**Highlands Elementary School  
Parent Teacher Organization  
BYLAWS**

**Adopted May 18, 2010**

**ARTICLE I - NAME**

The name of this organization is the Highlands Elementary School Parent Teacher Organization. It is located at 5055 Doncaster Way in Edina, Minnesota. For convenience the Highlands Elementary School Parent Teacher Organization is also referred to herein as the "Highlands PTO".

**ARTICLE II - ARTICLES OF ORGANIZATION**

The Articles of Organization of the Highlands PTO include (a) these Bylaws, and (b) the Articles of Incorporation of such Highlands PTO filed with the Minnesota Secretary of State.

**ARTICLE III - PURPOSES**

**Section 1.** The Highlands PTO shall have the educational and charitable purposes of assisting the local school board in developing, planning and monitoring the Highlands Elementary School program. The Highlands PTO shall further assist the Highlands Elementary School program through activities that include, but are not limited to the following:

a. To assist in planning, implementing, and supporting Highlands Elementary School programs.

b. To respond to the needs and concerns of the parents, teachers, staff and community.

c. To serve as a resource to teachers and staff in program planning, preparation, and implementation.

d. To foster communication between parents, teachers, school staff and administration.

e. To promote parent involvement and ensure that parents are well informed.

f. To raise funds to support the programs and curriculum at Highlands Elementary School.

g. To promote unity between the Discovery Program and the Continuous Progress program at Highlands.

**Section 2.**  The Purposes of the Highlands PTO are governed and qualified by the basic policies set forth in Article IV.

**Section 3.** The Highlands PTO 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 "Internal Revenue Code"). The Highlands PTO in incorporated under the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A.

**ARTICLE IV - BASIC POLICIES**

The following are basic policies of the Highlands PTO:

a. The Highlands PTO shall be noncommercial, nonsectarian, and nonpartisan.

b. The Highlands PTO shall work to promote the health and welfare of children and youth, and shall seek to promote collaboration among parents, teachers, the school administration, other schools and the community at large.

c. The Highlands PTO shall work with the school and community to promote quality education for all students at Highlands and shall seek to participate, when appropriate, in the decision-making process establishing school policy and practices.

d. The Highlands PTO shall keep such permanent books of account and records as shall be sufficient to establish the items of gross income, receipts, and disbursements of the Highlands PTO.

e. The Highlands PTO or members in their official capacities shall not endorse a commercial entity or engage in activities not related to promoting the Objects of the Highlands PTO.

f. The Highlands PTO 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 their activities to attempting to influence legislation by propaganda or otherwise.

g. The Highlands PTO shall not enter into membership with other organizations but may cooperate with other organizations and agencies concerned with education and child welfare.

h. No part of the net earnings of the Highlands PTO shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons except that the Highlands PTO 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 III hereof.

i. Notwithstanding any other provision of these articles, the Highlands PTO 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.

j. Upon the dissolution of the Highlands PTO, after paying or adequately providing for the debts and obligations of the Highlands PTO, the remaining assets shall be distributed to the successor parent-teacher organization at Highlands Elementary School (if any). If there is no successor parent-teacher organization, then 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 V - MEMBERSHIP AND DUES**

**Section 1.** Membership in the Highlands PTO shall be open, without discrimination, to anyone who believes in and supports the mission and purposes of the Highlands PTO.

**Section 2.** The Highlands PTO shall conduct an annual enrollment of members but may admit persons to membership at any time.

**Section 3.**  Each member of the Highlands PTO shall pay such annual dues to said Highlands PTO as may be prescribed by the Highlands PTO.

**Section 4.**  The Highlands PTO membership year extends from July 1 through June 30.

**Section 5.** Only members of the Highlands PTO who have paid dues for the current membership year shall be eligible to participate in the business of the Highlands PTO at meetings, to vote on any Highlands PTO matters or to serve in any of its elective or appointive positions.

**ARTICLE VI - OFFICERS AND THEIR ELECTION**

**Section 1.** Each officer shall be a member of the Highlands PTO.

**Section 2.** Officers and their election:

a. The officers of the Highlands PTO shall consist of two Co-Presidents, two Co-Presidents-Elect, a Staff Liaison, a Secretary, a Treasurer (or Treasurers), a Treasurer-Elect, a Treasurer of Deposits, and a Site Council Representative (all of which may be referred to hereafter as "Officers").

b. The positions of Co-Presidents and Co-Presidents-Elect shall each be filled by one parent of a student enrolled in the Discovery program and one parent of a student enrolled in the Continuous Progress program.

c. Officers (other than the Staff Liaison) shall be elected by ballot vote at the last scheduled General Meeting of the school year. In the event that there is only one nominee for any office, election for that office may be by voice vote.

d. The Staff Liaison shall be selected by the principal of the school.

e. Newly elected Officers shall assume their official duties on the last day of the school year, and their terms shall expire on the on the last day of the following school year.

f. The Co-Presidents-Elect shall serve a one year term as the Co-Presidents following a one year term as Co-Presidents-Elect. All other Officers shall serve for a term of one year or until their successors are elected.

g. A person shall not be eligible to serve more than two consecutive terms in the same office.

