

The Exploris PTO

Bylaws

Revised May 18, 2022



The Exploris Parent Teacher Organization

401 Hillsborough Street
Raleigh, NC 27603
Phone: (919) 715-3690
Email: ptopres@exploris.org
Website: explorispto.org

Supporting our teachers, supporting our students, and building our school community.

TABLE OF CONTENTS

ARTICLE 1 NAME, ADDRESS, DATE OF ADOPTION

ARTICLE 2 PURPOSES

- Section 2.1 Purposes defined
- Section 2.2 Promotion of purposes
- Section 2.3 Tax exempt purposes

ARTICLE 3 BASIC POLICIES

ARTICLE 4 OFFICERS

- Section 6.1 Officers
- Section 6.2 Election
- Section 6.3 Term
- Section 6.4 Vacancies
- Section 6.5 Removal from office
- Section 6.6 General duties
- Section 6.7 President
- Section 6.8 Vice President
- Section 6.9 Secretary
- Section 6.10 Treasurer

ARTICLE 5 BOARD OF DIRECTORS

- Section 7.1 Duties
- Section 7.2 Qualifications
- Section 7.3 Composition
- Section 7.4 Regular and Special Meetings
- Section 7.5 Quorum
- Section 7.6 Meetings by electronic media
- Section 7.7 Removal from board
- Section 7.8 Proxy voting

ARTICLE 6 COMMITTEES

- Section 8.1 Standing Committees
- Section 8.2 Audit Committee
- Section 8.3 Nominating Committee
- Section 8.4 Advocacy Committee
- Section 8.5 Special Committees
- Section 8.6 Meetings by electronic media
- Section 8.7 Proxy voting
- Section 8.8 Quorum

ARTICLE 7 GENERAL MEMBERSHIP MEETINGS

- Section 9.1 Regular general membership meetings
- Section 9.2 Special meetings

Section 9.3 Last general membership meeting of the fiscal year
Section 9.4 Quorum
Section 9.5 Majority vote
Section 9.6 Proxy voting
Section 9.7 In Event of an Emergency; Meeting by Electronic Media

ARTICLE 8 FINANCE AND BUDGET

Section 11.1 Monthly financial review
Section 11.2 Financial review when financial officer leaves office
Section 11.3 Annual financial review
Section 11.4 Annual budget
Section 11.5 Checks
Section 11.6 Expenditures and fund availability
Section 11.7 Depositories
Section 11.8 Contracts and other financial agreements

ARTICLE 9 FISCAL YEAR

ARTICLE 10 PARLIAMENTARY AUTHORITY

ARTICLE 11 AMENDMENTS

ARTICLE 12 APPLICATION OF THESE BYLAWS

ARTICLE 1 NAME, ADDRESS, DATE OF ADOPTION

The Exploris School Parent Teacher Organization, “ The Exploris PTO”

Legal name on tax records: Exploris Middle School PTO

401 Hillsborough Street
Raleigh, NC 27603
Phone: (919) 715-3690
<http://explorisppto.org>

Employer Identification Number (EIN) 27-1719653, Tax exempt status granted April 18, 2011

These bylaws were adopted by the general membership on June 1, 2022 *and shall be kept with the permanent records of this PTO (posted in google drive and public website)*

ARTICLE 2 PURPOSES

Section 2.1 Purposes defined. The purposes of The Exploris PTO are:

- a. To support teachers, support students, and build community at The Exploris School.
- B. To promote the welfare of children and youth in home, school, and community;
- c. To bring into closer relation the home and the school, that parents and teachers may cooperate

- intelligently in the education of children and youth;
- e. To develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, social, and spiritual education.

Section 2.2 Promotion of purposes. The Purposes of the Exploris PTO are promoted through advocacy and educational programs, directed toward parents, teachers, and the general public; are developed through conferences, committees, projects, and programs; and are governed and qualified by the basic policies set forth in Article 3.

Section 2.3 Tax exempt purposes. The organization is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter referred to as "Internal Revenue Code").

ARTICLE 3 BASIC POLICIES

The following are basic policies of the Exploris PTO:

- a. The organization shall be noncommercial, nonsectarian, and nonpartisan.
- b. The organization shall work with the school and community to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.
- c. The organization shall work to promote the health and welfare of children and youth and shall seek to promote collaboration between parents, schools, and the community at large.
- d. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.
- e. Notwithstanding any other provision of these articles, the organization shall not carry on any activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- g. The organization or members in their official capacities shall not, directly or indirectly, 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 by propaganda or otherwise.
- h. The organization or members in their official capacities shall not endorse a commercial entity or engage in activities not related to promoting the purposes of the organization.

