside PTO shall indemnify every Officer and every Board Member, his or her heirs, executors, administrators, against all loss, cost and expense, reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party, by reason of his or her being or having been an Officer or Board Member, including reasonable matters wherein he or she shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of negligence, except to the extent such liability, damage or injury is covered by any type of insurance; however, this indemnification shall not cover any acts of gross negligence, willful misconduct or with fraudulent or criminal intent. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Officer or Board Member may be entitled.

Article IX  
Construction

Any discrepancies or conflicts between the provisions of the Arizona Revised Statutes or applicable law, the Articles and Bylaws, and the rules and regulations of the Mountainside PTO, if any, shall, unless otherwise provided, be resolved by giving priority first to the Arizona Revised Statutes or applicable law, second to the Articles, third to the Bylaws, and fourth to the rules and regulations, if any.

Article X  
Property Funds and Titles

All funds and titles of all properties acquired by the Mountainside PTO and the proceeds thereof shall be held in trust for the Members of the Mountainside PTO.