**Section 3.**  Nominations:

a. The Executive Board shall nominate an eligible person for each office to be filled and report its nominees at the last regularly scheduled General Meeting of the school year, at which time additional nominations may be made from the floor.

b. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

**Section 4.** Vacancies: A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Executive Board, notice of such election having been given. In case a vacancy occurs in the office of Co-President, the Co-Presidents-Elect shall serve notice of the election.

**ARTICLE VII- DUTIES OF OFFICERS**

**Section 1.** The Co-Presidents shall preside at all meetings of the Highlands PTO and of the Executive Board; shall perform such other duties as may be prescribed in these Bylaws or assigned to him/her by the Highlands PTO or by the Executive Board; shall be members *ex-officio* of all committees; shall be empowered to approve unbudgeted expenditures of less than $100.00, reporting such expenditures to the Executive Board at its next meeting and furnishing appropriate supporting documentation; and shall coordinate the work of the Officers and committees of the Highlands PTO in order that the Objects may be promoted. At the first General Meeting after January 1st of each school year, the Co-Presidents shall present an update on all Highlands PTO activities, including a budget update. Such update shall also be reduced to writing and placed on the Highlands PTO website so that it is accessible to all Highlands PTO members.

**Section 2.** The Co-Presidents-Elect shall act as aides to the Co-Presidents and shall in their designated order perform the duties of the Co-Presidents in the absence or inability of those Officers to act.

**Section 3.** The Secretary shall record the minutes of all meetings of the Highlands PTO and of the Executive Board, shall have a current copy of the Bylaws and Articles of Incorporation, shall maintain a membership list, and shall perform such other duties as may be delegated to him/her.

**Section 4.** The Treasurer(s) shall: (a) have custody of all of the funds of the Highlands PTO; (b) keep a full and accurate financial records, including a detailed account of receipts and expenditures so as to fulfill the requirements of Article IV, Section d of these Bylaws; (c) in accordance with the budget adopted by the Highlands PTO, make disbursements as authorized by the Co-Presidents, Executive Board, or Highlands PTO; (d) cause to be filed all necessary tax returns and all other documents required by governmental authorities; and (e) be empowered to approve unbudgeted expenditures of less than $100.00, reporting such expenditures to the Executive Board at its next meeting and furnishing appropriate supporting documentation. Checks or vouchers shall be signed by either the Treasurer(s) or the Co-Presidents. The Treasurer(s) shall present a financial statement at every meeting of the Highlands PTO and at other times when requested by the Executive Board and shall make a full report at the meeting at which new Officers officially assume their duties.

**Section 5.** The Treasurer-Elect shall assist the Treasurer(s) in any of the above-mentioned duties as designated by the Executive Board.

**Section 6.** The Site Council Representative shall act as the official liaison between the Highlands Elementary School Site Council and the Highlands PTO.

**Section 7.** All Officers shall perform the duties outlined in these Bylaws and those assigned from time to time. Upon the expiration of the term of office or in case of resignation, each Officer shall turn over to the Co-Presidents, without delay, all records, books, and other materials pertaining to the office, and shall return to the Treasurer(s), without delay, all funds pertaining to the office.

**ARTICLE VIII- EXECUTIVE BOARD**

**Section 1.** The Executive Board shall consist of the Officers of the Highlands PTO and the principal of the school.

**Section 2.**  The duties of the Executive Board shall be:

a. To transact necessary business in the intervals between Highlands PTO meetings and other such business as may be referred to it by the Highlands PTO.

b. To create and dissolve standing and special committees.

c. To select the standing and special committee chairs.

d. To approve the action plans of the standing committees.

e. To present a report at the regular meetings of the Highlands PTO.

f. To prepare and submit to the Highlands PTO for adoption a budget for the year.

g. To approve routine bills within the limits of the budget.

h. To approve amendments to the budget that result in a difference of $500 or less.

i. Shall prepare for Highlands PTO approval amendments to the budget if the amendment involves any single expenditure of more than $500.00, which is not contemplated by the budget.

