

BYLAWS
Of
Cardinal Ridge Elementary Parent Teacher Organization

ARTICLE I – NAME, DESCRIPTION & PURPOSE

Section 1: NAME – The name of the organization shall be Cardinal Ridge PTO, hereinafter referred to as the “PTO”. The PTO is located at 26155 Bull Run Post Office Road, Centreville, Virginia 20120, in Loudoun County.

Section 2: DESCRIPTION – The PTO is a non-profit organization that exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Section 3: PURPOSE – The purpose of the PTO is to enhance and support the educational experience at Cardinal Ridge Elementary, to develop a closer connection between school and home by encouraging parental involvement, and to improve the environment at Cardinal Ridge through volunteer and financial support.

Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be carried on (1) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by an organization contributions to which are deductible under Section 170(c)(2) of said Code, or the corresponding provisions of any future statute of the United States. No substantial part of the activities of this organization shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the organization participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE II – OFFICES

Section 1: REGISTERED OFFICE - The Organization’s registered office shall be located within Virginia at the address of the Organization’s registered agent. The location of the registered office may be, but need not be, identical with that of the primary office if the latter is located within Virginia.

The registered agent shall either be: (1) an individual who is a resident of Virginia and either an officer of the Organization or a Member of the Virginia State Bar, and whose business address is identical to the registered office; or (2) a Corporation organized or qualified to conduct business in the Commonwealth of Virginia, other than the Organization, the business address of which is identical with the registered office. The Board may change the registered agent and the address of the registered office from time to time, upon filing the appropriate form with the Virginia State Corporation Commission, in accordance with the procedures set forth in the Virginia Non-stock Corporation Act, as may be amended.

Section 2: BUSINESS OFFICE - The Corporation’s principal office shall be located at Cardinal Ridge Elementary School at 26155 Bull Run Post Office Road, Centreville, Virginia 20120, in Loudoun County.

ARTICLE III – MEMBERSHIP

Section 1: MEMBERSHIP – Membership shall be granted to all parents and guardians of Cardinal Ridge students, plus all staff at Cardinal Ridge. “Members,” as used in these Bylaws, shall mean the current Members of the PTO. Members have voting privileges, one vote per member.

Members shall have the right to participate in all regular meetings and activities of the organization and to vote on all issues before the Members, including electing members to the Board. Dues will be established each fiscal year by majority vote of the Executive Board. A Member must have paid his or her dues by the start time of any general meeting to be considered a Member in good standing with voting rights at the meeting.

Section 2: FINANCIAL HARDSHIP – No Member shall be denied the right to participate in the activities of the organization or shall be denied voting rights due to financial hardship. The Executive Board shall establish a procedure to ensure compliance with this policy.

ARTICLE IV – OFFICERS

Section 1: EXECUTIVE BOARD– the Executive Board shall consist of the following officers: President, Vice-President, Secretary, Treasurer and Vice-President-Communications. Officer positions can be shared, except for the positions of President and Treasurer. Shared positions are allocated one vote. The School Principal, or his/her designee, is a voting member of the Executive Board.

Section 2: TERM OF OFFICE – Elected officers’ terms shall run concurrently with the fiscal year. Previously elected officers shall retain the authority to act on behalf of the PTO to fulfill any and all pending obligations until the completion of the current fiscal year. Newly elected officers shall be designated as “Elect” and have the authority to act on behalf of the PTO for any and all activities the following fiscal year. During the Transition Period, which runs from the election until the completion of the fiscal year, the newly elected officers shall be promptly notified of all decisions and activities of the previously elected officers.

Section 3: QUALIFICATIONS – Any PTO member in good standing may become an officer of the PTO.

Section 4: NOMINATIONS COMMITTEE – A Nominations Committee shall be charged with soliciting Members to run in an election for the Executive Board, collecting applications from interested Members, reviewing candidate information provided, and such other actions as the Board deems appropriate. The Nominations Committee shall present a slate of candidates to the Members for each of the seats on the Executive Board at least two (2) weeks prior the vote of the Members.

Following the presentation of the Preliminary Slate, Members may submit additional nominees to the Nominations Committee in writing up until three (3) business days prior to the vote of the Members. At the meeting, the Nominations Committee shall present a final slate of candidates for each of the positions on the Executive Board (the “Final Slate”). Only those candidates listed on the Final Slate shall eligible to run in the election for the Executive Board.

Section 5: DUTIES

Executive Board – The Executive Board will develop the PTO’s annual budget, establish and oversee committees to conduct the work of the PTO, establish fundraising programs, approve by majority vote of the Board unbudgeted expenditures of no more than \$300.00.

President – The President will 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 an ex-officio member of all committees except the nominating committee, act as custodian of all records of the organization, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

Vice-President – The Vice-President will assist the President, perform the duties of the President in the event of that officer’s absence or inability to serve, and act as liaison between committee, and project chairs, with the Executive Board.

