

**Bylaws of the  
A. Scott Crossfield Elementary School  
Parent Teacher Organization, Inc.**

**Article I. NAME.**

The name of the organization shall be the A. Scott Crossfield Elementary School Parent Teacher Organization (PTO), Inc.

**Article II. PURPOSE.**

The purpose of the organization shall be to promote the well-being of the students of A. Scott Crossfield Elementary School by providing support for their educational needs and to promote open communication and a working partnership between and among the administration, teachers and parents.

**Article III. MEMBERSHIP AND DUES.**

Section 1. Voting Membership. All parents and/or legal guardians of students who currently attend A. Scott Crossfield Elementary School and all current faculty and staff of A. Scott Crossfield Elementary School shall be members in the organization and hereinafter referred to as "Voting Members." Voting Members shall have the right to attend and participate in all meetings and activities of the organization. Voting Members shall have the right to vote on all issues before the membership, to elect officers of the organization, and to hold office in the organization.

Section 2. Honorary Membership. Honorary Membership may be extended by a vote of the Executive Board or the membership. Honorary Members shall have the right to attend and participate in all meetings and activities of the organization.

Section 3. Membership Dues Amount. The organization shall have the authority to authorize and collect membership dues to be used for the operation of the organization. All collected membership dues shall be deposited into an account for the A. Scott Crossfield Elementary School PTO and shall be used for the operation of the organization. Any change in the amount of the dues shall be approved by a vote of the Voting Members acting in the manner proscribed in Article VII, Section 4.

**Article IV. OFFICERS AND THEIR ELECTION**

Section 1. Membership. Each officer of the organization shall be a member of the organization.

Section 2. Officer Positions. The officers shall consist of the following positions, and collectively, make up the Executive Board:

- a. President (or not more than two Co-Presidents);
- b. Vice Presidents (or Co Vice Presidents);
- c. Treasurer;
- d. Principal Representative;
  1. The Principal Representative will be filled each year by the current Principal or designee.

- e. Staff Representative;
  - 1. The Staff Representative will be filled each year by a staff representative appointed by the current Principal.

Section 3. Election Procedure. The election of officers shall take place annually during a regular meeting of the organization. "Regular Meeting" is defined in Article VII, Section 1 below. All Voting Members of the organization present at the meeting may participate in the election. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office. Further nominations may be received from the floor during the meeting at which the election is to take place. The election of the slate, if non-contested, may be by voice vote. A majority of the votes cast shall constitute an election. Any contested election shall be by written ballot. Officers who were elected at the last annual regular meeting according to election procedures specified in A. Scott Crossfield PTO bylaws will automatically become officers of the A. Scott Crossfield PTO for the following school year.

Section 4. Term of Office. All non-past officer positions shall be for a two-year (2) term. New officer terms shall begin and former officer terms shall end on June 30 following an election. 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.

Section 5. Selection. A majority of the votes cast by the Voting Members shall be necessary for the election of an officer. Should no person receive a majority of the votes cast, a run-off between the two (2) persons who received the largest number of votes shall immediately be held by written ballot.

Section 6. Vacancies. Any vacancy in office because of death, resignation or inability to serve shall be filled by a person elected by a majority vote of the Executive Board for the unexpired portion of the term. However, should a vacancy occur in the office of the President, the Co-President shall automatically become President, or in the event that there is not a Co-President, one of the Vice Presidents as selected by a majority vote of the Executive Board shall automatically become President and serve notice of the election to fill the vacancy in the office of Vice President.

#### **Article V. DUTIES OF OFFICERS**

Section 1. Executive Board Members. The Executive Board shall:

- a. Act as aides and in the best interest of the entire Executive Board;
- b. Perform other delegated duties as assigned;
- c. Perform the duties of the President in the absence or inability of the President to act.

Section 2. President (or Co-Presidents). The President (or Co-Presidents) shall:

- a. Serve as the principal executive officer of the organization and, in general, supervise and control all of the activities of the organization. In executing these duties, the President shall be subject to the control of the Executive Board and general membership;
- b. Serve as a member of the Executive Board and preside at and fully participate in all meetings of the Executive Board and all meetings of the membership;

- c. Select and appoint the chairpersons of all Special Committees, subject to the approval of the Executive Board, and serve as an ex-officio member of all committees of the organization.
- d. Coordinate the work of the Executive Board in order that the purposes of the Board may be promoted.

Section 3. Vice Presidents (or Co Vice Presidents). The Vice Presidents (or Co Vice Presidents) shall:

- a. Serve as an ex-officio member of their respective committees and fully participate in all meetings of the Executive Board and all meetings of the membership;
- b. Coordinate the work of their respective committees in order that the purposes may be promoted.

