

**BYLAWS
of the
WILLIAM HALLEY PTO, INC.**

**ARTICLE I
NAME**

Section 1.1 Name. The name of the corporation is WILLIAM HALLEY PTO, INC. (hereinafter the "**PTO**").

**ARTICLE II
PURPOSES**

Section 2.1 Charitable and Educational.

The PTO is organized for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future federal tax code (hereinafter "**Internal Revenue Code**").

Section 2.2 School.

The PTO shall focus its efforts and activities toward William Halley Elementary School, 8850 Cross Chase Circle, Fairfax Station, VA 22039 (the "**School**").

Section 2.3 Purposes.

The principal purposes (the "**Purposes**") of the PTO are:

- a. to promote the highest degree of education for all of the School's students;
- b. to promote the welfare of the School's students in the home, the School, and the community, to secure advantages in physical, mental, and social education;
- c. to strengthen communication and collaboration between home and the School to ensure cooperation among the School's parents and teachers in the education process; and
- d. to promote and endorse the professionalism of the School's teaching and support staff.

ARTICLE III BASIC POLICIES

Section 3.1 Policies.

The basic policies of the PTO are as follows:

- a. The PTO shall be noncommercial, nonsectarian, and nonpartisan;
- b. Neither the PTO nor any of its Members (as defined below) in their official capacities or as agents of the PTO shall engage in activities unrelated to promoting the Purposes of the PTO;
- c. Neither the PTO nor any of its Members in their official capacities shall participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation;
- d. No part of the net earnings of the PTO shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons; except that the PTO shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the Purposes set forth in Article II hereof;
- e. Notwithstanding any other provision of these Bylaws to the contrary, the PTO shall not carry on any activities prohibited 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; and
- f. Upon the dissolution of this PTO in accordance with the laws of the Commonwealth of Virginia, after paying or adequately providing for the debts and obligations of the PTO, the remaining assets shall be distributed to one or more non-profit corporations, funds, foundations, or organizations that have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV MEMBERS

Section 4.1. Members.

There shall be one class of membership: (i) Voting Members. All members shall be deemed Voting Members.

Section 4.2. Qualifications.

Membership may be granted to any individual (not to include Halley students) who supports the mission and purposes of the PTO and who pays the requisite annual dues established by the Board (as defined below). Membership shall be available without regard to race, color, sexual preference, creed, religion, or national origin.

Section 4.3. Suspension or Termination of Membership.

The membership of any Member may be suspended or terminated for good cause by the affirmative vote of two thirds of all of the members of the Board. For purposes of this provision, good cause shall include but not be limited to a Member being in default in the payment of dues for more than 30 days.

Section 4.4. Resignation.

Any Member may resign by filing a written resignation with the Recording Secretary; however, such resignation shall not result in reimbursement of membership dues in full or in part.

Section 4.5. Dues.

Annual dues for Members shall be established by the Board. All memberships for annual dues received during the fiscal year ending June 30 shall expire the following September 30.

Section 4.6. Membership Meetings.

Membership meetings of the PTO shall be held no less frequently than two times during the school year. One such meeting shall be the annual membership meeting.

4.6.1 The annual membership meeting shall be held in May each year.

4.6.2 Membership meetings (including the annual membership meeting) may be called by the President by notice no fewer than 30 days before the convening of such meeting.

4.6.3 Special membership meetings of the PTO may be called by the President or by a majority of the Board, by notice at least three days before such meeting.

Section 4.7. Quorum.

At the time a membership meeting is convened, 15 of the Voting Members present in person shall constitute a quorum for the purpose of convening such meeting and the transacting of business at any Membership Meeting as described.

Section 4.8. Voting.

Voting on routine matters at Membership Meetings may be by voice vote; however, if a request for a counted vote is made by any Voting Member present at the time of the vote, then the Officer conducting the meeting shall count the vote by asking voting Members to stand or raise a hand.

Voting on routine matters that occur between membership meetings may also be conducted by electronic vote. Only the President shall have the authority to call for an electronic vote and to establish guidelines for that vote. Results must be recorded in the minutes and ratified at the next Board meeting.

**ARTICLE V
AUTHORITY AND DUTIES OF DIRECTORS**

Section 5.1. Authority of Directors.

The Board of Directors (hereinafter the "**Board**") is the policy-making body of the PTO and shall exercise all the powers and authority granted to the PTO by law.

Section 5.2. Number and Tenure.

