

BYLAWS
OF
BEAVER CREEK ELEMENTARY SCHOOL
PARENT-TEACHER ORGANIZATION
(As amended and updated 4/09)

Mission Statement

The mission of the Beaver Creek Elementary School Parent-Teacher Organization is to expand, enhance and advance the educational opportunities of the students of Beaver Creek Elementary School as well as establish and maintain a working relationship among parents, school and community.

Section 1. Office

The principal office of the Corporation is located in Polk County, Iowa, at the Beaver Creek Elementary School, 8701 Lyndhurst drive, PO Box 10, Johnston, IA 50131-0010.

Section 2. Purpose

- A. This Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall be operated exclusively for the benefit of the Johnston Community School District (a political subdivision of the state of Iowa governed by the Board of Directors of the Johnston Community School District), or any organization that may be established to succeed the Johnston Community School District (the "JSCD") in the operation of education program and any of the facilities of the HCSD in Johnston, Iowa, with a primary emphasis on the Beaver Creek Elementary School (the "Beaver Creek School") at 8701 Lyndhurst, PO Box 10, Johnston, IA 50131-0010, within such school district.
- B. Subject to the foregoing, this Corporation shall (1) receive and disburse funds, property and gifts of any kind; (2) provide or provide funds for the provision of, equipment, supplies, material, resources and professional development for the teachers, administrators, support staff and volunteers of the Beaver Creek Elementary School; (3) provide instruction and educational opportunities to assist parents, guardians and caregivers in supporting the education and growth of children; and, (4) take other action deemed necessary or desirable to enhance or improve the educational opportunities provided to the students of the Beaver Creek Elementary School.

Beaver Creek Elementary School PTO is a volunteer organization focused on organizing, directing and supervising volunteer workers to assist families in meeting the educational needs of students.

The foregoing purposes and objectives of this corporation shall be the exclusive purposes and objectives and shall be directed towards the advancement of the education, safety and welfare of the students of the Beaver Creek Elementary School.

Section 3. Membership

- A. This Corporation shall have one class of membership. Any person who is either:
- a. A parent, stepparent, guardian, foster parent or caregiver of a child who is currently attending or who in the next school year will attend the Beaver Creek Elementary school: or,
 - b. A teacher, administrator or other employee of the JCSD who regularly works within the Beaver Creek Elementary School,
- shall be qualified to become a Member upon the payment of the annual dues and shall continue as a Member upon paying the annual dues Annual Beaver Creek Elementary School Parent-Teacher Organization membership dues shall be three dollars (\$3.00) per family as established by the Johnston Community School District. Dues are waived for Beaver Creek Elementary School staff and administrators. The membership year for the payment of annual dues shall be the same as the fiscal year, July 1st to June 30th.
- B. Communication with the Corporation for all business, including meeting and event notices shall be given in any of the following ways:
- The Calendar of Events published annually by the JCSD
 - The monthly newsletter published by the Beaver Creek Elementary School
 - Mailed notice to the Members
 - The Beaver Creek Elementary School PTO Newsletter
 - The Beaver Creek Elementary School PTO Website
 - Email distribution
 - Fliers printed and sent home in student backpacks or class folders
- C. The annual election of the officers by the Membership will be held during the regular monthly May meeting. Special meetings of the Corporation may be held upon call by the Board of Directors. Notice of a meeting of the Members must be given as described in Section 3B. All meetings of the members shall be held at the Beaver Creek Elementary school unless otherwise provided by resolution of the Board of Directors.
- D. The activities and affairs of the Corporation shall be managed by the Board Of Directors and all members in good standing. The act of the majority of these members present at a meeting shall be the act of the Corporation.

