

# **Gilchrist Elementary PTO By-Laws**

## **ARTICLE I: Name**

**Section 1 – Name.** The name of this organization shall be the Gilchrist PTO, Inc., referred to herein after as the PTO; 1301 Timberlane Road, Tallahassee, FL 32312. Established May 9, 2006. *This section has been amended as the result of the May 15, 2018 General Membership Meeting.*

## **ARTICLE II: ARTICLES OF ORGANIZATION**

The PTO exists as an incorporated organization of its members. Its “articles of organization” comprise these bylaws, as from time to time amended, and its Articles of Incorporation. In the event of any conflict, the Articles of Incorporation shall govern.

## **ARTICLE III: PURPOSES**

**Section 1.** The PTO is created for and shall be operated exclusively for educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

**Section 2.** The Objects (Purposes) of the PTO are to:

- a. Promote greater communication and cooperation between parents/guardians of students, and the administration and school staff of Gilchrist Elementary School, (hereinafter the “School”).
- b. Initiate and execute projects which will enhance the learning experience, the learning environment, the School spirit and the morale of all.

## **ARTICLES IV: POLICIES**

The following are basic policies of this organization:

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

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- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, any member of the PTO or other private individuals, 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 III hereof.
- c. The PTO shall not endorse any political issues except those directly relating to schools and child welfare, and it shall not endorse any political candidates. The Board of Directors (hereinafter the “Board”), at its sole discretion, to the extent permitted by law, will determine whether to participate in school and child welfare matters.
- d. The name of the organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the organization.
- e. The PTO may cooperate with other local organizations and agencies interested in similar objectives.
- f. The PTO shall not interfere with the administration of the school.
- g. No substantial part of the activities of the PTO shall be for the carrying on of propaganda, or for otherwise attempting to influence legislation (except as may be permitted by the Internal Revenue Service code without jeopardizing qualification of the PTO as a Section 501 (c) (3) corporation).

## **ARTICLE V: MEMBERSHIP AND DUES**

**Section 1.** Membership in the PTO shall be made available to any individual who expresses and interest in this organization without regard to race, color, creed or national origin.

**Section 2.** *This section was removed as a result of the May 10, 2011 General Membership Meeting.*

**Section 3.** Only members of the organization shall be eligible to participate in the business meetings, or to serve in any of its elective or appointive positions.

**Section 4.** For the purpose of annual enrollment, the membership year shall be July 1 through June 30, however persons may be admitted to membership at any time.

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## ARTICLE VI: MEETINGS AND FUNDING

**Section 1 – Meetings.** There shall be at least two (2) regular meetings annually of the General Membership, with a minimum of one (1) in the Fall and one (1) in the Spring. *This section has been amended as the result of the May 15, 2018 General Membership Meeting.*

**Section 2 – Notice of Meetings.** Written or printed notice stating place, day, and hour of any meeting of members shall be posted not less than 3 days nor more than 30 days prior to the meeting date by or at the direction of the president, secretary, or such officers or persons as are calling the meeting. In case of special meetings or when required by these bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice.

**Section 3 – Annual Meeting.** The last regular meeting of the association shall be held in May and shall be known as the annual meeting.

**Section 4 – Rules of Order.** General Membership meetings of the PTO will be conducted in accordance with Roberts Rules of Order. Meetings of the Board shall be operated by a vote and in accordance with Roberts Rules of Order.

**Section 5 – Quorum & Proxy Ballots.** Seven (7) members shall constitute a quorum for the transaction of business in any meeting of this organization. No proxy ballots shall be allowed in any vote of the General Membership. *This section has been amended as the result of the May 15, 2018 General Membership Meeting.*

**Section 6 – Budget.** The PTO shall operate exclusively on funds generated by donations, dues levied, PTO sponsored projects, and money earned on the assets of the PTO to the extent permitted for an Internal Revenue Code Section 501 (c) (3) tax exempt organization.

