

BYLAWS
Of
WEBSTER TRANSITIONAL SCHOOL PTO, INC.

Article 1 Name

The name of this organization shall be **Webster Transitional School Parent Teacher Organization, Inc.** (Hereinafter "PTO")

Article 2 Principal Office

The principal office of the PTO shall be as designated by the Executive Board from time to time.

Article 3 Purposes

3.1 In General.

3.1.1 General Purpose. The purpose for which this PTO is formed is to perform such charitable and educational, functions and to engage in such activities as shall permit the PTO to qualify as an organization exempt from federal taxation under the provisions of §501 (c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"), and the regulations issued pursuant thereto, as amended from time to time.

3.1.2 Mission Statement. The mission of the Webster Transitional School PTO, Inc. is to initiate and encourage and support ideas, activities and cooperation between parents and teachers; to promote the welfare of children in the school, home and community; to bring into closer relationship the home and the school and to promote understanding and cooperation between parents and teachers; and to initiate and encourage and support ideas and activities which shall be in the interest of Webster Transitional School, its students, faculty, staff and parents.

3.1.2.1 Policies.

3.1.2.1.1 The programs of the PTO shall be educational and of service to the students, school, and community.

3.1.2.1.2 The PTO shall work to promote the health and welfare of its students and shall seek to promote collaboration between parents, school, and the community at large.

3.1.3 Secondary Purposes. The P T O may engage in any other lawful civic and/or charitable activity, none of which is for profit, in furtherance of the above purposes and for which a PTO may be organized under the Nonstock Corporation Law.

3.2 Compliance with Exemption Laws.

3.2.1 No Dividends. The P T O shall be nonstock and nonprofit. No dividends of pecuniary profits shall be declared or paid to any directors or officers thereof, and no part of any net earnings shall inure to the benefit of any private member or individual.

3.2.2 Political Activities. No substantial part of the activities of the PTO shall consist of attempting to influence legislation, by propaganda or otherwise. If the P T O is determined to be a private foundation under the Code, then no part of the activities of the P T O shall consist of attempting to influence legislation, by propaganda or otherwise. The P T O shall not participate or intervene, directly or indirectly, in any political campaign on behalf of (or in opposition to) any candidate for public office.

3.2.3 In General. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, the P T O shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal taxation under §501 (c) (3) of the Code and the Regulations issued pursuant thereto, as amended, or by an organization, contributions to which are deductible under §170 (c) (2) of the Code and the Regulations issued pursuant thereto, as amended.

3.2.4 Dissolution. Upon the dissolution of the organization, assets shall be used to pay all outstanding bills and any remaining funds shall, by determination of the outgoing officers of the PTO, be distributed to one of the following: i) a successor organization; or ii) Webster Transitional School to be spent, by the determination of the Principal or Assistant Principal, and with the approval of the outgoing officers of the PTO.

Article 4 Membership

4.1 Full Membership. Membership in the PTO shall be open to all teachers and parents, guardians, grandparents or other family members of students enrolled in Webster Transitional School, who are willing to uphold its policies and subscribe to its bylaws, upon payment of annual dues, should there be dues, as hereinafter provided.

4.2 Dues. The annual dues shall be determined by the Officers or Executive Board prior to school registration. The PTO shall conduct an annual enrollment of members, but persons may be admitted to membership at any time and shall pay full dues, if applicable, for that school year.

4.2.1 The fiscal year of the PTO shall be July 1 to June 30. A financial audit shall be conducted at the close of each fiscal year, by a qualified profession approved by the

Executive Board.

Article 5 Meetings of Members

5.1 Annual Meeting of Members. The annual meeting of the members shall be held on a date and time as determined by the Executive Board, at which time the election of officers will take place as needed in accordance with these bylaws.

5.2 Regular and Special Meetings of Members. Regular meetings of the members shall be held at least four (4) times during the school year, on a date and time determined by the Executive Board. Special meetings of the members may be called by the Executive Board or by the President or Secretary upon written request of five members of the PTO. Only such business as the meeting was called to consider shall be acted upon at special meetings. Robert's Rules of Order, Newly Revised, shall constitute the parliamentary authority of the PTO on all matters not otherwise covered by these Bylaws.

5.3 Notice of Meetings. Notice of each annual, regular and special meeting of the members shall be given by method deemed appropriate by the Executive Board. The notice shall designate the time and place of the meeting, and in case of special meetings, shall state generally the business to be considered by the meeting. A minimum of three (3) business days notice shall be given, unless deemed an emergency, at which time Executive Board discretion can be used in setting the date and time of the meeting.

5.4 Quorum. Seven members (inclusive of the Executive Board and Officers of the PTO) shall constitute a quorum for the transaction of business at any meeting of the members.

