

ROXBORO ELEMENTARY **SCHOOL PTA BYLAWS**

January 2019



UNIT BYLAWS COVER SHEET

Ohio PTA District 11 County Cuyahoga Council CHUH

Name of PTA/PTSA Roxboro Elementary School PTA

PTA Unit Number Date unit Organized

IRS Employer Identification Number 34-6559674

School District served by PTA Cleveland Heights-University Heights

School(s) served by PTA Roxboro Elementary

Unit/School Mailing Address 2405 Roxboro Road Cleveland Heights, OH 44106

School Telephone Number 216.320.0455

Amendment(s) only, date unit adopted amendment(s)

X Replacement bylaws, date unit adopted bylaws January 17, 2019

Bylaws reviewed, no changes necessary, date of review

- Select: Early Child, Primary, X Elementary, Intermediate, Junior, Senior, Community

- Select: X Public, Private, Middle

Grade levels K-5

Current contact name & address Roxanne Bain 1820 Chestnut Hills Drive, Cleveland Heights, OH 44106

Current contact e-mail roxannebain@gmail.com Phone 216.534.4513

Ohio PTA approved _____ *Linda Read* _____ (*with Susan Hans approval*) _____
Director of Bylaws & Standing Rules

Ohio PTA approved date _____ *February 26, 2019* _____

Roxboro Elementary School PTA Bylaws

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***Article I—Name**

The name of this organization is the Roxboro Elementary School Parent and Teacher Association (Rox El PTA) of Cleveland Heights, Ohio. It is a local PTA organized under the authority of Ohio Congress of Parents and Teachers (Ohio PTA), a branch of National Congress of Parents and Teachers (National PTA).

***Article II—Purposes**

Section 1. The purpose or purposes which Rox El PTA will hereafter pursue are:

- a. To promote the welfare of children and youth in home, school, places of worship, and throughout the community;
- b. To raise the standards of home life;
- c. To advocate for laws that further the education, physical and mental health, welfare, and safety of children and youth;
- d. To promote the collaboration and engagement of families and educators in the education of children and youth;
- e. To engage the public in united efforts to secure the physical, mental, emotional, spiritual, and social well-being of all children and youth; and
- f. To advocate for fiscal responsibility regarding public tax dollars in public education funding.

Section 2. The purposes of Rox El PTA are promoted through an advocacy and educational program directed toward parents, teachers, and the general public; developed through conferences, committees, projects, and programs; and governed and qualified by the basic policies set forth in Article III.

Section 3. Rox El PTA 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”).

Section 4. In accordance with Ohio PTA, Rox El PTA further defines children and youth as birth through 23 years of age.

***Article III—Basic Policies**

The following are basic policies of Rox El PTA:

- a. The organization shall be noncommercial, nonsectarian, and nonpartisan.
- b. The organization shall work with the schools 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 II.

- e. Notwithstanding any other provision of these articles, the organization shall not carry on any other 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.
- f. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to Ohio PTA.
- 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.

***Article IV—Relationship with National PTA and Ohio PTA**

Section 1. Rox El PTA is chartered as a constituent organization of the Ohio PTA in conformity with such rules and regulations as the Ohio PTA and National PTA may prescribe.

The Ohio PTA has issued to Rox El PTA an appropriate charter. The charter shall be subject to withdrawal and the status of this organization as a PTA unit shall be subject to termination in the manner and under the circumstances provided in the bylaws of the Ohio PTA.

Section 2. Individual National and Ohio PTA dues are collected from members by Rox El PTA and shall be submitted to the Ohio PTA monthly.

Section 3. Rox El PTA, to be in good standing with Ohio PTA:

- a. Adheres to the purposes and basic policies of PTA,
- b. Remits the initial payment of National and Ohio PTA dues to the Ohio PTA by November 30,
- c. Reviews these bylaws every three (3) years and submits them to the Ohio PTA Director of Bylaws and Standing Rules for further approval, and
- d. Adhere to the Ohio PTA Standards of Affiliation
- e. Meets other criteria as may be established by the National or Ohio PTA.

Section 4. These bylaws and amendments to them must be approved by the Ohio PTA and shall not be in conflict with National PTA bylaws or Ohio PTA bylaws.