**Section 7 – Virtual Meetings.** Notwithstanding anything to the contrary in these bylaws, any meetings of General Membership or Board of Directors may, in the discretion of the Board of Directors, be held by means of a teleconference system, or a video conference communication system, or any other similar electronic communication facility, that permits all members and/or Directors participating in such meeting to hear each other during the meeting. Participation in a meeting by such a communication system shall constitute presence at the meeting for purposes of these bylaws. Any motions made and/or passed during the electronic meeting shall be conducted through the chat-box communication system for purposes of documenting the meeting. The meeting shall be recorded whenever that option is a possibility, and the Secretary shall take minutes of the meeting as usual. *This section has been amended as the result of the March 8, 2022 General Membership Meeting.*

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## ARTICLE VII: OFFICERS, NOMINATIONS, ELECTIONS

### Section 1. Officers and their election:

- a. The officers of this association shall consist of a president, a vice president, a recording secretary, a corresponding secretary, and a treasurer.
- b. Officers shall be elected by ballot annually in the month of March. However, if there is but one nominee for any office, election for that office may be show of membership cards or voice vote. A majority vote shall elect. *This section has been amended as the result of the March 8, 2022 General Membership Meeting.*
- c. With the exception of the treasurer, officers shall assume their official duties following the end of the school year and shall serve for a term of one year or until their successors are elected. The treasurer shall assume all duties after the books have been financially reviewed.
- d. A person shall not be eligible to serve more than two consecutive terms in the same office.

### Section 2. Nominating Committee:

- a. The nominating committee shall be composed of three members who shall be elected by the association at a regular membership meeting at least one month prior to the election of officers. The president shall appoint a chair pro tem who shall call the first meeting. The committee shall elect its own chair.
- b. The nominating committee shall nominate one person for each office to be filled and report its nominees at the election meeting at which time additional nominations may be made from the floor. In order to be nominated a person must be a PTO member in good standing.
- c. Only those persons who have consented to serve if elected shall be nominated for or elected to such office.
- d. Members of the nominating committee may be elected to office.

**Section 3 – Nominations to Report to Board.** The Nominating Committee shall report to the Board the names of candidates for each office at least 7 days prior to the election, which is to be held at the Annual Membership meeting.

**Section 4 – Election Notice, Procedure and Supervision.** The Nominating Committee shall inform the General Membership of the upcoming election and the election procedures, and is

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responsible for supervising all elections. The Nominating Committee will post notice of the names of nominees in the School office and via email to the PTO General Membership. *This section has been amended as the result of the May 15, 2018 General Membership Meeting.*

**Section 5 – Election:**

- a. Elections for all officers shall be held at the Annual General Membership meeting.
- b. *This section has been removed as the result of the May 10, 2011 General Membership Meeting.*

**Section 6 – Vacancies.** A vacancy occurring in any office shall be filled for the remainder of the term by a person elected by a majority vote of the executive board.

**ARTICLE VIII: DUTIES OF OFFICERS**

**Section 1.** The president shall preside at all meetings of the organization, the executive committee and the executive board at which the president may be present; shall perform such other duties as may be prescribed in these bylaws or assigned by the organization or by the executive board; may appoint a parliamentarian and historian, with the approval of the executive board; and shall coordinate the work of the officers and committees of the PTO in order that the Purposes of the organization may be promoted.

**Section 2.** The vice-president shall act as a side to the president and shall perform the duties of the president in the absence or disability of that officer to act.

**Section 3.** The recording secretary shall record the minutes of all meetings of the PTO and of the executive committee and board and shall perform such other duties as may be delegated.

**Section 4.** The corresponding secretary shall oversee the internal and external communications of the organization, and shall perform such other duties as may be delegated.

**Section 5.** The treasurer shall have custody of all the funds of the PTO; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the organization. The current year’s PTO board may vote to authorize expense overages in categories that produce income without amending the current year’s budget by the general membership. (As an example, if we generate more gift wrap income than predicted, the gift wrap expense line will be higher. This allows the board to approve the payment of expenses necessary in the generation of that additional income.) The PTO board may

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approve the expenditure of funds donated to PTO for specific purposes without amending the current year's budget by the general membership. (As an example, a donor wants to give \$200 for a purpose not included in the budget. PTO would receive the donation and purchase the goods or services for the school specified by the donor.) Three signatures should be on file at the bank.