5.5 Chairman. The President or Co-Presidents shall serve as chairperson at all meetings of the PTO. If she/he is (are) absent, the Vice President shall preside, and in her/his absence, a chairperson chosen by the Officers shall preside.

5.6 Adjournments. A majority of the PTO members present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

5.7 Rules of Procedure. At all meetings of the PTO, each member present shall have one vote. Except as otherwise provided by statute, by the Articles of Incorporation, or by these Bylaws, the action of a majority of the members present at any meeting at which a quorum is present shall be the act of the PTO as a whole. Operating Rules to govern the conduct of the PTO's business shall be the latest edition of Robert's Rules of Order.

Article 6 Executive Board

6.1 Duties and Powers. The Executive Board shall be responsible for the control and management of the affairs, property and interests of the PTO, and may exercise all powers of the PTO.

6.2 Election of Directors. The Executive Board of the PTO shall consist of the Officers and the Principal and/or Assistant Principal. The Board members for the upcoming school year shall join the board at the time of election. An Executive Board member must be a member of the PTO and must have a child enrolled at Webster.

6.2.1 Nominating Committee. The Nominating Committee of the PTO shall consist of not fewer than three members. A nominating committee will be formed in the early spring of each year only where there will be a vacancy for any of the Executive Board positions. The Nominating Committee need only search for nominees for an office that will be vacated the in the upcoming school year. It will be the responsibility of the Executive Board or the Chair of Nominating Committee to contact all Cedarburg School District elementary school PTO Presidents for possible nominees. The Nominating Chairs or co-chairs shall be appointed by the PTO President. The Nominating Committee shall select nominees for each office to be filled, and publish, as determined appropriate by the Executive Board, the selection prior to the PTO meeting where the election is to be held. The Nominating Committee will submit the proposed slate to be printed and distributed to the Executive Board prior to the meeting where it is voted on.

6.3 Term. Each officer shall hold office for a term of one year, and until his/her successor is elected and qualified, or until his/her death, resignation or removal.

6.4 Vacancies. Any vacancy in the Executive Board occurring by reason of the death, resignation, disqualification, removal or inability to act of any Officer, or otherwise, shall be filled for the unexpired portion of the term by the majority vote of the remaining Executive Board. In a case of a vacancy in the office of President, the Co-President, if any, or the Vice President shall serve until the next election.

6.5 Resignation. Any officer may resign at any time by giving written notice to the Executive Board, the President or the Secretary of the PTO. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Executive Board or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

6.6 Removal. Any officer may be removed for cause by action of the Executive Board. Absence from three consecutive regular (including annual) meetings of the PTO, or Absence from five meetings in any one-year period shall constitute cause for removal.

6.7 Salary. No salary shall be paid to Officers for their services.

6.8 Standing Committees.

6.8.1 The standing Committees shall be created and dissolved by the Officers or the Executive Board as may be required to promote the purposes and interest of the PTO.

6.8.2 The Chair(s) of the Standing Committees shall be appointed by the Executive Board.

6.8.3 Any Chair shall serve for a term of one year until his/her successor is appointed and he/she has completed the expected duties to the academic year of service.

6.8.4 All PTO Standing Committee Members are expected to attend PTO Meetings. Only members of the PTO are eligible to serve on Standing Committees.

6.8.5 The Chairs shall report plans of committee work to the Executive Board and PTO membership.

6.9 Special Committees.

6.9.1 Such Special Committees shall be created and dissolved by the Executive Board or the Officers, as may be required to promote the purposes and interest of the PTO.

6.9.2 Any Special Committees appointed by the Executive Board or Officers shall report to and provide any necessary explanation of activities to the PTO at its next regular meeting. The Chair shall report on work of the committee until such time that the project is complete.

Article 7 PTO Acts.

7.1 Contracts. The Officers may enter into any contract or execute and deliver any instrument in the name of and on behalf of the PTO, after approval by the Executive Board.

7.2 Payments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the PTO, shall be signed by either the Treasurer or the President of the PTO.

7.3 Approval of Disbursements. No disbursements of funds of the PTO shall be made unless the same have been approved and ordered by the P T O or by the officers acting within such limitations as the Executive Board may prescribe from time to time. All disbursements shall be made by check or debit card, except that the Treasurer may be

authorized to maintain a petty cash fund from which cash disbursements for petty expenses may be made, subject to audit. Checks shall be signed by the Treasurer and/or such other officer or officers as the Executive Board may from time to time designate to the PTO's depository bank. No appropriations of money or other property of the PTO shall be made or applied for any purpose other than for donations as approved by the Executive Board and to defray its legitimate expenses, as set and approved by the Executive Board.