The Board shall be comprised solely of the Officers described in Section 6.2 and the School principal. For directors who are Officers, each director shall hold office for a term in length equal to the director's term as an Officer. The School principal shall hold office for a term beginning on July 1 and ending on June 30 of the following year, or such date as the School principal no longer holds his or her position at the School, whichever comes first. There is no term limit for the School principal.

Section 5.3. Regular Meetings.

Meetings of the Board shall be held by the call of the President or a majority of the Board, five days advance notice having been given. Board Meetings shall be at such dates, times and places as the Board shall determine. Notwithstanding anything to the contrary contained elsewhere in these Bylaws, in its discretion the Board may convene non-public meetings to discuss matters and take actions upon any topics or subjects upon which it is legally empowered to act.

Section 5.4. Special Meetings.

Special Board Meetings shall be called at such dates, times and places as a majority of the directors then comprising the Board shall determine with three days advance notice being given.

Section 5.5. Non-Public Meetings.

The Board may have a non-public meeting only on the following topics: (1) employment matters; (2) possible litigation; (3) pending litigation; or (4) completed litigation. The members must be given notice of each nonpublic meeting within 30 days after each such meeting. The notice must include the time, date and place of the non-public meeting, and the name of each director who was present for some or all of the non-public meeting, and topic(s) discussed. A Director may request to recuse himself or herself if such director has a personal interest in the subject matter of such meeting.

Section 5.6. Quorum.

A quorum shall consist of a majority of the Board. All decisions will be by majority vote of those present at a meeting at which a quorum was present when such meeting was originally convened.

Section 5.7. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board or of any committee of the Board may be taken without a meeting if all the members of the Board or the committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a vote of the Board or of the committee as the case may be.

Section 5.8. Participation in Meeting by Conference Telephone.

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 5.9. Action by Electronic Vote.

The Board shall reserve the right to vote on business via electronic vote. Only the President shall have the authority to call for an electronic vote and to establish the guidelines for that vote. Results must be recorded in the minutes and ratified at the next Board meeting.

With the approval of a majority of the Board, the Board shall also reserve the right to vote on routine matters that occur between membership meetings by electronic vote. With the approval of a majority of the Board, the President shall have the authority to call for an electronic vote and to establish guidelines for that vote. Results must be recorded in the minutes and ratified at the next Board meeting.

Section 5.10 Reimbursement.

Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the PTO's business are allowed to be reimbursed with proper supporting documentation and prior approval of the Board. In addition, Directors serving the PTO in any other capacity, such as staff, are allowed to receive compensation therefore.

ARTICLE VI AUTHORITY AND DUTIES OF OFFICERS

Section 6.1. Eligibility.

Only Members over the age of 18 whose individual dues are paid to the PTO for the current fiscal year shall be eligible to hold office and serve on the Board.

Section 6.2. Officers.

The Officers of the PTO shall consist of:

- a. President; or 2 Co-Presidents
- b. First Vice-President;
- c. Second Vice-President;
- d. Recording Secretary; and
- e. Treasurer.

Section 6.3. Election of Officers.

Officers shall be elected by written ballot during the annual membership meeting. However, if there is but one nominee for an office, election for that office may be by voice vote or electronic vote. A majority of the votes cast by Voting Members at the time such vote occurs shall constitute an election.

Section 6.4. Assumption of Duties by Officers.

Officers, except the Treasurer, shall assume their official duties following the close of the Board of Directors meeting in June or June 30, whichever is first. The Treasurer shall assume his/her official duties upon the completion of the auditing process.

Section 6.5. Term Limits on Officers.

A person shall not be eligible to serve more than two consecutive one-year terms in the same office. A person who has served in an office for more than one-half of a full term shall be deemed to have served a full term in such office.

Section 6.6. Duties of Officers.

The duties of the officers are as follows.

6.6.1. President. The President shall:

- a. Preside at all membership meetings of the PTO and at all meetings of the Board;
- b. Be a member ex officio of all committees except the Nominating Committee;
- c. Ensure that the annual report is filed with the Commonwealth of Virginia;
- d. Review the bank statement monthly, and sign off on the monthly bank reconciliation completed by the Treasurer, or ensure that an alternate person approves the bank reconciliation in accordance with the requirements of the PTO insurance policies;
- e. Coordinate the work of the officers and committees of the PTO in order that the Purposes may be promoted; and
- f. Perform such other duties as may be prescribed in these bylaws or assigned by the PTO.