Section 3.2 Membership

- a. Membership in the PTO is automatically available to any parent of a student at The Exploris School, who subscribes to the purposes and mission statement of The Exploris School.
- b. The Board of Directors for the PTO, as defined in Article VII, may establish dues and other requirements for individual membership, or family membership, as it deems appropriate. The Board may also establish rules related to continued membership in the PTO.
- c. Membership term The membership year shall run from the beginning of The Exploris School's academic year until the beginning of the following academic year. Only members of the PTO shall be eligible to participate in the meetings or to serve in any elected or appointed positions (with an exception for the parents of newly admitted students—the

ARTICLE 4 OFFICERS

Section 4.1 Officers. The only elected officers of this local PTA shall be a president, a vice president, a secretary, and a treasurer.

Section 4.2 Election.

- a. Officers who will serve for the coming fiscal year shall be elected at the last general membership meeting of the fiscal year; these officers will assume office on July 1 and serve until the following June 30.
- b. The nominating committee shall nominate a slate of eligible candidates for election as officers as provided in Section 8.3 of these bylaws.
- c. The president shall give notice of the election of officers to the general membership at least ten (10) days before the last general membership meeting of the fiscal year, and the notice will include the nominating committee's slate of nominees.
- d. In addition to the individuals nominated by the nominating committee, nominations from the floor will be allowed. When there is only one nominee for an office, that election may be held by voice vote. If there is more than one nominee for any office, election for that office must be by ballot.
- e. Only those individuals who have signified their consent to serve if elected may be nominated by the nominating committee or by floor nomination or elected to such office.

Section 4.3 Term. Officers shall take office on July 1 and shall serve for that fiscal year (until the following June 30), or until his/her successor is elected and ready to assume office. A person may serve only three consecutive full terms in the same office, unless deemed necessary by the President and approved by the Board of Directors.

Section 4.4 Vacancies.

- a. **President.** A vacancy occurring in the office of president shall be filled for the unexpired term by a current member of the board of directors elected by a majority vote of all board members then serving at a board meeting called with at least three (3) days notice. The board of directors will notify the general membership regarding the filling of the vacancy.
- b. **All other offices.** A vacancy occurring in any other office shall be filled for the unexpired term by a member of the Exploris PTO in good standing who is elected by a majority vote of all board members then serving at a board meeting called with at least three (3) days notice. The board will notify the general membership regarding the filling of the vacancy.

Section 4.5 Removal from office. An officer of the Exploris PTO may be removed from office without cause by the board of directors upon the affirmative vote of two-thirds (2/3) of all board members then serving. Board members must be notified of the request for removal at least five days in advance of the board meeting.

Section 4.6 General duties. All Officers shall perform the duties outlined in these bylaws and those assigned by the board of directors of this local PTA. Upon the expiration of the term of office or in case of resignation or removal, each officer shall turn over to the president, without delay, all records, books, and other materials pertaining to the office, and shall turn over to the treasurer, without delay, all funds and other assets of the Exploris PTO.

Section 4.7 President

- A. Shall preside at all meetings of the general membership and the board of directors at which he/she may be present, and shall designate another officer to preside when he/she will not be present (in the absence of such designation, the board may elect any board member to preside at any meeting);
- B. Serve as a voting member of the Exploris School Board of Directors
- C. Shall coordinate the work of the officers, the board and the committees of the Exploris PTO;
- D. Shall perform such other duties as may be provided for by these bylaws or assigned to him/her by the Exploris PTO or by the board of directors;
- E. Shall sign all contracts of the Exploris PTO that have been approved by the board
- F. Shall be an ex officio voting member of all committees except the nominating committee.

Section 4.8 Vice President

- A. Act as an aide to the president,
- B. Serve as a voting member of the Exploris School Foundation Board.
- C. In their designated order, perform the duties of the president in the president's absence or inability to serve, and,
- D. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the board of directors.
- E. The vice president is encouraged to serve in another executive board position in addition to vice president.

