

BYLAWS OF ROUSSEAU PTO

Article I – Name/Location

The name of the Organization shall be Rousseau PTO. The principal office of the Organization shall be located at 3701 South 33rd Street, Lincoln, NE 68506.

Article II – Purpose

The Organization is organized for the purpose of supporting the education of students at Maude Rousseau Elementary School in Lincoln, NE, by fostering relationships among parents, teachers, and administrators.

Section 1. The primary objective of Rousseau PTO is to promote a positive relationship between home and school, so that parents, teachers, and administrators may cooperate in the education of students at Maude Rousseau Elementary School.

Section 2. The Organization is organized exclusively for educational, charitable, scientific, or literary purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code.

Article III – Basic Policies

The following are the basic policies of Rousseau PTO:

- a. Rousseau PTO shall be non-commercial, non sectarian, and non-partisan.
- b. The name of the Organization, Rousseau PTO, or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to the promotion of the objectives of the Organization.
- c. Rousseau PTO 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 candidate(s) for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
- d. Rousseau PTO may cooperate with other organizations and agencies concerned with child welfare, but persons representing Rousseau PTO in such matters shall not make commitments that bind the Organization.
- e. Notwithstanding any other provision of these bylaws, Rousseau PTO shall not engage in activities prohibited by Section 501(c) 3 and/or Section 170(c) 2 of the Internal Revenue Code.

Article IV – Members

Section 1. Any parent, guardian, or other adult standing in *loco parentis* for a student at Maude Rousseau Elementary School may be a member of the Organization and shall have voting rights. Any teacher or administrator employed at the school may also be a member and have voting rights.

Section 2. Dues will be determined by the Board of Directors.

Section 3. Rousseau PTO shall conduct an annual enrollment of members, but new members may be added at any time. Memberships shall expire on the last day of the fiscal year.

Article V – Board of Directors

Section 1. Board of Directors. The business and affairs of Rousseau PTO shall be managed by its Board of Directors, which shall consist of no more than nine (9) directors. All officers of Rousseau PTO shall be members of the Board of Directors. The number of directors may be increased or decreased from time to time by amending these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 2. Election and Tenure. The terms of the initial directors of Rousseau PTO shall expire at the first members' meeting at which directors are elected. The terms of all subsequent directors shall expire at the annual members' meeting following their election. Despite the expiration of a director's term, he or she shall continue to serve until his or her successor is elected and qualified or until there is a decrease in the number of directors. A director may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. The resignation shall be effective at the time of the notice's delivery, unless the notice specifies a later effective date.

Section 3. Vacancies. Any vacancy on the Board of Directors, including a vacancy resulting from an increase in the number of directors, shall be filled by the affirmative vote of a majority of the remaining directors, although less than a quorum of the Board of Directors exists. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor. The vacancy may be filled at either a special or regular meeting of the Board of Directors.

Section 4. Removal. Directors may be removed from office, with or without cause, by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given of the requested removal.

Section 5. Quorum. A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the directors present at a meeting where a quorum exists shall be the act of the Board of Directors. If less than a quorum is present at any given meeting, the majority of directors present may adjourn the meeting from time to time without further notice.

Article VI – Officers

Section 1. Officers. The officers shall be no more than two presidents, three vice presidents, one second vice president, one secretary, and one treasurer, as provided by the Board of Directors.

- a. President(s): The President shall prepare agendas for and preside over meetings of the Organization and Board of Directors, represent the Organization at meetings outside of the Organization, serve as an *ex officio* member of all committees except the nominating committee, and coordinate the work of all officers and committees so that the purpose of the Organization is served. The President shall create and appoint special committees, with the approval of the Board of Directors, as needed to further the purpose of Rousseau PTO. The President has power to sign and execute bonds, contracts, or obligations in the name of the Organization, as authorized by the Board of Directors. The President shall be a member of the Board of Directors

- b. Vice President(s): The Vice President shall assist the President and carry out the President's duties in his or her absence or inability to serve. The Vice President shall chair the nominating committee and serve as a member *ex officio* of all other committees. The Vice President shall coordinate his or her work so that the purpose of the Organization is served. The Vice President shall be a member of the Board of Directors.
- c. Second Vice President: The school principal shall automatically assume the position of the Second Vice President and shall be a member of the Board of Directors.
- d. Secretary: The Secretary shall keep all records of the organization, handle correspondence, send notices of meetings to the membership, and take and record meeting minutes. The Secretary shall keep a copy of the bylaws, rules, membership list, minutes book, and any other necessary supplies, and bring them to meetings. The Secretary shall review and recommend updates to the Bylaws annually and shall perform other duties delegated by the Board of Directors. The Secretary shall be a member of the Board of Directors.
- e. Treasurer: The Treasurer shall keep full and accurate records of the Organization's receipts and expenditures in books belonging to the Organization, receive all funds of the Organization, and pay out funds of the Organization in accordance with the approval of the Board of Directors, taking proper vouchers for such disbursements. He or she shall present a financial statement at every meeting and at other times when requested by the Board of Directors and make a full report at the end of the school year or when requested by the Board of Directors. The Treasurer shall make disbursements as authorized by the approved budget or by the Board of Directors and cause checks to be signed by two persons as follows: the Treasurer and either the President or Second Vice President. The Treasurer shall submit the books annually, or upon his or her resignation, for an audit by the auditing committee selected by the Board of Directors. The Treasurer shall prepare an annual report and all necessary materials for an audit at the end of the school year for presentation at the final business meeting. The audit shall be completed by July 1 following the end of the school year, and the auditors' report shall be submitted to the Board of Directors. The Treasurer shall cause any necessary tax returns or reports to be made to the Internal Revenue Service as may be required by law. The Treasurer shall be a member of the Board of Directors.