6.6.2. Vice-President. Each Vice-President shall:

- a. Act as an aide(s) to the President;
- b. Assume and perform the duties of the President in the absence, inability, or request of that officer to act, with the First Vice President being responsible for the assumption and performance of such duties first, and if unable to do so, the Second Vice President shall be so responsible; and
- c. Perform other delegated duties as assigned.

6.6.3. Recording Secretary. The Recording Secretary shall:

- a. Record the minutes of all meetings of the PTO;
- b. Keep the official copy of the bylaws in his or her files;
- c. Maintain a Membership List; and
- d. Perform other delegated duties as assigned.

6.6.4. Treasurer. The Treasurer shall:

- a. Maintain and preserve custody of all the funds of the PTO;
- b. Maintain a full and accurate account of receipts and expenditures as described in Section 7.2 and 7.3;
- c. Make disbursements as authorized by the Board in accordance with the budget adopted by the PTO;
- d. Ensure that all checks and vouchers are signed in accordance with the provisions of Section 8.2;
- e. Present a written financial statement to the Board monthly during the school year and at other times when requested by the Board;
- f. Have the accounts examined according to the auditing procedures outlined in Section 7.5;
- g. File all associated tax returns as required by Federal, state or local law;
- h. Present a proposed annual budget to the newly elected officers by July 1; and
- i. Perform other delegated duties as assigned.

Section 6.7. Transfer of Records.

Upon the expiration of the term of office or in case of resignation, each Officer shall return to the President, without delay, all records, books, and other materials pertaining to the office.

Section 6.8. Resignation.

Resignations of Officers shall be deemed effective upon receipt by the Recording Secretary of the Board or any date specified in such resignation of the resigning Officer. If the Recording Secretary resigns, the resignation shall be deemed effective upon receipt by the President or any date specified in such resignation.

Section 6.9. Vacancies.

If a vacancy occurs for any Officer by reason of resignation, death, incapacity or removal before the expiration of his or her term then the remainder of that term shall be filled by a majority vote of the Board. If a tie vote occurs, the President shall choose the succeeding Officer; provided, that the individual chosen must be one of the individuals who was the subject of such tie vote. If a vacancy occurs in the office of President, the First Vice-President shall automatically become President and serve notice of the election to fill the vacancy in the office of First Vice-President. An Officer who fills a vacancy shall serve for the remainder of the unexpired term of that Officer's predecessor in office.

Section 6.10 Recall and Removal of an Officer.

Any Director (hereinafter the "**Controlling Director**") may receive written request for recall of an Officer. The request must be signed by no fewer than 15 Voting Members. Within seven days after receipt of such request, the Controlling Director shall give notice to the membership of a membership meeting at which a vote will be taken to recall the Officer (hereinafter the "**Recall Meeting**"). Such notice must be given at least 15 and no more than 30 days before the Recall Meeting. The notice shall identify by name the Members who signed the request, the name and title of the subject Officer, and the name of the Director who received the request. Such notice shall further indicate that the recall meeting will be controlled by the Controlling Director. Such notice shall not include any allegations against the subject Officer. Such notice shall be posted on the web site of the PTO and distributed to members of the PTO by email, to the extent possible. At the Recall Meeting, a motion to recall the subject Officer shall be considered to have been made and seconded by the request, and after limited discussion, such motion shall be voted on as the sole order of business. If a majority of the votes cast are in favor of the motion, the motion shall be deemed to have carried, and the Officer shall immediately be deemed removed from office.

ARTICLE VII COMMITTEES

Sec. 7.1 Committees.

The Board may, by resolution adopted by a majority of the Directors present at a meeting and voting thereon, establish special or standing committees of the Board that may include non-Board members. Committee members must be PTO Members. The Board or the Committee members may make such provisions for appointment of the chair of such committees, and establish such procedures to govern their activities. The Board may delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the PTO.

Section 7.2 Term Limits on Chairpersons.

The term of a standing committee chairperson shall be for one year beginning on July 1, and is renewable at the discretion of the Board. The term of a special committee chairperson is ended upon completion of the task assigned to the committee. Committee chairpersons shall turn over to the President, without delay, all records, books and other materials pertaining to the committee at the end of the term served or when departing office.

Section 7.3 Vacancies.

If a vacancy occurs for any chairperson by reason of resignation, death, incapacity or removal before the expiration of his or her term, it shall be filled by a majority vote of the Board.

Section 7.4 Nominating Committee.