Section 5. Rox El PTA, not in good standing by:

- a. November 30:
 - 1. Shall not be eligible for awards.
 - 2. Shall have their unit removed from the mailing list of the Ohio PTA.
 - 3. Shall not be eligible to participate in the Reflections program of the Ohio PTA.
- b. March 15:
 - 1. Shall be considered inactive.
 - 2. Shall know that the Internal Revenue Service (IRS) will be notified by Ohio PTA that this unit is no longer a tax-exempt organization of the Ohio PTA.

Section 6. To be reinstated to good standing, Rox El PTA shall provide a list of current officers, remit the current year's National PTA dues and Ohio PTA dues, and fulfill Ohio PTA Standards of Affiliation and current IRS regulations collaborating with the Ohio PTA office.

Section 7. Rox El PTA shall keep minutes of meetings, a membership list, and accounting records sufficient to establish the items of gross income and disbursements of the organization, including dues collected from its members and the amount of dues remitted to the Ohio PTA. Such books of account and records shall at all reasonable times be open to inspection by an authorized representative of the Ohio PTA.

Section 8. Rox El PTA, if disbanding or withdrawing from the Ohio PTA, shall notify its Ohio PTA District Advisor or the Ohio PTA office thirty (30) days before a disbanding vote is taken and be governed by the procedure established by the Board of Directors of the Ohio PTA.

Section 9. Rox El PTA, in accordance with IRS regulations, shall:

- a. File an annual financial report with the Ohio PTA office;
- b. File a Form 990 or 990 EZ with a Schedule A if gross receipts exceed \$50,000 annually or file a form 990 N if gross receipts do not exceed \$50,000 annually with the IRS; and
- c. Know that the Ohio PTA office staff has applied for a Federal Employer Identification Number (EIN) for this constituent unit.

Section 10. Rox El PTA, in accordance with the State of Ohio regulations, shall register with the Attorney General's Office and file annually thereafter.

***Article V—Membership and Dues**

Section 1. Every individual who is a member of Rox El PTA is, by virtue of that fact, a member of the National PTA and of the Ohio PTA and is entitled to all the benefits of such membership.

Membership in Rox El PTA does not imply membership in any other local PTA.

Section 2. Membership in Rox El PTA shall be open, without discrimination, to anyone who believes in and supports the mission and purposes of Rox El PTA.

Section 3. Each member shall pay annual dues in the amount of \$5.00 to Rox El PTA. For each individual, these annual dues shall include Ohio PTA dues (\$2.50) and National PTA dues (\$2.25).

Section 4. Individuals are entitled to only one vote even though they may be serving in more than one position. There shall be no voting by proxy at any meeting of Rox El PTA.

Section 5. Only current members of Rox El PTA may serve in any elective or appointive positions or participate in any business of this PTA.

Section 6. Members who are under 18 years of age are prohibited under Ohio law from signing contracts that bind the members of Rox El PTA.

Section 7. The Membership year shall follow the fiscal year set forth in Article XVI.

***Article VI—Officers**

The officers of Rox El PTA shall be one President or two Co-Presidents, one First Vice-President, one Second Vice-President, one Recording Secretary, one Communications Secretary, and one Treasurer.

Article VII—Nominations and Elections

Section 1. There shall be a Nominating Committee composed of three (3) current members of Rox El PTA.

- a. The President or Co-Presidents may not serve on this committee.
- b. The committee shall be elected at a regular general membership in the month of January.
- c. The chair shall be elected by the committee members.
- d. The Nominating Committee shall nominate one (1) eligible person for each office to be filled and report its nominees to the regular general membership in April. Additional nominations may be made from the floor at the election meeting.
- e. Only individuals who are current members of Rox El PTA and who have signified their consent to serve if elected shall be nominated for office.

Section 2. The following provisions govern the eligibility of individuals to be officers of Rox El PTA:

- a. No officer may serve more than three consecutive terms in the same office.
- b. A term is one year. A person who has served in an office for more than one half of a full term shall be deemed to have served a full term in such office.
- c. An officer must be a current member of Rox El PTA.

Section 3. Officers shall be elected in the month of May.

Section 4. The vote shall be conducted by ballot and a majority vote shall elect. When there is only one candidate for any office that election may be held by voice vote.

Section 5. Officers shall assume their official duties at the beginning of the fiscal year following the election and shall serve for a term of one year or until their successors are elected.

Section 6. In case a vacancy occurs in the office of President, the First Vice-President shall serve notice of the election for the President to the members of the PTA. The President shall be elected by a majority of the members present.