**Section 3.** Conflicts of Interest. Except as permitted by law, with respect to any contract or other transaction between the Highlands PTO and any Executive Board member (or an organization in which a Board member is a director, officer or legal representative or has a material financial interest):

a. The material facts as to such contract or transaction and as to the

Executive Board member's interest must be fully disclosed or known to

the Board prior to approval of such contract or transaction;  
b. Such approval shall require the affirmative vote of a majority of the

Executive Board members, not counting any vote that the interested board

member otherwise might have; and  
c. The interested Executive Board member shall not be counted in

determining the presence of a quorum. This section shall not apply to the

approval of compensation for an Executive Board member's personal

services to the corporation as an Executive Board member, officer,

employee or agent.

**ARTICLE IX--MEETINGS**

**Section 1.** A minimum of four (4) regular meetings ("General Meetings") of the Highlands PTO shall be held during the school year. Dates of General Meetings for the entire school year shall be determined by the Executive Board and announced at least seven (7) days prior to the first General Meeting of the year. At least seven (7) days notice shall be given of a change of date.

**Section 2.**  Special meetings of the Highlands PTO may be called by the Co-Presidents or by a majority of the Executive Board, at least two (2) days notice having been given.

**Section 3.** The election of Officers shall be held at the last scheduled General Meeting of the school year.

**Section 4.** Ten (10) members shall constitute a quorum for the transaction of business in any meeting of the Highlands PTO.

**Section 5**. Proxy voting shall not be allowed.

**Section 6**. Regular meetings of the Executive Board shall be held during the school year. A majority of the Executive Board members shall constitute a quorum. Special meetings of the Executive Board may be called by the Co-Presidents or by a majority of the members of the board, two (2) days notice being given.

**Section 7**. All meetings, both General Meetings and Executive Board meetings, shall be held at Highlands Elementary School. All General Meetings shall be open to all Highlands PTO members.

**ARTICLE X--COMMITTEES**

**Section 1.** The Executive Board may create or eliminate such standing committees as it may deem necessary to promote the Purposes and carry on the work of the Highlands PTO. The term of each chairperson shall be one year or until the selection of his/her successor. The chairperson of each standing committee shall work closely with the appointed successor (if one has been determined), to prepare them to assume the responsibilities of chairperson the following term.

**Section 2.** The chairperson of each standing committee shall present an action plan to the Executive Board for approval. No committee work shall be undertaken without the consent of the Executive Board.

**Section 3.** The power to form special committees and appoint their members rests with the Highlands PTO and the Executive Board.

**Section 4.** The Co-Presidents shall be members' *ex-officio* of all committees.

**Section 5.** Only members of the Highlands PTO shall be eligible to serve on any Highlands PTO committees.

**ARTICLE XI—PARENT LEADERSHIP COUNCIL MEMBERSHIP**

The Highlands PTO shall be represented at meetings of the Edina Public Schools Parent Leadership Council by the Co-Presidents or their alternate(s). All representatives to the council must be members of the Highlands PTO.

**ARTICLE XII--FISCAL YEAR**

The fiscal year of the Highlands PTO shall begin July 1 and end June 30.

**ARTICLE XIII - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Highlands PTO in all cases in which they are applicable and in which they are not in conflict with these Bylaws or the Articles of Incorporation.

**ARTICLE XIV--AMENDMENTS**

**Section 1.** These Bylaws may be amended at any General Meeting of the Highlands PTO by a two-thirds vote of the members present and voting, provided that:

Notice of the amendment has been given at the previous General Meeting or in writing thirty (30) days prior to the meeting at which the amendment is moved, and a quorum has been established at the meeting.

**Section 2.** A committee may be appointed to submit a revised set of Bylaws as a substitute for the existing Bylaws only by a majority vote at a meeting of the Highlands PTO, or by a two-thirds vote of the Executive Board. The requirements for adoption of a revised set of Bylaws shall be the same as in the case of an amendment.

**ARTICLE XV – HIGHLANDS SITE COUNCIL MEMBERSHIP**

The Highlands PTO shall be represented in meetings of the Highlands Elementary School Site Council by the Site Council Representative. All representatives to the Highlands Site Council must be members of the Highlands PTO.

**ARTICLE XVI: LIABILITY/LIMITATIONS**

The officers, committee chairpersons and members of the Highlands PTO shall not be personally liable to any extent whatsoever for any debts, liabilities or obligations of the Highlands PTO. The Highlands PTO shall indemnify persons to the extent required by the Minnesota Nonprofit Corporation Act, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, at to such extent as permitted by applicable law.

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These Bylaws have been approved and adopted by the Highlands Elementary School Parent Teacher Organization on May 18, 2010.