Section 2. Nominations and Elections. The nominating committee, chaired by the Vice President and composed of at least two other members of the Board of Directors, shall select a candidate for each office and present their slate to the membership at least one month prior to the May meeting, when elections shall be held. At the May meeting, the slate will be presented and nominations may also be made from the floor. Voting shall be by voice vote, unless more than one person is running for an office, then a ballot vote shall be taken.

Section 3. Eligibility. Members of Rousseau PTO are eligible for office if they are members in good standing at least forty five (45) calendar days before the election..

Section 4. Terms of Office. Officers are elected for a one-year term and may serve no more than two (2) consecutive terms in the same office. An elected officer may hold only one office at a time.

Section 5. Vacancies. If there is a vacancy in the Office of President, the Vice President shall become President, and a new vice president shall be elected by the Board of Directors at the next regular meeting. If there is a vacancy in any other office, the Board

of Directors shall elect a replacement to serve for the remainder of the unexpired term at their next regular meeting.

Section 6. Removal from Office. Officers may be removed from office, with or without cause, by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given of the requested removal.

Article VII – Meetings

Section 1. Regular Meetings. Regular meetings of Rousseau PTO shall be held on the third Monday of each month in accordance with the monthly schedule below. All regular meetings shall be board meetings and are open to all members in good standing. Should the scheduled time be on a holiday or when school is not in session, the meeting will automatically be scheduled to the following Monday.

Month	Agenda Item
August	New member orientation, budget development
September	Budget approval
October	Regular meeting
November	Regular meeting
December	Regular meeting
January	Regular meeting
February	Regular meeting
March	Regular meeting
April	Nominating committee slate presentation (Directors and Officers)
May	Director / Officer election

Section 2. Special Meetings. Special meetings may be called by the President, any two members of the Board of Directors, or five general members submitting a written request to the Secretary. Notice of the special meeting shall be sent to the members at least ten (10) days prior to the meeting by U. S. mail, e-mail, fax, flyer sent home with students, and/or phone call.

Section 3. Quorum. The quorum shall be the majority of the members of the Board of Directors.

Section 4. Action without a Meeting. Any action permitted or required to be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent in writing, setting forth the action so taken, is signed by all of the directors. Such consent shall have the same effect as a unanimous vote, and may be described as such in any document. The consent may be executed by the directors in counterparts

Article VIII – Committees

Section 1. Formation. All committees, with the exception of the nominating committee, shall be created at the discretion of the Board of Directors with the intent of furthering the purpose of Rousseau PTO.

Section 2. Committee Membership. Committees may consist of any member, with the President acting as an *ex officio* member of all committees.

Section 3. Committee Reporting. All active committees shall report on their activities at the regular meetings.

Article IX – Financial

Section 1. The fiscal year shall run from August 1 through July 31.

Section 2. A tentative budget for each school year shall be drafted at the August meeting and approved by a majority vote of the members present at the September meeting.

Section 3. The Board of Directors shall approve all expenses of the Organization not previously approved in the budget.

Section 4. The treasurer shall keep accurate records of any income, disbursements, and bank account information.

Section 5. A member whose duties involve the collection of Rousseau PTO funds shall supply the Treasurer with an accurate record of such income.

Section 6. A member whose duties involve the expenditure of Rousseau PTO funds shall supply the Treasurer with an accurate record of such expense.

Section 7. Two authorized signatures shall be required on each check. Authorized signers shall be the Treasurer and either the President or Second Vice President.

Section 8. The books and accounts of Rousseau PTO shall be kept in accordance with sound accounting practices and shall be examined annually by an auditor or auditing committee appointed by the Board of Directors.

Article X – Parliamentary Authority

Robert's Rules of Order shall govern meetings when they are not in conflict with the Organization's bylaws.

Article XI – Standing Rules

Standing rules may be approved by the Board of Directors, and the Secretary shall keep a record of the standing rules for future reference.

Article XII – Indemnification of Directors and Officers

To the extent permitted by law, the Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Organization, by reason of the fact that he or she is or was a director, officer, or member of the Organization, against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Organization and, with respect to any criminal action or proceeding, had not reasonable cause to believe his or her conduct was unlawful.

To the extent permitted by law, the Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Organization to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, or member of the Organization, or is or was serving at the request of the Organization as a director, officer, employee, or agent of another organization, corporation, partnership, joint venture, or enterprise, or as a trustee, officer, employee, or agent of an employee benefit plan, against expenses, including attorney fees, actually and reasonably

incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Organization.

To the extent permitted by law, the Organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or member of the Organization against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the Organization would have the power to indemnify him or her against such liability.

The indemnity provided for by Article XII shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of Article XII be deemed to prohibit the Organization from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in these Bylaws.

Article XIII – Dissolution

The Organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting, assuming a quorum. Upon dissolution of Rousseau PTO, after paying or adequately providing for its debts and obligations, the remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations which have established their tax-exempt status under Section 501(c) 3 of the Internal Revenue Code.

Article IVX – Amendments

These Bylaws may be amended at any regular or special meeting, provided that previous notice was given to the Secretary in writing at least one month prior to the meeting. Notice may be given by U.S. mail, e-mail, fax, flyer sent home with students, and/or phone call. Amendments shall be approved by a two-thirds vote of those present, assuming a quorum.