Section 7. A vacancy occurring in any other elective position shall be filled for the unexpired term by a person elected by a majority vote of the members present, notice of such election having been given.

Section 8. A candidate who has served the maximum number of terms may be elected to serve an additional term if no other interested candidate is nominated and willing to serve.

Section 9. There may be co-presidents, if so desired by membership and if two qualified individuals are nominated for the roles of co-presidents and express a willingness to serve together as co-presidents. Only one president shall be reported to the Ohio PTA.

Article VIII—Duties of Officers

Section 1. The President shall:

- a. Preside at all meetings of Rox El PTA;
- b. Serve as an ex-officio member of all committees except the nominating and audit/financial review committees;
- c. Coordinate the work of the officers and committees of Rox El PTA so that the purposes may be promoted;
- d. Ensure that Rox El PTA complies with the Ohio PTA Standards of Affiliation.
- e. Appoint committee chairmen except the chair of the nominating committee;
- f. Appoint an auditor or an audit/financial review committee at least one month before the end of the fiscal year and at any change of treasurer; and

- g. Perform duties prescribed by these bylaws, standing rules, and the parliamentary authority adopted by Rox El PTA.

Section 2. The Vice-President(s) shall:

- a. Act as aide(s) to the President;
- b. In the order listed in Article VI, perform the duties of the President in the President's absence or inability to serve; and
- c. Perform duties prescribed by these bylaws, standing rules, and the parliamentary authority adopted by Rox El PTA.

Section 3. The Recording Secretary shall:

- a. Keep a record of all meetings of the association, Governing Board and Executive Committee;
- b. Be custodian of the permanent file;
- c. Have a current copy of the bylaws and standing rules;
- d. Maintain a membership list;
- e. Submit to Ohio PTA the requested list of names and addresses of unit officers or chairs;
- f. Submit to Ohio PTA a record of annual volunteer hours of this PTA/PTSA; and
- g. Perform duties prescribed by these bylaws, standing rules, and the parliamentary authority adopted by Rox El PTA.

Section 4. The Communications Secretary shall:

- a. Publish communications as directed by the President, Governing Board, the Standing Committees, or Rox El PTA; and
- b. Perform duties prescribed by these bylaws, standing rules, and the parliamentary authority adopted by Rox El PTA.

Section 5. The Treasurer shall:

- a. Have custody of the funds and maintain a full and accurate account of the receipts and disbursements belonging to Rox El PTA;
- b. Make disbursements as authorized by the President, Governing Board, or membership in accordance with the budget adopted yearly by Rox El PTA;
- c. Have checks signed by two officers, who are not immediate family members, the treasurer and one other officer;
- d. Provide a written financial statement at each meeting;
- e. Submit to the Ohio PTA an annual report of the financial condition of the organization.
- f. Submit the books annually or upon change of officer for an audit/financial review;
- g. Have Rox El PTA bonded for a sum equivalent to the average gross receipts of this association during a year;
- h. Submit the Ohio PTA and National PTA portion of the dues to Ohio PTA monthly with the first payment no later than November 30;
- i. Ensure that Rox El PTA registers and files with the Ohio Attorney General in accordance with state law; and
- j. File a 990 form annually with the IRS;
- k. Have this unit maintain appropriate liability insurance; and

1. Perform duties prescribed by these bylaws, standing rules, and the parliamentary authority adopted by Rox El PTA.

Article IX—Executive Committee

Section 1. There shall be an Executive Committee of Rox El PTA, the members of which shall be all elected officers: President or Co-Presidents, First Vice-President, Second Vice-President, Recording Secretary, Communications Secretary, and Treasurer.

Section 2. Special meetings of the Executive Committee may be called by the President or upon written request of any of the members with seven (7) days' notice to each member of the Executive Committee. No other business than that which is stated in the call shall be transacted at this meeting.

Section 3. A majority of the Executive Committee shall constitute a quorum for the transaction of business.

Section 4. Duties of the Executive Committee shall be to:

- a. Transact business referred to it by the Governing Board;
- b. Assist the President as requested;
- c. Make a report at each Governing Board meeting.

Section 5. The Executive Committee shall take no action in conflict with any action taken by the Governing Board.