There shall be a Nominating Committee, composed of three Members who shall be elected by the Board during the month of March. An Officer may serve on the Nominating Committee, provided that the officer is not eligible to fill an Officer position for the next year. The Nominating Committee shall elect its own chairman. Each member of the Nominating Committee shall have one vote and decision shall be made by the majority. The Nominating Committee shall nominate an eligible person for each Officer to the extent that volunteers are available, and report its slate of nominees to the Board no less than 30 days prior to the annual membership meeting. The Board shall release the slate to the membership as expeditiously as possible.

At the annual membership meeting, additional nominations may be made from the floor. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

Section 7.5 Auditing Committee. There may be an Auditing Committee as stated in Section 8.5.

ARTICLE VIII FINANCIAL ADMINISTRATION

Section 8.1. Fiscal Year.

The fiscal year of the PTO shall be July 1 through June 30 of the following calendar year.

Section 8.2. Checks, Drafts, Etc.

All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers of the PTO and in such manner as shall from time to time be determined by resolution of the Board.

Section 8.3. Deposits and Accounts.

All funds of the PTO, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board may select. For the purpose of deposit and for the purpose of collection for that account of the PTO, checks, drafts, and other orders of the PTO may be endorsed, assigned, and delivered on behalf of the PTO by any officer of the PTO.

Section 8.4. Investments.

The funds of the PTO may be retained in whole or in part in cash or in securities guaranteed by the U.S. government, or in FDIC insured accounts at FDIC insured institutions. Deposit accounts in banks or savings and loan institutions will not exceed the amount insured by FDIC coverage.

Section 8.5. Auditing Procedures.

The financial records of the PTO shall be audited no less frequently than once per year, in accordance with these procedures.

a. An auditing committee or a professional auditor shall be selected by the Board. An auditing committee shall consist of no fewer than three members and no one with signature authority shall sit on the auditing committee.

b. The Treasurer shall submit the books to the auditing committee or the professional auditor at the end of the fiscal year. A signed audit report shall be prepared by the auditing committee or the professional auditor, and shall be submitted in writing to the Board prior to August 31.

c. The Board shall, upon resignation or termination of the Treasurer during a term, select an auditing committee or a professional auditor within one week of the resignation. The audit shall be performed with fiscal year end auditing procedures and shall be completed within three weeks of the resignation. This audit shall not be performed in lieu of the year-end audit.

d. The newly elected treasurer shall not undertake any banking responsibilities of that office with the exception of depository duties, reconciliation of bank statements, change of signatory or other clerical duties not requiring signatory until the audit is presented to the Board.

e. All audit reports shall be presented to the general membership for adoption. The fiscal year-end audit report shall be presented to the membership for adoption at the first general membership meeting held after the completion of the report.

Section 8.6. Budget Approval.

The budget described in part h of subsection 6.6.5 will be used as a working budget by the Board until such time as the Board reviews it and makes recommendations to the membership. The Board shall present an adjusted budget to the membership for approval no later than September 30 of each year.

ARTICLE IX BOOKS AND RECORDS

Section 9.1. Books and Records.

The PTO shall keep correct and complete records of financial transactions and accounts, and shall also keep minutes of the proceedings of its Board. All books and records of the PTO may be inspected by any Member, his or her agent for any purpose at any reasonable time upon signed written request and subject to reasonable restrictions. The Board shall respond in writing to each such request within 30 days following receipt; provided further that, if there are more than 10 pending requests, the Board may respond by notice posted at the PTO's web site.

ARTICLE X INDEMNIFICATION

Section 10.1. Indemnification.

Every member of the Board, every Officer, every employee of the PTO, or any combination thereof, shall be indemnified by the PTO against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such member of the Board, Officer, employee, or any combination thereof in connection with any threatened, pending, or completed action, suit or proceeding to which she or he may

become involved by reason of her or his being or having been a member of the Board, Officer, employee of the PTO, or any combination thereof, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her or his duties. In the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the PTO. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, Officer and/or employee is entitled.

ARTICLE XI AMENDMENT OF BYLAWS

Section 11.1. Vote to Amend.

These Bylaws may be amended at any membership meeting other than a Recall Meeting with an affirmative vote of two-thirds of the members voting thereon. The text of the proposed amendment(s) must be included in the notice announcing the time, date and place of the membership meeting. The notice for any membership meeting at which it is proposed to amend these Bylaws shall be publicized at least 60 calendar days prior to such membership meeting.

ARTICLE XII PARLIAMENTARY AUTHORITY

Section 12.1 Rules of Order.

The rules contained in the then most current edition of *Robert's Rules of Order Newly Revised* shall govern the PTO in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the articles of incorporation, and any special rules of order the PTO may adopt.