Secretary – The Secretary will print and distribute all meeting agendas and ensure that reminders for all meetings are distributed, keep an accurate record of the proceedings at all meetings of the Organization and provide written update to staff after each Organization meeting, be prepared to refer to the Minutes of all previous meetings of the Organization. This role includes working with Vice-President of Communications to provide information for updates, newsletter, fliers and provide communications for the PTO website to the webmaster, keep a current copy of the Bylaws and any other rules, regulations, or guidelines adopted by the Organization or the Executive Board and Update the Bylaws as necessary, and complete a year-end report summarizing the activities of the Organization to be distributed to all members at the end of the school year.

Treasurer – The Treasurer will serve as custodian of the PTO’s finances, collect revenue, pay authorized expenses, report financial activity every month, prepare year-end financial report, facilitate an annual audit, and hold all financial records.

Vice-President of Communications – The communications VP will develop and implement a communication plan that includes newsletters and responding to online email questions. The individual in this role will be responsible for gathering updates from chairs of different committees to be made part of monthly newsletter. The responsibilities of this position include assisting the organization with flyers and forms for various PTO related activities.

Section 6: BOARD MEETINGS – The Executive Board shall meet monthly during the school year, or at the discretion of the President. Meetings may be attended in person or via conference call.

Section 7: REMOVAL – An officer may be removed from office for failure to fulfill his/her duties after notice. A majority vote of the Executive Board is required for release of the officer in question.

Section 8: VACANCY – If a vacancy occurs on the Executive Board, the President shall nominate a PTO member to fill the vacancy for the remainder of the officer’s term. This nomination shall be confirmed by a majority vote of the Executive Board.

Section 9: PRESIDENTIAL VACANCY – If a vacancy occurs in the office of President, the Vice-President shall assume the office of President for the remainder of the term. Should a vacancy occur in the office of President and there is no Vice-President, the office of President shall be assumed, for

the remainder of the term, in the following order: VP of Communications, Secretary, Treasurer. When the office of President is filled the assuming officer shall vacate their previous position and the new President shall fill the vacated position in accordance with the bylaws.

Section 10: ADDING NEW BOARD MEMBERS - If the Executive Board is convinced that a new member is required for proper functioning of the organization, a board member shall make a motion which must be voted in favor by every other board member. If the motion is made in the middle of the academic year, the President shall nominate a PTO member to fill the vacancy for the remainder of the academic term. This nomination shall be confirmed by a majority vote of the Executive Board.

Section 11: CONFLICT OF INTEREST – Members of the Executive Board shall be excluded from a business partnership or sponsorship with the PTO and school during their term.

ARTICLE V – MEETINGS

Section 1: GENERAL PTO MEETINGS – General PTO meetings shall be held to conduct the business of the PTO. Meetings shall be held monthly during the school year or at the discretion of the Executive Board.

Section 2: VOTING – Each paid, active Member in attendance at a PTO meeting is eligible to vote, one vote per Member. Absentee or proxy votes are not allowed.

Section 3: QUORUM – Ten (10) members of the PTO, present and voting, constitute quorum for the purpose of voting.

ARTICLE VI – FINANCIAL POLICIES

Section 1: FISCAL YEAR – The initial fiscal year of the PTO will begin April 9, 2014 and end on June 30, 2015. All subsequent fiscal years of the PTO will begin July 1 and end June 30 of the following year.

Section 2: BANKING - All funds shall be kept in a checking account in the name of Cardinal Ridge PTO, requiring two signatures of the Executive Board and held at a local financial institution.

Section 4: CHECKS/DRAFTS – All checks or drafts written must have two (2) signatures.

Section 5: CASH/DEPOSITS – All cash and deposits must follow the Cardinal Ridge PTO Cash Policy and use the Cardinal Ridge PTO Deposit Form.

Section 6: REPORTING - All financial activity shall be recorded in a manual or electronic accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly. Bank Statements must be reviewed by a non-signer on the bank account. The PTO shall arrange an independent review of its financial records each year.

Section 7: ENDING BALANCE - The organization shall leave a minimum of \$2,000.00 in the treasury at the end of each fiscal year.

Section 8: CONTRACTS - Contract signing authority is limited to the President or the President's designee.

ARTICLE VII – BYLAW AMENDMENTS

Amendments to the bylaws may be proposed by any PTO member. Amendments presented at a PTO meeting shall be considered for voting at a subsequent meeting. Two-thirds (2/3) approval of all members present and voting is required to adopt an amendment to the Bylaws.

ARTICLE VIII - DISSOLUTION

Upon the dissolution or winding up of the corporation, any assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to a governmental entity described in Section 170(b)(1) (A)(v) of the Internal Revenue Code, or to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, and which is qualified to receive "qualified conservation contributions" within the meaning of Section 170(h) of said Code, or the corresponding provisions of any future statute of the United States.

These bylaws were adopted on 06/11/2020.