Section 4. Board of Directors

- A. The Officers of the Corporation shall consist of:
- a. Either:
 - i. Two Co-Presidents, or
 - ii. One President and One Vice President
 - b. One Secretary and
 - c. One Treasurer.
- B. - The Board Of Directors shall consist of the Officers of the Corporation and the Principal of the Beaver Creek Elementary School or a person recommended by the

Principal for the purpose of representing the Beaver Creek Elementary School. By a majority vote of its members, the Corporation may modify the Board Of Directors authority, modify, but not below five, the number of the Board Of Directors and fill vacancies on the Board Of Directors.

- C. Approval by a majority of the members of the Board Of Directors is required to exercise actions of the Board Of Directors. The Board Of Directors shall keep accurate records of its actions, file them with the corporate records and report the same to the Corporation meetings.
- D. Vacancies on the Board of Directors may be filled by approval of a majority of the Members of the Corporation present at any meeting in which such an action would be brought forward. A person elected to fill a vacancy on the Board of Directors shall hold office for the full term of the officer they are replacing.
- E. This Corporation shall hold a meeting of the members of the Corporation in May of each year for the purpose of electing new Executive Officers. (This may occur at the regularly monthly meeting.)
- F. It shall be the duty of the Board Of Directors to:
 - a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or these Bylaws for a two year term.
 - b. Appoint and prescribe the duties of all committee chairpersons and agents of the Corporation
 - c. Supervise all committee chairpersons, members and other volunteers of the Corporation to assure that their duties are performed properly
 - d. Meet at such times and places as required by these Bylaws
- G. Board of Directors Members shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties as otherwise provided by these by-laws.
- H. In no event may the Board of Directors amend the Articles of Incorporation or Bylaws, or take other extraordinary actions.
- I. Register their addresses with the Secretary of the Corporation.

Section 5. Meetings of the Members

- A. All meetings of the Corporation shall be held at the Beaver Creek Elementary School unless otherwise provided by resolution of the Board of Directors. Regular meetings will be held monthly during the school year. Notice of all meetings of the Corporation shall be given as described in Section 3B.
- B. Special meetings of the Corporation may be called by either Co-President (President/Vice President), or by any four Committee Chairpersons. The Secretary of the Corporation shall give notice of each special meeting to Members at least 72 hours in advance of such meeting. Such notice shall be given as described in section 3B, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting
- C. Meetings of Corporation shall be presided over by one of the Co-Presidents (President/Vice President) or in the absence of both Co-Presidents (President/Vice President), by a chairperson chosen by a majority of the Members present at the meeting. The Secretary shall act as secretary of all meetings of the Corporation, provided that, in his/her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

- D. Those members present at a General Membership meeting or special meeting shall be designated a quorum and shall be entitled to take action on behalf of the Corporation.
- E. "Roberts Rules of Order, Revised" shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these by-laws.

Section 6. Non-Liability of Board of Directors and Members

- A. To the fullest extent allowed by law, an Officer or Member of this Corporation shall not be liable for this Corporation's debts nor obligations and an Officer, Member or other volunteer shall not be personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties on behalf of the Corporation, except for acts or omissions taken in bad faith or which involve intentional misconduct or knowing violation of the law.
- B. To the fullest extent allowed by law, this Corporation shall defend and indemnify all Officers, Employees and Members of this Corporation from all claims, damages and liabilities resulting for or arising out of the act or omission of the person performed in the discharge of the person's duties on behalf of this Corporation, except for acts or omissions taken in bad faith or which involve intentional misconduct or knowing violation of the law.