Section 4.9 Secretary

- A. Record the minutes of all meetings of the Exploris PTO and post them in the google drive.
- B. Be prepared to read the minutes of the previous meetings,
- C. File all records,
- D. Have a current copy of the bylaws,
- E. A current roster of board members;
- F. Legal documents, including but not limited to insurance policies, contracts, current and past tax returns.
- G. Organize and maintain all documents in the Exploris PTO Google Drive.
- H. Notify committee chairs of their elections,
- I. Conduct delegated correspondence, and,
- J. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or the board of directors.

At the end of his/her term, the secretary shall transfer this file of important documents to his/her successor as secretary.

Section 4.10 Treasurer. The Treasurer shall:

- a. Collect, deposit and maintain all funds of the Exploris PTO in approved depositories (including, but not limited to, all monies collected, raised in PTO activities, received as contributions, or otherwise acquired);
- b. Disburse funds in accordance with the annual budget adopted by The Exploris PTO, and maintain records identifying the purpose and payee of all disbursements;
- c. Maintain a current record of income, expenditures, assets and liabilities of The Exploris PTO, and make all financial records available for inspection and review by the audit committee;
- d. Present a financial report of income and expenses at each meeting of the general membership and the board of directors, which report shall compare current income and expenditures to the approved budget;
- e. Prepare a year-end financial report by June 30 showing the total income and expenditures for the fiscal year, comparing those figures with the budget approved at the beginning of the fiscal year, and the assets and liabilities of The Exploris PTO, and submit that report to the incoming president, treasurer and audit committee;
- f. File all required tax forms and reports in a timely manner, including but not limited to tax returns for the previous fiscal year, and submit copies of all such filings to the secretary of The Exploris PTO;
- g. At the end of his/her term, transfer all financial records to the audit committee by July 1; and
- h. Provide assistance to the audit committee upon request.

ARTICLE 5 BOARD OF DIRECTORS

Section 5.1 Duties. The affairs of The Exploris PTO shall be managed by the board of directors in the intervals between general membership meetings. The board shall be responsible to assure that all activities and expenditures of The Exploris PTO shall be consistent with the budget approved by the general membership. The board of directors:

- a. Shall transact necessary business in the intervals between general membership meetings and such other

- business as may be referred to it by the members of The Exploris PTO
- b. Shall create and supervise standing and special committees;
 - c. Shall elect chairs and members of standing committees;
 - d. Shall review and approve president's appointments of chairs and members of special committees;
 - e. Shall review and approve the plan of work of the committees;
 - f. Shall require an annual review of The Exploris PTO financial records as provided in these bylaws;
 - g. Shall prepare a budget for the fiscal year and submit that proposed budget to the general membership for adoption at its first meeting in the fiscal year;
 - h. Shall undertake other activities as needed to assure the successful operation of the Exploris PTO, and to fulfill the responsibilities of the Exploris PTO under these bylaws.
 - i. Shall agree to abide by the following Conflict of Interest Policy: When any actual or potential conflict of interest exists, with respect to any subject requiring action by the board of directors or any of its committees, the member having an actual or potential conflict shall immediately notify the president or committee chair of such conflict, and the member shall not participate in the deliberations, shall not vote on the subject with which the member has an actual or potential conflict of interest, and shall not use his/her personal influence. The minutes of the meeting shall reflect that a disclosure was made and that the board member who stated a conflict of interest did abstain from voting.

Section 5.2 Qualifications. Each board member shall be a member of the Exploris PTO

Section 5.3 Composition.

The Exploris PTO Board of Directors shall consist of:

- the elected officers,
- the chairs of the standing committees,
- the school administrator representative,
- the faculty representative,
- the immediate past president (non-voting),
- and up to three at-large members as elected by the board.

A roster of the Board of Directors shall be presented at each general meeting and this roster will be the basis for determining if a quorum is present at Board meetings.

Section 5.4 Regular and special meetings. Regular meetings of the board of directors shall be held during the fiscal year, the time to be fixed by the board of directors at its first meeting of the fiscal year. Special meetings of the board of directors may be called by the president or by any three members of the board, at least three days notice having been given and the purpose of the meeting stated.

Section 5.5 Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business.

Section 5.6 Meetings by electronic media. Board meetings may be held by a telephone or electronic conference system that allows all participating members to simultaneously hear and speak to each other during the meeting. Telephone or electronic conferences shall not be used unless available to all board members. A committee member participating in this type of meeting is deemed to be present at the meeting.

