

# GVHS PTO, By-Laws

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## 1. Name & Address

- a. The name of this Organization shall be the Great Valley High School Parent Teacher Organization ("GVHS PTO")
- b. The address shall be 255 North Phoenixville Pike, Malvern, PA 19355.

## 2. Purpose

The GVHS PTO is organized for charitable and educational purposes, in compliance with section 501(c)(3) of the Internal Revenue Code. More specific goals of the GVHS PTO, to the extent they are consistent with Section 501(c)(3) of the Internal Revenue Code, are listed below.

- a. To promote open communication and involvement among parents/guardians, teachers, and administrators for the overall good of all of the GVHS students.
- b. To keep parents/guardians informed about school programs as well as to provide parents/guardians appropriate avenues to direct questions, seek clarification or communicate input to administrators.
- c. To support additional programs, equipment and services not covered in the school budget through fundraising or other lawful means.
- d. To promote school spirit.

## 3. Policies

The GVHS PTO does not discriminate on the basis of race, color, religion, national or ethnic origin, age, sex, gender, sexual orientation, gender identity/expression, disability, or any other protected class.

- a. The PTO year and its budget year shall be from August 1 to July 31.
- b. The GVHS PTO shall be noncommercial, nonsectarian, and nonpartisan.
- c. The GVHS PTO may cooperate with other organizations and agencies active in child welfare to the extent that such activities are not inconsistent with the GVHS PTO's purpose, as outlined above.
- d. The GVHS PTO is prohibited from using surplus funds for the benefit of any individual person in the event the Organization is dissolved.

## 4. PTO Organization

The GVHS PTO consists of the following:

- a. Members: Parents or guardians of GVHS students, except those parents or guardians who have opted out of received correspondence from the GVHS PTO.
- b. Officers: Members elected to serve for a specific role on the Executive Board
- c. Executive Board: Governing body of the PTO, comprised of all PTO officers.
- d. Committees: A group of members appointed by the Executive Board to run an event or activity. The Executive Board may remove Committee members by majority vote of the Executive Board.

## 5. Membership:

A person becomes eligible for a membership in this Organization provided they are a parent/guardian of a current GVHS student. There are no dues for membership. Members shall be eligible to vote on all issues brought before the membership, and are eligible to serve on the Executive Board. To be eligible to serve as an officer, such individual must be eligible for membership in the Organization.

## 6. Officers and Elections

- a. Section 1, Officers. The officers shall be a President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Co-Treasurer, who shall each be different individuals. Additional officers may be elected by the full membership of the GVHS PTO.

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1. President (“President”). The President shall preside over meetings of the Organization and Executive Board, serve as the primary contact for the principal, represent the Organization at meetings outside the Organization, serve as a member overseeing all committees, and coordinate the work of all the officers and committees so that the purpose of the Organization is served.
2. Vice President (“Vice President”). The Vice President shall assist the President and carry out the President's duties in their absence or inability to serve.
3. Recording Secretary. The Recording Secretary shall keep all records of the Organization, record and distribute minutes, prepare the agenda, and send notices of meetings to the membership. The Secretary also keeps a copy of meeting minutes, articles of incorporation, bylaws, rules, membership list, and other similar documents. The Recording Secretary distributes bylaws to all new Board members.
4. Corresponding Secretary. The Corresponding Secretary is responsible for all general correspondence related to the PTO (Thank you cards, Notes, Letters), and assumes the responsibilities of the Recording Secretary in their absence.
5. Treasurer and/or Co-Treasurer (“Treasurer”). The Treasurer shall receive all funds of the Organization, keep an accurate record of receipts and expenditures, pay out funds in accordance with the approval of the Executive Board, and timely file any required tax returns or tax forms to the IRS and/or Commonwealth of Pennsylvania. The Treasurer will present a financial statement at meetings and at other times of the year when requested by the Executive Board, and make a full report at the end of the year. The Co-Treasurer is responsible for Junior After Prom Party funds and accounts with the Treasurer as back up.

All officers are responsible for complying with any additional rules or regulations that the Great Valley School District may impose on parent organizations as a condition of maintaining formal recognition as the official PTO of the Great Valley High School.

- b. Section 2, Nominations and Elections. Elections will be held at the last meeting of the school year. New officers shall assume their positions immediately after the last day of the school year during which they were elected. The Executive Board shall recommend a candidate for each office and present the slate via email to the membership one month prior to the meeting. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented and no other nominations are made from the floor. If more than one person is running for an office, a ballot vote shall be taken.
- c. Section 4, Terms of Office. Officers are elected for two years and may serve no more than 2 consecutive term(s) in the same office. Each person elected shall hold only one office at a time.
- d. Section 5, Vacancies. If there is a vacancy in the office of President, the Vice President will automatically become the President until a new President is elected. At the next regularly scheduled meeting, a new Vice President will be elected. If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.

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- e. Section 6, Removal from Office. Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at an Executive Board meeting where previous notice has been given.

### 7. Liaison to the District

At least once a year, the Organization shall designate a liaison for purposes of communications with the administrative liaison designated by the Great Valley School District. This appointed liaison may be, but is not required to be, the Organization's President or Treasurer.