Section 4. Vice President of Communications. In addition, the Vice President of Communications shall:

- a. Keep the minutes of the proceedings of the membership and the Executive Board and post these minutes and referenced attachments to the PTO web site;
- b. Maintain the Crossfield PTO web site, newsletter, and other PTO social media accounts;
- c. Establish style guide and approve flyers (virtual and print) that will be disseminated to Voting Members;
- d. Keep the official copy of the organization's Bylaws in PTO files;
- e. Conduct delegated correspondence.

Section 5. Treasurer. The Treasurer shall:

- a. Serve as a member of the Executive Board;
- b. Have charge of and be responsible for all funds of the organization;
- c. Provide Committee Chairs the approved budget and notify the Committee Chairs of any budget changes;
- d. Receive and give receipts for monies due and payable to the organization from all sources;
- e. Deposit such funds in such banks or other organizations as are selected by the Executive Board;
- f. Make disbursements as authorized by the President, Executive Board, or membership in accordance with the budget adopted by the membership;
- g. Collect all membership dues as established by the organization;
- h. Present a written financial report at each Regular Meeting of the membership, during Executive Board meetings and at other times as requested by the Executive Board;

- i. Ensure that the annual audit is completed in accordance with Article IX Section 7.
- j. Perform other duties as may be assigned by the President or Executive Board;

### **Article VI. EXECUTIVE BOARD**

Section 1. Membership. The membership of the Executive Board shall consist of the President (or Co-Presidents), Vice Presidents (or Co Vice Presidents), Treasurer, Principal Representative, and Staff Representative. The Principal Representative and Staff Representative shall serve as ex-officio members and shall be entitled to vote.

Section 2. General Powers. The affairs, activities and operation of the organization shall be managed by the Executive Board. The duties of the Executive Board shall be to:

- a. Transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these Bylaws;
- b. Create Standing and Special Committees;
- c. Appoint Standing Committee Chairs;
- d. Approve the plans and work of Standing and Special Committees;
- e. Present reports and recommendations at the meetings of the membership;
- f. Prepare and submit an annual budget to the membership for approval;
- g. Present significant budget amendments to the membership for approval;
- h. Select an auditor or audit committee as provided in Article IX, Section 7;
- i. In general, conduct the business and activities of the organization.

Section 3. Meetings. Regular meetings of the Executive Board shall be held once each month during the school year. Special meetings may be called by the President or by a majority of the Executive Board. Adequate hard copy, telephonic, or electronic notice of all meetings shall be given to all members of the Executive Board and, in the absence of an emergency, at least seven (7) days in advance, when possible.

Section 4. Executive Board Quorum. A majority of the regular members of the Executive Board shall constitute a quorum for the transaction of business.

Section 5. Voting. The act of the majority of regular and ex-officio members of the Executive Board present at a meeting at which Executive Board Quorum is present shall be required for all action to be taken by the Executive Board.

## **Article VII. MEETINGS**

Section 1. Regular Meetings. General Membership Meetings of the organization shall be held regularly throughout the year with a minimum of three per school year. The time and place of the meetings shall be announced, by hard copy or electronic notice, to the Regular Members of the organization at least seven (7) days prior to the meeting.

Section 2. Special Meetings. Additional meetings of the organization may be called, by the President (or two Co-Presidents), or by majority vote of the Executive Board, or by petition of a majority of the Voting Members. Hard copy or electronic notice must be given seven (7) days prior to the meeting.

Section 3. Voting Member Quorum. Those Voting Members present at a properly called Regular or Special Meeting shall be designated as a quorum and shall be entitled to take action on behalf of the organization.

Section 4. Voting. A majority vote of the Voting Member Quorum shall be required for all action to be taken by the organization. Voting may take place at a properly called Regular or Special Meeting.

## **Article VIII. STANDING AND SPECIAL COMMITTEES**

Section 1. Standing Committees. The Executive Board may establish such Standing Committees as it deems necessary and advisable. The Executive Board shall appoint the chairpersons of all Standing Committees. The chairperson of each committee shall recruit the members for his or her committee. Any Voting Member may serve as a committee member. The Chairperson shall report the plans and activities of the committee to the Executive Board.

Section 2. Special Committees. The President or the Executive Board may create Special Committees. Special Committees shall be created for a specific time and/or task and shall cease to exist when that time has expired or task has been completed, or on the final school day of each year, whichever occurs first. The President (or two Co-Presidents), subject to the approval of the Executive Board, shall appoint the chairpersons of all Special Committees. Only Voting Members may serve as chairpersons. Any Regular Member may serve as a committee member. The Chairperson shall report the plans and activities of the committee to the Executive Board, who must approve all such reports.