Section 5.7 Removal from board. A board member of the Exploris PTO may be removed from office without cause by the board of directors upon the affirmative vote of two-thirds (2/3) of all board members then serving. Board members must be notified of the request for removal at least five (5) days in advance of the board of directors meeting.

Section 5.8 Proxy voting. Voting by proxy is prohibited.

ARTICLE 6 COMMITTEES

Section 6.1 Standing Committees.

- a. The board of directors shall establish an audit committee by July 1 each year, and an advocacy and nominating committee by November 1, and may establish additional standing committees at any time as needed. It is recommended that standing committees be established and chairs elected by July 1.
- b. The board of directors shall elect the chairs and members of standing committees.
- c. Only members of the Exploris PTO may serve as chairs or members of standing committees.
- d. The term of chairs and members of standing committees shall be from July 1, or a date thereafter when they assume office, to the end of that fiscal year on June 30.
- e. The chair of each standing committee shall present a plan of work to the board of directors for approval;
- f. The president shall be an *ex officio* voting member of all standing committees except the nominating and audit committees;
- g. Chairs of standing committees can be removed in the manner provided for the removal of board members in Section 5.7.
- h. Members of standing committees can be removed by action of a majority of directors then serving at any meeting of the board upon five (5) days notice to the board of such proposed action;
- i. Standing committee meetings may be called by the committee chair or any three members of the committee.

Section 6.2 Audit Committee.

- a. The audit committee shall be composed of no fewer than three members. Individuals with check signing authority and their family members may not serve on the audit committee, nor may the outgoing or incoming treasurer.
- b. The audit committee shall be responsible for the audits and financial reviews described in Article 11 of these bylaws.

Section 6.3 Nominating Committee.

- a. The nominating committee shall be comprised of an odd number and no fewer than three members; at least two of the committee members shall be board members and at least one committee member shall be a member of the Exploris PTO who does not serve on the board.
- b. Neither the president nor the administrative liaison shall be a member of the nominating committee.
- c. Throughout the year, the nominating committee is tasked with identifying talented, motivated, and responsible individuals to serve as officers of The Exploris PTO.
- d. Prior to the last general membership meeting each fiscal year, the nominating committee shall prepare a slate of nominees for officers of The Exploris PTO for the coming year, and the president shall include that slate in the notice for the last general membership meeting, and the chair of the nominating committee shall place such names in nomination at that meeting, and the election shall be conducted as provided in Section 6.2 of these bylaws.

Section 6.4 Advocacy Committee. The advocacy committee shall develop and organize meetings, activities, and programs to further the goals and purposes the Exploris PTO. This committee is tasked with improving communications and relationships between school staff and families; educating families and caregivers on important issues related to the health and educational success of their children; and helping to make each child's potential a reality.

Section 6.5 Special Committees.

- a. A special committee is a committee that is created to perform a special project and goes out of existence once the project has been completed.
- b. The board of directors may create special committees and shall specify the duration and duties of such committees.
- c. The president shall appoint the chairs and members of special committees with the approval of the board and the president shall be an *ex officio* voting member of all special committees.
- d. Only members of the Exploris PTO may serve as chairs or members of special committees.
- e. The chair of each special committee shall present a plan of work to the board of directors for approval.
- f. All special committee chairs and members serve at the direction of the board of directors and can be

removed by action of a majority of directors then serving at any meeting of the board upon five (5) days notice to the board of such proposed action.

g. Special committee meetings may be called by the committee chair or any three members of the committee.

Section 6.6 Meetings by electronic media. Standing and special committee meetings may be held by a telephone or electronic conference system that allows all participating members to simultaneously hear and speak to each other during the meeting. Telephone or electronic conferences shall not be used unless available to all committee members. A committee member participating in this type of meeting is deemed to be present at the meeting.

Section 6.7 Proxy voting. Voting by proxy is prohibited.

Section 6.8 Quorum. Unless otherwise specified in these bylaws, a majority of the members of any committee shall constitute a quorum for the transaction of business.

ARTICLE 7 GENERAL MEMBERSHIP MEETINGS

Section 9.1 Regular general membership meetings. Regular general membership meetings of the Exploris PTO shall be scheduled by the board and held at least three (3) times per fiscal year. Five (5) days notice must be given to the general membership to change the date of a regular general membership meeting. In the event of an emergency; such as natural disaster, war, or epidemic the board of directors, by two-thirds (2/3) vote of the board members then in office, shall have the authority to modify the meeting requirements, as needed.