The treasurer shall present a financial statement at every meeting of the organization and at other times when requested by the executive board and shall make a full report at the annual meeting. The treasurer shall submit the required forms including the IRS 990 and information to the Federal and State agencies in order for the PTO to maintain IRS 501 (c) (3) tax exempt status with the State of Florida. The treasurer's accounts shall be examined annually by an auditor or a financial review committee of not less than three members who, satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The financial review committee shall be appointed by the executive board. The committee's report shall be given at the next regular meeting after the audit is completed. *This section has been amended as the result of the May 15, 2018 General Membership Meeting.*

**Section 6.** All officers shall:

- a. Perform the duties prescribed in these bylaws and by the parliamentary authority adopted by this PTO.
- b. Deliver to the successors all official material not later than ten (10) days following the end of the school year.

## **ARTICLE IX: TERM OF OFFICE**

**Section 1.** Any person holding an elected or appointed position in this organization shall serve a one year term or until a successor is elected or appointed.

**Section 2.** All officers shall assume their duty upon the end of the school year with the exception of treasurer as outlined in Article VII, Section 1(c).

## **ARTICLE X: EXECUTIVE BOARD**

**Section 1.** The executive board shall consist of the officers of the organization, the chairs of standing and special committees and the principal of the school or a representative appointed by him/her. The chairs of the standing committees shall be selected by the officers of the

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organization and the principal of the school or his/her representative. The members of the executive board shall serve until the election and qualifications of their successors.

**Section 2.** The duties of the executive board shall be:

- a. To transact necessary business in the intervals between PTO meetings and such other business as may be referred to it by the organization.
- b. To create standing committees.
- c. To approve the plans of work of the standing committees.
- d. To present a report at the regular meetings of the association.
- e. To prepare and submit to the organization for approval a budget for the fiscal year.
- f. *This section has been removed as the result of the May 15, 2018 General Membership Meeting.*

**Section 3.** Regular meetings of the executive board shall be held monthly during the school year, the time to be fixed by the board at its first meeting of the year. Seven (7) members of the executive board shall constitute a quorum. Special meetings of the executive board may be called by the president or by a majority of the members of the board. *This section has been amended as the result of the May 15, 2018 General Membership Meeting.*

## **ARTICLE XI: EXECUTIVE COMMITTEE**

**Section 1.** The executive board may create such standing committees as it may deem necessary to promote the Purposes and carry on the work of the organization. The term of each chair shall be one year and/or until the election and qualification of a successor.

**Section 2.** The chair of each standing committee shall present a plan of work 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 association and the executive board.

**Section 4.** The president shall be a member ex-officio of all committees except the nominating committee.

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## ARTICLE XIV: AMENDMENTS

**Section 1 – Amendments.** Amendments to these bylaws shall be put before the General Membership for a vote at General Membership meetings.

**Section 2 – Procedure.** Amendments may originate from the Board or by petition signed by ten (10) members of the PTO. In either case, the written amendment must be furnished to the PTO secretary or President no later than thirty (30) calendar days prior to the General Membership meeting in which a vote thereon shall be held in order to be put on the ballot. Notice that such amendment is up for consideration will be posted in the School office and via email to the PTO General Membership one (1) full week prior to it appearing on the ballot. *This section has been amended as the result of the May 15, 2018 General Membership Meeting.*

**Section 3 – Voting.** An affirmative vote of two-thirds (2/3) of those voting shall be necessary to adopt an amendment.

## ARTICLE XV: MISCELLANEOUS

**Section 1 – Gender.** As used herein, references to one gender shall include the other gender.

**Section 2 – Reference.** As used herein, references to the Principal, the staff or the teachers shall be to the Principal, staff and teachers of Gilchrist Elementary School, Tallahassee, Florida.

## ARTICLE XVI: DISSOLUTION

**Section 1.** Upon dissolution of this organization, for whatever cause, the assets thereof shall be distributed as required by Section 501 (c) (3) of the Internal Revenue Code, or the corresponding provisions of any future United States revenue law, as amended, or shall be distributed to the Federal, State, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purpose.

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Approved by General Membership on May 9, 2006

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