Article X—Governing Board

Section 1. The members of the Governing Board shall be:

- a. Executive Committee members; elected officers;
- b. One teacher representative nominated by the Governing Board;
- c. One Cleveland Heights-University Heights PTA Council representative nominated by the Governing Board;
- c. Chairpersons of Standing Committees of Rox El PTA; and
- c. Chairpersons of any special committees of Rox El PTA.

Section 2. Duties of the Governing Board shall be to:

- a. Transact necessary business in the intervals between regular association meetings and such other business as may be referred to it by Rox El PTA;
- b. Create special committees as it may deem necessary to promote the purposes of PTA and carry on the work of Rox El PTA;
- c. Approve the plans of work of the Standing Committees;
- d. Report at the regular meetings of Rox El PTA; and
- e. Ensure a budget is prepared and submitted to the general association for approval for the fiscal year.

Section 3. Regular meetings of the Governing Board shall be held with the date and time to be fixed by the Governing Board at its first meeting of the year.

Section 4. Special meetings of the Governing Board may be called by the President or when requested by any members of the Governing Board upon seven (7) days' notice to each member of the Board. No other business than that which is stated in the call shall be transacted at this meeting.

Section 5. At all meetings of the Governing Board, one-half (1/2) members of the Governing Board, three (3) of whom are officers, shall constitute a quorum for the transaction of business.

Section 6. Upon the expiration of the term of office or when an individual ceases to hold a Governing Board position, that individual shall be relieved of all duties and responsibilities. All records, books, and other materials pertaining to the position shall be turned over to the President and all funds pertaining to the position shall be returned to the Treasurer within two weeks of leaving the Governing Board position.

Section 7. If any member of the Governing Board shall at any time cease to meet the qualifications or fulfill the duties of the position, that person may be removed from the Board by resolution adopted by 2/3 vote of members present of Rox El PTA.

Article XI—Standing Committees

Section 1. The Standing Committees of Rox El PTA shall be:

- a. Membership
- b. Diversity
- c. Fundraising
- d. Room Parents
- e. Special Events

Section 2. The Board may create such special committees as it may deem necessary to promote the purposes of PTA and carry out the work of Rox El PTA.

Section 3. The term of office of a standing committee chair shall be one year or until the selection of a successor.

Section 4. The chair of each standing committee shall present a plan of work to the Board for approval. No committee work shall be undertaken without the consent of the Board.

Section 5. Audit/Financial Review Committee: An Audit/Financial Review Committee appointed by the President shall consist of at least three members without check signing privileges. The duties of this committee are to review the treasurer's accounts and sign an audit/financial review report.

Article XII—General Membership Meetings

Section 1. Regular meetings of Rox El PTA shall be held set by the Governing Board and communicated to the members. Notice shall be given to the membership of any change of date.

Section 2. Special meetings of Rox El PTA may be called by the President, by a majority of the Governing Board, or a group of members equal to the quorum seven days' notice having been given. No other business than that which is stated in the call shall be transacted at this meeting.

Section 3. Fifteen members, three of whom are officers, shall constitute a quorum for the transaction of business in any meeting of Rox El PTA.

Article XIII—PTA Council Membership

Section 1. Rox El PTA shall be a member of the Cleveland Heights-University Heights PTA Council and be represented in meetings of the Council by the President, or the elected PTA council delegate.

Section 2. Rox El PTA shall pay annual dues to the Cleveland Heights-University Heights PTA Council as specified in the Council bylaws.

Article XIV—Ohio PTA Convention

Members of Rox El PTA, if in good standing, may attend the Ohio PTA Convention.

Article XV—Fiscal Year

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

Article XVI—Dissolution

Section 1. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets will be distributed to the Ohio PTA or a non-profit organization, which is tax-exempt and meets the requirements of regulations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. The procedure for dissolution is as follows:

- a. When a motion to disband is presented and seconded, at a regularly scheduled general membership meeting, it must be deferred for vote until the next regularly scheduled general membership meeting. All members must be notified by first class mail or email, along with the Ohio PTA District Advisor or the Ohio PTA office at least thirty (30) days prior to the meeting at which the vote will be taken on the motion to disband.
- b. At the next regularly scheduled general membership meeting the motion to disband is opened for discussion. A two-thirds (2/3) vote of members present and voting is required for the motion to be adopted.
- c. If the motion to disband passes, the IRS shall be notified by Ohio PTA that Rox El PTA is no longer a tax-exempt organization of the Ohio PTA and the books, records, charter of Rox El PTA along with any remaining assets shall be returned to the Ohio PTA office by registered mail or given to the Ohio PTA Board of Directors representative.