### 8. General Meetings

- a. There shall be at least one annual meeting of the Organization for the purpose of electing officers. Other meetings shall be held throughout the year, generally on a monthly basis, although there may be some months when the Organization does not meet.
- b. Special Meetings. Special meetings may be called by the President, any two members of the Executive Board, or five general members submitting a written request to the Secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting, by email and/or through phone calls.
- c. Quorum. A quorum shall be six members.
- d. Minutes. Minutes of each general and special meeting shall be created by the Recording Secretary or other individual responsible for creating minutes under these by-laws. Such meeting minutes shall be distributed to each member upon request.

### 9. Executive Board

- a. Duties. The duties of the Executive Board shall be to transact business between meetings, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.
- b. Meetings. The Executive Board shall meet at least three times a year. Special meetings may be called by any Executive Board member, with 24 hours' notice. Special meetings may be held in person, virtually, or by email.
- c. Quorum. A quorum shall be 50% of the officers plus one.
- d. Events and Activities. The Executive Board will appoint chairpersons for each committee, and approve committee budgets.

### 10. Committees

- a. Committee chairs are selected by a majority of the Executive Board.
- b. Membership: Committees may consist of members selected by the Committee chair, and Executive Board members, with the President acting as an ex officio member of all committees. The Executive Board may remove Committee members, including Committee chairs, by majority vote.

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- c. Activity and Event Committees: The Organization will establish one committee per event or activity for planning, fundraising, execution, and spending report to the Executive Board.
- d. Additional Committees: The Executive Board may appoint additional committees as needed.

### 11. Finances

- a. Budget: A tentative budget shall be drafted by the Treasurer for each school year and is approved by a two third majority vote of the Executive Board prior to the first general PTO meeting of the school year. The budget shall be reviewed at a general meeting and approved by a majority vote of members present.
- b. Financial Records: The Treasurers shall keep accurate records of any disbursements, income, and bank account information.
- c. Use of Funds (Limitations): No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered, to pay or reimburse expenses actually incurred for supplies, postage, travel, lodging and other costs incurred in pursuing the corporation's purposes, and to make payments and distributions in furtherance of its purposes as set forth herein.
- d. Delegations: The Executive Board shall approve all Committee budgets of the Organization. Committee chairs are authorized to approve expenses included in the approved Committee budget up to the approved amount. All unbudgeted items greater than \$250, and line items more the \$250 over budget expenses require approval by the Executive Board. Any distribution not already approved in the annual budget greater than \$1,200 shall require a majority vote by the Executive Board for approval. Any distribution greater than \$2,500 requires a majority vote of the Executive Board and members present at a general PTO meeting.
- e. Signing Authority: Two authorized signatures shall be required on each check over the amount of \$2,500. Authorized signers shall be the President and the Treasurers.
- f. Financial Reporting: The Treasurers shall prepare a financial statement at the end of the year, to be reviewed by the Executive Board and presented at the regular meeting.
- g. Dissolution: Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

### 12. INSURANCE and LEGAL, AND ACCOUNTING

- a. Unless otherwise provided by Great Valley School District, the GVHS PTO shall purchase and maintain general liability insurance, and officers' liability insurance and shall pay the premiums for

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such insurance in order to protect the PTO and its officers from any losses or claims against the PTO or its officers.

- b. The Executive Board may elect to pay for and have on retainer legal representation. This decision must be approved by two-thirds of the Executive Board and will be communicated to the general membership.
- c. The Executive Board may elect to pay for and utilize external parties for accounting purposes. This decision must be approved by two-thirds of the Executive Board and will be communicated to the general membership.

### 13. INDEMNIFICATION

- a. To the fullest extent permitted by law, the GVHS PTO shall indemnify, hold harmless and defend each person who is or was an officer of the GVHS PTO against all liabilities, costs and expenses, including but not limited to amounts paid in satisfaction of judgments, in settlement or as fines and penalties and counsel fees, reasonable incurred by any such person in connection with a claim or suit brought by reason of any action or inaction taken while such persons was acting within the scope of their activities as an officer.

**14. Amendments to By Laws:** These bylaws may be amended by a 2/3 majority vote of the members present at a general PTO meeting.

**15. Dissolution Statement:** The Organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at a special meeting of the membership.

### 16. Conflict of Interest:

Conflict of Interest Defined. The following circumstances shall be deemed to create Conflicts of Interest.

- a. A contract or transaction between the GVHS PTO and a member of the Executive Board or one of their immediate family members. Immediate family members include a parent, parent-in-law, spouse, child, spouse of a child, brother, brother-in-law, sister, sister-in-law, or the domestic partner of a parent, child, brother or sister.
- b. A contract or transaction between the GVHS PTO and an entity in which a member of the Executive Board or one of their immediate family members has a material financial interest, or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative. A material financial interest shall mean any financial interest in a legal entity engaged in business for profit which comprises more than five percent (5%) of the equity of the business or more than five percent (5%) of the assets of the economic interest in indebtedness.

A person who has a Conflict of Interest shall recuse themselves from deliberation and decision making with respect to the matter, either at or outside the meeting.

Before Executive Board or Committee action on a contract or transaction involving a Conflict of Interest, an Executive Board member or committee member having a Conflict of Interest and who is in attendance at the meeting, shall disclose all facts material to the Conflict of Interest and recuse themselves from the

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deliberation and any votes. Failure to do so may lead to disqualification from the Executive Board or Committee. Such disclosure shall be reflected in the minutes of the meeting.

An Executive Board member who plans not to attend a meeting at which they have reason to believe that the Executive Board will act on a matter in which the person has a Conflict of Interest, shall disclose to the Chair of the meeting all facts material to the Conflict of Interest. The Chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.