- 7.4 No Line of Credit Permitted. No Officer or member has any authority to open any line of credit on behalf of the PTO.

Article 8 Officers.

8.1 Election of Officers. The officers of the PTO shall consist of a President or Co-Presidents, Vice President, a Secretary, and a Treasurer. No more than two offices may be held by the same person. The slate of officers selected by the Nominating Committee shall be presented at the annual meeting of the members by the Chair of the Nominating Committee. If there are nominations from the floor, the election shall be by ballot. The ballot shall be conducted by paper, or if there is no objection, the ballot may be conducted by show of hands. If there are no additional nominations from the floor, the Board shall be authorized to accept a motion for a unanimous ballot of the proposed slate. Only those who have consented to serve if elected shall be eligible for nomination, either by the Nominating Committee, or from the floor. An officer shall hold office until the annual meeting of the PTO next succeeding his appointment, and until a successor is elected and qualified, or until his/her death, resignation or removal.

8.2 Duties of Officers. Officers of the PTO shall, unless otherwise provided by the Executive Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these Bylaws, or may from time to time be specifically conferred or imposed by the Executive Board. The general duties of the officers shall be as follows:

8.2.1 President or Co-Presidents. The President or Co-Presidents shall preside at all meetings of the PTO and the Executive Board and shall be ex-officio member of all committees. Shall perform such other duties as may be prescribed in these bylaws or assigned by the PTO or Officers. Shall request the formation of special committees. Shall, in collaboration with the Principal and/or Assistant Principal, set the dates for the meetings and direct the Secretary to notify the members. Shall attend, or designate another officer to attend, PTO Presidents' Council meetings or other meetings pertaining to the PTO's involvement in the community. Shall prepare and present an agenda for meetings of the Officers and meetings of the Board of Directors. Shall be familiar with Robert's Rules of Order and be capable of providing parliamentary procedure when necessary.

8.2.2 Vice President. Shall, in the absence of the President or Co-Presidents, assume the responsibilities and exercise the powers of the President or Co-Presidents and serve as an aide to the president or co-presidents. Shall attend meetings the President or Co-Presidents is/are unable to attend. Shall be familiar with Robert's Rules of Order and be capable of providing parliamentary procedure when necessary.

8.2.3 Secretary. Shall be responsible for the attendance list of the PTO meetings. Shall be responsible for keeping the minutes of the proceedings of all meetings of the PTO. Shall maintain a membership roster of the PTO. Shall keep the correspondence file: answering all general correspondence and handling such correspondence as the business of the PTO may require. Shall keep a current copy of the Bylaws.

8.2.4 Treasurer. Shall be in charge of all funds belonging to the PTO and keep an accurate account of all its receipts and disbursements and any expenditures. Shall be in charge of the collection of dues, if any. Shall be responsible for all bank transactions. Shall present a statement of account at every meeting of the PTO. Shall, together with the Officers, prepare an operation budget to be presented at the first meeting of the school year to the new PTO, for approval by the PTO membership at the first meeting of the new school year. As a 501(c)(3) organization, the treasurer is required to prepare such documents in a timely manner and shall sign all income tax returns prepared by the treasurer.

Article 9 Indemnification of Officers and Directors.

9.1 Each present or co-president and future officer, whether or not then in office, shall be indemnified by the PTO against all expenses actually and necessarily incurred by or imposed upon her/him (including but without being limited to judgments, costs and attorney fees) in connection with the defense of any action, suit or proceeding in which she/he is made a party by reason of being or having been an officer of the PTO, except in relation to matters as to which she/he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such officer may be entitled, under any bylaw, agreement, as a matter of law, or otherwise.

Article 10 Corporate Seal

10.1 The PTO shall have no seal.

Article 11 Amendments

11.1 These bylaws may be amended by a two-thirds vote of those present at any general meeting or special meeting provided the membership of the PTO has been notified, as provided herein, of the purpose of such a meeting.

11.2 Every five years, but more frequently if deemed necessary, the President or Co-Presidents shall appoint a Bylaws Revisions Committee which shall review these bylaws with a view to keeping them in accord with the continuing and changing activities of the PTO.

11.3 In the event of unusual and extraordinary circumstances, the PTO may temporarily override these bylaws by a two-thirds vote of those present at any general meeting or special meeting provided the membership of the PTO Board has been given notice in accordance with these bylaws of the purpose of such a meeting.

The undersigned hereby certifies that she/he is the Secretary of the PTO and that the foregoing bylaws have been adopted as the bylaws of the PTO, in accordance with the requirements of the Wisconsin Nonstock Corporation Law, chapter 181 of the Wisconsin Statutes.

Dated: _____ 2016.

Secretary

President