Section 9.2 Special meetings. Special meetings of the Exploris PTO may be called by the president or a majority of the board of directors, at least three (3) days notice having been given. The meeting notice shall include the purpose of the meeting and the meeting shall be limited to such purpose.

Section 9.3 Last general membership meeting of the fiscal year. The last general membership meeting of the fiscal year shall be held in April, May, or June.

Section 9.4 Quorum. Either ten (10) members or a majority of the Exploris PTO Board of Directors, whichever number is less, shall constitute a quorum for the transaction of business in any general membership meeting of the Exploris PTO.

Section 9.5 Majority vote. Unless a higher vote is required by these bylaws, the act of the majority of the voting members present and voting shall be the act of the Exploris PTO.

Section 9.6 Proxy voting. Voting by proxy is prohibited.

Section 9.7 In Event of an Emergency (See 9.1); Meetings by Electronic Media. Upon majority vote by the board of directors, meetings may be held by a telephone or electronic conference system, including videoconferencing, that allows all participating members to simultaneously communicate with each other during the meeting. Telephone or electronic conference, including videoconferencing, shall not be used unless available to all members. A member participating in this type of meeting is deemed to be present at the meeting.

ARTICLE 8 FINANCE AND BUDGET

Section 8.1 Monthly financial review. The treasurer will conduct a monthly review of the Exploris PTO's bank statements and supporting documents and issue an acknowledgment to the Board of Directors that the expenditures were consistent with the approved budget.

Section 11.2 Financial review when financial officer leaves office. If any officer with financial responsibility, including but not limited to check signing authorization, leaves office before the end of a fiscal year, the audit committee will conduct a review of the Exploris PTO's financial records.

Section 11.3 Annual financial review. By August 31 each year, the audit committee, or a certified public

accountant appointed by the board shall:

- a. Examine the treasurer's year-end financial report and the Exploris PTO's financial records (including but not limited to all depository accounts, the general ledger of receipts and expenditures, supporting documentation and checks, and records of money paid); and
- b. State in writing whether or not the treasurer's year-end report is correct and shall submit that statement, with a copy of the report, to the board of directors.

The board shall review and approve the report of the audit committee or certified public accountant, and thereafter the audit committee shall file the report with the Exploris Foundation no later than August 31. The audit committee will summarize its report to the general membership at its next meeting. The audit committee, at any time, may recommend to the board that an independent review of the financial records by a certified public accountant should be conducted.

Section 11.4 Annual budget. The treasurer and board of directors shall prepare a proposed annual budget which, following approval by the full board, shall be considered and adopted at the first general membership meeting of the fiscal year. Amendments to the budget may be considered and adopted at regular or special general membership meetings.

Section 11.5 Checks and Bank Transfers. All bills of the Exploris PTO shall be paid by check or bank transfer. Checks must be signed and bank transfers must be electronically approved by two of no more than four officers authorized by the board of directors to sign checks, except that none of these officers so authorized shall be related, and at least one of these authorized officers shall be the Treasurer. The signing of blank checks is prohibited.

Section 11.6 Expenditures and fund availability. All expenditures of the Exploris PTO must be consistent with the approved budget and based on actual fund availability. All reimbursements for expenditures will be contingent upon actual fund availability.

Section 11.7 Depositories. All depositories of the Exploris PTO funds, including checking, savings and investment accounts, must be approved by the board of directors.

Section 11.8 Contracts and other financial agreements. All contracts and other financial agreements require the prior approval of the board and must be signed by the President.

ARTICLE 9 FISCAL YEAR

The fiscal year of this local PTA shall begin on July 1 and end on the following June 30.

ARTICLE 10 PARLIAMENTARY AUTHORITY

The Exploris PTO shall conduct its meetings in accordance with Robert's Rules of Order, Newly Revised (current edition) to the extent that it does not conflict with North Carolina law.

ARTICLE 11 AMENDMENTS

Amendments to these bylaws may be made only by the Exploris PTO board of directors, and voted on at a general membership meeting.

ARTICLE 12 APPLICATION OF THESE BYLAWS

The foregoing bylaws supersede any and all bylaws previously adopted, and shall be applied as the sole and exclusive bylaws of the Exploris PTO.

The foregoing bylaws were adopted by the general membership of the Exploris PTO on _____ (date), *and shall be kept with the permanent records.*

President (print name)

President (signature)