Article XVII—Conflicts of Interest Policy

Section 1. The purpose of this policy is to protect Rox El PTA when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, Executive Committee member, Governing Board member or Rox El PTA member in good standing. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2. An interested person is any Rox El PTA officer, Executive Committee member, Governing Board member, or Rox El PTA member in good standing with voting powers, who has a financial interest.

Section 3. A person will be considered to have a financial interest if that person, directly or indirectly, through business, investment, or family has:

- a. An ownership or investment interest in any entity with which Rox El PTA has a transaction or arrangement;
- b. A compensation arrangement with Rox El PTA or with any entity or individual with which the Rox El PTA has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual which Rox El PTA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

Section 4. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Committee members, Governing Board members, Standing Committees, or any PTA members with delegated powers considering the proposed transaction or arrangement.

- a. After disclosure and any discussion of the financial interest and all material facts, the interested person shall leave the Executive Committee, Governing Board, Standing Committee and/or PTA meeting while the determination of whether a conflict of interest exists is discussed and then voted upon, with a majority vote controlling the determination.
- b. After exercising due diligence, the Executive Committee, Governing Board, or Standing Committee shall determine whether Rox El PTA can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible without producing a conflict of interest, the Executive Committee, Governing Board, Standing Committee and/or Rox El PTA membership shall determine by a majority vote of the disinterested persons whether the transaction or arrangement with the interested person is fair and reasonable and in the best interest of Rox El PTA or the school; and shall make its decision as to whether or not to enter into the transaction or arrangement.

Section 5. If the Executive Committee, Governing Board, or Standing Committee has reasonable cause to believe a member has failed to disclose an actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Committee, Governing Board, or Standing Committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and/or corrective action, if necessary.

Section 6. Minutes will be kept during all meetings to record: (1) names of the persons who have disclosed or were found to have a financial interest, (2) the nature of the financial interest, (3) any action taken to determine whether a conflict of interest was present, and (4) the decision as to whether a conflict of interest in fact exists. The minutes shall also include the names of persons who were present for the discussions, any votes taken related to the discussion, and the content of the discussion, including any alternatives to the proposed transaction or arrangement.

Section 7. A voting member of the Executive Committee, Governing Board, Standing Committee or Rox El PTA who receives compensation, directly or indirectly, from Rox El PTA for services is precluded from voting on matters pertaining to that member's compensation.

Article XVIII—Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, Eleventh Edition shall govern Rox El PTA in all cases in which they are applicable and in which they are not in conflict with these bylaws, unit standing rules, National PTA Bylaws, the Ohio PTA Bylaws, special rules of order, or Articles of Incorporation.

Article XIX—Electronic Technology/Procedure Integrity

Section 1. Rox El PTA may place policy procedures, such as the Ohio PTA Bylaws or its bylaws and standing rules, on password protected areas of the Rox El PTA website.

Section 2. Rox El PTA will make every effort to ensure the website information is free from outside tampering so as to protect the integrity of the information and will alert users when breaches of security are identified.

Section 3. Use of the National PTA and Ohio PTA trade name and seal on a website is prohibited without written permission from the Ohio PTA.

Section 4. Rox El PTA will make every effort to ensure web pages are accurate, but assumes no liability for errors or omissions.

Section 5. Rox El PTA may use social media to support the PTA mission.

Article XX—Amendments

Section 1. These bylaws may be amended at any regular general meeting of Rox El PTA by a two-thirds (2/3) vote of those present and voting. Notice of proposed amendments must have been provided to the membership seven (7) days before the meeting.

Section 2. Rox El PTA may appoint a committee to submit a revised set of bylaws as a substitute for the existing bylaws only by a majority vote at a meeting of the association or by a two-thirds (2/3) vote of the Board. The requirement for adoption of a revised set of bylaws shall be the same as in the case of an amendment.

Section 3. All revisions and amendments by Rox El PTA to these bylaws shall be submitted to the Ohio PTA Director of Bylaws and Standing Rules for approval.

Section 4. The adoption of an amendment to any provision of these bylaws by Ohio PTA shall serve automatically and without the requirement of any further action by Rox El PTA to amend correspondingly these bylaws. Rox El PTA shall promptly incorporate such amendments into these bylaws.