Section 3. Committee Chairs. The Committee Chairs shall:

- a. Report the plans and activities of the committee to the Executive Board on a monthly basis;
- b. Submit all flyers to the respective Vice President for approval before disseminating to Voting Members;
- c. Adhere to all financial guidelines as set by the Executive Board;
- d. Conduct all committee activities within the approved committee budget;
- e. Provide counsel to incoming Committee chair.

## **Article IX. FINANCES**

Section 1. Budget. The Executive Board shall present to the membership at the first Regular Meeting of the year a budget, approved by the Executive Board, of anticipated revenue and expenses for the new school year. This budget shall be used to guide the activities of the Executive Board during the year. Any deviation between \$2,500 and \$20,000 from the budget must be approved in advance by Executive Board. Any substantial deviation from the budget over \$20,000 must be approved in advance by the Voting Members.

Section 2. Obligations. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization. The officers shall not have the authority, however, to enter into such agreements on behalf of A. Scott Crossfield Elementary School or the Fairfax County School District, nor should they hold themselves out as having such authority.

Section 3. Loans. No loans shall be made by the organization to its officers or members or to any other person.

Section 4. Commercial Paper. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer and by any other person as authorized in writing by the Executive Board.

Section 5. Deposits/Disbursements. The Treasurer shall deposit all funds of the organization to the credit of the organization in such banks, trust companies or other depositories as the Executive Board may select and shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the membership. All deposits and/or disbursements shall be made within a maximum of thirty (30) days from the receipt of the funds and/or properly approved orders of payment.

Section 6. Financial Report. The Treasurer shall present a financial report at each Regular Meeting of the organization and shall prepare a final report at the close of the school year.

Section 7. Audit. A financial audit shall be conducted biannually during even numbered years. The Executive Board shall appoint an informal audit committee biannually consisting of three (3) members at the beginning of the school year. No person having signature power may serve as auditor or on the audit committee. The auditor or audit committee will examine the report and the accounts biannually, and, if satisfied that the biannual report is correct, shall sign a statement of that fact at the end of the report. The audit must be complete by September 30 in preparation for filing of annual tax returns.

Section 8. Dissolution. Upon dissolution of this organization, after paying or adequately providing for the debts, disbursements, and obligations of this organization, the remaining assets shall be distributed to A. Scott Crossfield Elementary School for educational purposes. If A. Scott Crossfield Elementary School ceases to exist, remaining PTO assets shall be distributed for one or more exempt purposes at the discretion of the Executive Board within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code, or corresponding section of any future U.S. federal tax code, or shall be distributed to the U.S. federal government, or to a state or local government, for a public purpose.

## **Article X. CONFLICT OF INTEREST POLICY**

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the A. Scott Crossfield Elementary School PTO when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Section 2. Definitions.

#### a. **Interested Person**

1. Any director, principal officer, or member of a committee with Executive Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### b. **Financial Interest**

1. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family,
2. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
3. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
4. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
5. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
6. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Executive Board decides that a conflict of interest exists.

### Section 3. Procedures.

#### a. **Duty to Disclose**

1. 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 directors and members of committees with Executive Board delegated powers considering the proposed transaction or arrangement.

#### b. **Determining Whether a Conflict of Interest Exists**

1. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The Executive Board shall decide if a conflict of interest exists.

#### c. **Procedures for Addressing the Conflict of Interest**

1. An interested person may make a presentation at the Executive Board, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The Executive Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Executive Board shall determine whether the Organization 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.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**d. Violations of the Conflicts of Interest Policy**

1. If the Executive Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts 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.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Proceedings.** The minutes of the Executive Board shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 5. Compensation.**

- a. A voting member of the Executive Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Executive Board whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer and member of a committee with Executive delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the by-laws,
- b. Has read and understands the by-laws,
- c. Has agreed to comply with the by-laws, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall be conducted at the request of a Voting Member. At a minimum, it will include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
- c. When conducting the periodic reviews, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring periodic reviews are conducted.

#### **Article XI. BYLAWS AND AMENDMENTS.**

Section 1. Bylaws. Bylaws shall be reviewed by the Executive Board every five years. Any revisions or amendments must be voted on as described in Article XI, Section 2.

Section 2. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the Voting Members at any Regular or Special Meeting or by proxy provided notice and a copy of the proposed revisions or amendments are provided to the membership at least thirty (30) days prior to when the revisions or amendments are to be voted on.

#### **Article XII. AUTHORITY.**

These Bylaws were adopted by the membership by a majority vote on April 14, 2015. Revisions to the Bylaws were adopted by the membership by a majority vote during the meeting properly called on April 14, 2015.