Section 7. Nominating Committee

- A. The Corporation may designate a nominating committee to recruit and nominate persons for the Board Of Directors and committee chairpersons for the following school year. In the event of a vacancy during the year, the nominating committee or Board Of Directors will nominate a person to complete the term.
- B. The nominating committee shall consist of three people. One of the three is expected to be a Co-President (President/Vice President). The other members shall be appointed by the other Co-President (President/Vice President). The Co-President (President/Vice President) shall appoint one of the three people to serve as chairman of the committee. Members of the nominating committee are eligible for nomination to the Board of Directors positions or Committee Chairperson.
- C. The Nominating Committee shall select one nominee for each open position to be filled. Nominees are expected to be active members in good standing. It is suggested that nominees to the Board of Directors have at least one year of committee chair service. The slate of nominees will be presented to the Board of Directors for review and then will be presented to the membership at the April meeting. The slate shall also be posted or distributed to all Members as described in Section 3B of these bylaws.
- D. Voting for the Board of Directors positions will take place at the May meeting. Nominations from the floor will be also be accepted at the May meeting. (Committee chairperson positions will be appointed by the Board of Directors as provided in Section 4.F.b. of these by-laws.)
- E. No one may serve in the same office within the Board Of Directors for more than two consecutive years. An exception may be allowed for an individual who completes a partial term to fill a vacant office .
- F. Since positions are for two years (per section 9D) a new Vice President will be nominated and elected each year. A secretary will be nominated and elected on the odd years. A treasurer will be nominated and elected in the even years.

Section 8. Budget Committee

- A. The Budget Committee shall be formed each year. The Chairperson of the Budget Committee shall be the Treasurer . Members shall include the principal (or designee), the co-presidents (president/vice-president) and at least 3 additional members. The Budget Committee will monitor expenses and resolve potential expenditure conflicts during the current fiscal year.
- B. In the spring, the Budget Committee will gather information regarding estimated fundraising, donations, miscellaneous income and estimated expenditures for the upcoming fiscal year. The committee will then make recommendations and seek approval of a “budget” for the upcoming fiscal year. This proposed budget will be presented and voted upon at the May meeting, concurrent with the election of new officers. Once approved, it will be the working budget for the fiscal year. Changes to the approved budget must be approved by the membership at a meeting.
- C. The budget shall include all expected operating and program expenses. The budget may also include funds for ‘teacher grants’ or ‘capital expenses’ or a combination of both. In general, when evaluating grants or capital equipment proposals, the committee shall evaluate the proposals to assure the expenses meet the mission of the organization and provide benefit to the most students possible.
- D. In the years that a teacher grant process is implemented, the Budget Committee is also responsible for the review and disbursement of teacher “grants”. The committee will evaluate the disbursement requests, and present their recommendation to the membership at a meeting for a majority vote approval.

Section 9. Duties of the Co-Presidents (President/Vice President)

- A. The Co-Presidents (President/Vice President) shall be the chief executive officers of the Corporation and shall, subject to the control of the Membership, supervise and control the activities of the Corporation. Each shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed by a vote of the Members.
- B. A Co-President (President/Vice President) shall preside at all meetings of the Corporation and, at all meetings of the Members.
- C. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the Co-Presidents (President/Vice President), or either of them, shall in the name of the Corporation, execute such contracts, from time to time to be authorized by the Members.
- D. Co-Presidents are elected to serve a rotating two year term with the first year learning the responsibilities of the position and the second year training the new Co-President. When using the President/Vice President structure, the Vice President is the member in training from the President who is completing their second year of service.

Section 10. Duties of the Secretary

- A. The Secretary shall keep accurate records of all meetings of the Corporation and all meetings of the Members. The Secretary shall keep a record of the names and addresses of all members of the Board Of Directors and shall have charge of the corporate books and records, including Articles of Incorporation and Bylaws as amended to date.
- B. The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law. Prior to all meetings, the Secretary shall post an agenda of the business to be conducted to the Membership, as described in Section 3B of these bylaws.
- C. The Secretary will complete the Biennial Report for the Iowa Nonprofit Corporation due to the Iowa Secretary of State Office in the first quarter of odd-numbered calendar years.
- D. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him/her by the Members.

Section 11. Duties of the Treasurer

- A. The Treasurer shall have custody of all funds and securities belonging to the Corporation. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Members may select. All checks, drafts, or orders for the payment of money shall be signed by the Treasurer or such members of the Board of Directors as the Members shall designate. The Treasurer will also serve as the Chairperson of the Budget Committee.
- B. The Treasurer shall keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- C. At each meeting of the Corporation, the Treasurer shall provide a written report of income and expenses to date and estimates of anticipated income and payments to be made. Such report will include a listing of funds available and any restrictions on use of funds.
- D. The Treasurer is authorized to make necessary purchases, or reimbursed expenses, as follows
 - a) up to \$100 without authorization.
 - b) Expenditures over \$100 and less than \$300 must be signed by one chair.
 - c) All expenditures over \$300 should be pre-approved by the Members at a scheduled meeting.
 - d) If an expenditure is an immediate need, (i.e. cannot wait for a regularly scheduled meeting) approval of three Executive Committee members is necessary for a check request or reimbursement.
 - e) Purchases which fall outside of an "approved activity fund" and which are not voted on, should be reported at the next meeting of the Corporation.
 - f) This authority may be modified at any regular or special meeting.

- E. The Treasurer shall prepare, certify and file, or cause to be prepared, certified and filed, the financial statements and any required financial reports including IRS Form 990 (or 990 EZ) when required by law. The Treasurer will seek any necessary professional services from a qualified volunteer who is a Member of the Corporation. If no qualified volunteer is found, the Treasurer shall notify the Members of the Corporation of the need to pay for professional services to complete the required documents so that funds may be authorized.
- F. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles or Incorporation, or by these Bylaws, or which may be assigned to him/her by the Members.
- G. If the JCSD does not audit the Treasurer's records, then an auditor or an auditing committee, who, satisfied that the treasurer's annual report is correct, should sign a statement of that fact. The auditing committee should examine the Corporation's accounts annually, before July 1st. The auditing committee should assure a minimum balance of \$3000 (or as determined by state law) for the next fiscal year. The auditing committee shall be comprised of not less than three members appointed by the Board Of Directors.

Section 12. Duties of Chairpersons

The committee chairpersons shall perform duties specified to their committee. These duties shall be performed in accordance with the Articles or Incorporation and these Bylaws and shall include the following:

- A. Update membership at monthly meetings (in person or via submitted report) about the activities of their committee.
- B. Keep records of activities and pass these records along to successors.
- C. Serve two years, whenever possible, with the first year as an assistant in training and the second year as the lead chairperson.

Section 13. Execution of Instruments

The Members of the Corporation, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. All contracts must be signed by an Board Of Directors member. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable financially for any purpose or in any amount.

Section 14. Maintenance of Corporate Records

The Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, correct and complete books and records of account and shall keep minutes of the proceedings of its Members; and shall keep at its registered office a record of the names and addresses of its Members entitled to vote. All books and records of the Corporation may be inspected by any Member or their agent or attorney, for any purpose at reasonable times, upon request to the Treasurer.

Section 15. IRC 501(c)(3) Tax Exemption Provisions

- A. **Limitations on Activities:** No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to, any candidate for office.
- Notwithstanding any other provision of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B. **Prohibition Against Private Inurement:** No part of the net income or assets of this Corporation shall inure to the benefit of, or be distributable to, its members, ~~directors~~, officers or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.
- C. **Distribution of Assets:** Upon dissolutions of this Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of this Corporation shall be distributed for one or more tax exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Subject to the foregoing, any distributions upon dissolution of the Corporation shall be used to advance the education of and educational opportunities available to, the students of the Beaver Creek Elementary School of the Johnston Community School District, or of any public elementary school to which the students attending Beaver Creek Elementary School may be reassigned or transferred.

Section 16. Amendment of Bylaws

The power to amend the Bylaws shall be vested in the Members. Approval by the majority of the Members of the Corporation present at any meeting in which an amendment action is put forward shall be required to amend these Bylaws.

Adoption of Bylaws

Initial adoption – February 2002

Amended – September 2002

Amended – April 2009