

Franklin-Randall Parent Teacher Organization, Inc. Bylaws  
Restated as of April 26, 2011 and May 12, 2015

These Amended and Restated Bylaws take the place of and supercede any bylaws previously adopted by the Franklin-Randall PTO and shall become effective consistent with Article XII.

Article I: Name

The name of this organization shall be the Franklin-Randall Parent Teacher Organization, Inc. herein after referred to as the organization or the PTO.

Article II: Objectives

- A. To encourage close and effective relationships among Franklin Randall children, parents, schools, and the community.
- B. To provide a forum through which parents, teachers, and administrators can communicate on pertinent issues of general importance or urgency.
- C. To develop united efforts among parents, teachers, administrators, children, and the general public to secure for every child the highest advantages in physical, intellectual, and social education.
- D. To sponsor and promote involvement in events and programs that encourage a sense of community both within each campus school, and among the communities of Franklin and Randall Schools and their surrounding neighborhoods.
- E. To raise and contribute monies to support programs and projects that enhance Franklin and Randall Schools, their communities, and relationships with their neighborhoods.
- F. To promote continuity between Franklin and Randall Schools.

Article III: Basic Policies

- A. The organization shall be non-profit, noncommercial, nonsectarian, and nonpartisan.
- B. The name of the organization and 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 promoting the objectives of the organization.
- C. No organizational funds or other assets shall personally benefit or be distributed to its members, directors, trustees, officers, or other private persons, except that the organization may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the objectives set forth in Article II.
- D. The organization 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 in attempting to influence legislation.
- E. Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or by an organization that receives contributions, which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- F. Upon dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed by the Board to one or more non-profit fund, foundation, or organization with 501(c)(3) status.

Article IV: Membership and Dues

A. Membership shall consist of all parents and legal guardians of children currently enrolled in Franklin or Randall School, and the principals, teachers and educational support staff of these schools who expressly or implicitly demonstrate their consent to be members.

B. The organization shall have no membership dues, but the Board may request membership pledges in cases of fiscal necessity.

C. Each member, represented by one individual, shall have one (1) vote. (For example, each parent has 1 vote, regardless of how many children attend the schools and regardless of whether both parents participate in a meeting or not.)

Article V: General Membership Meetings

A. The schedule of regular general membership meetings for the year shall be established by the Board at the first meeting of the school year or as soon as feasible thereafter.

B. Advance notice for each meeting shall be published in the Franklin-Randall Newsletter. The agenda for each meeting shall be published on the PTO listserv and the Franklin-Randall website not less than seven days before each general membership meeting.

C. The Annual Meeting shall be held in May, unless otherwise determined by the Board. The election of officers and other Directors pursuant to Article VII shall be held at the Annual Meeting. The PTO budget shall be presented for adoption at the May or Fall Meeting, as appropriate.

D. The Fall membership meeting shall be held as soon as possible at the beginning of the academic year. Additional Directors may be elected if there are vacancies on the Board.

E. Other general membership meetings shall be held at least three (3) times per year. The general meetings shall address topics of general interest to the members and any other matters referred to it by the Board or placed on the agenda pursuant to V.F.

F. The agenda for the general membership meetings shall be determined by the Board; however, any member may request to place an item on the agenda of any member meeting by submitting the request to the president. If the Board declines to add an item to the agenda, such matter may be placed on the agenda upon a petition of at least ten (10) members.

G. The quorum for membership meetings shall be the number of members who are present at a meeting, provided that at least ten (10) members are present and at least two (2) of the persons present are Officers of the PTO. All matters submitted to the members are determined by a majority vote of those present and voting. Each member has one vote on any matter submitted to the members

H. Attendance at any membership meeting is open to all members..

I. An action that may be taken on a regular, annual or special meeting of the members may be taken by written ballot without a meeting in accordance with the procedures set forth in Wisconsin Statutes, Section 181.0708.

Article VI: Officers

A. The officers of the organization shall be the president, vice-president, treasurer, and secretary. The officers of the organization shall be elected by the general membership as described in Article VIII. All officers shall be members and satisfy any other criteria adopted by the members from time to time. The officers shall hold office for one (1) year or until a successor is elected and qualified. No officer shall be eligible to serve in the same office for more than two consecutive years without approval by a minimum of two-thirds (2/3) vote of the members present at a membership meeting with a quorum. Officer positions may be shared by two persons and if shared, each person shall have full authority in that

position as if filled individually.

B. The president shall:

- i. Preside at all meetings of the organization,
- ii. Coordinate the work of the officers and committees of the organization,
- iii. Appoint chairpersons of [standing] committees
- iv. Appoint special committees,
- v. Fill vacant Board positions consistent with Sec. VIII.G;
- vi. Sign checks in the absence of the treasurer, and
- vii. Perform all other duties usually pertaining to the office.

C. The vice-president shall act as an aide to the president, perform the duties of the president in the absence or the disability of the president, and perform other duties that may be delegated by the president.

D. The secretary shall record and distribute the minutes of general membership and Board meetings. The secretary shall prepare and distribute the agenda for all meetings pursuant to the direction of the president, and shall retain copies of all essential correspondence, memoranda, and other documents prepared, transmitted, or received by the organization and/or its officers, except the treasurer. The secretary shall perform the duties of the president and vice-president in the absence or the disability of the president or vice-president.

E. The treasurer shall be responsible for all funds of the organization, keep a complete and accurate account of receipts and expenditures, and make disbursements in accordance with the approved budget and/or as authorized by the Board. The treasurer shall present financial reports at the Board and general membership meetings. The Board may request an audit of the treasurer's records at any time. The treasurer's accounts shall be examined annually by the president, or by a representative or committee appointed by the Board. An external audit may be recommended by the president or the Board.

#### Article VII: The Board of Directors

A. The Board of Directors shall consist of:

1. the officers of the organization, who are elected consistent with Article VIII;
2. a minimum of four (4) members at large, who are elected consistent with Article VIII;
3. unless otherwise determined by the Board, the Chair of the Fundraising Committee and the Chair of Volunteer Committee, who shall be appointed consistent with Article IX.B; and,
4. if such representation is desired and individuals are identified to serve in this capacity, a representatives from each PEG group.

Together these persons comprise the "Board" and, individually, they are the "Directors". If an officer or Chairperson position is shared by two persons, each person shall be a Director and have one vote. The total number of Directors on the Board in any year, for purposes of determining quorum and votes, shall be determined by the number of positions that are filled in a given year. If Directors are added or subtracted during the year, the size of the Board and associated quorum and voting requirements will change accordingly. The principals shall be *ex officio* members of the Board who have the right to participate, unless otherwise determined by the Board, in Board discussions and functions but are not entitled to vote and do not count toward quorum.

B. All Directors must be members of the PTO and fulfill any other criteria determined by the members from time to time. No Director (or officer per VI.A) shall be eligible to serve in the same position for more than two consecutive years without approval by a minimum of two-thirds (2/3) vote of the members present at a membership meeting with a quorum.

C. The Board will invite the past president to serve on the following year's Board as a member at large. If the past president agrees to so serve, such person may fill one of the at-large Director positions..

D. The management, control and operation of the affairs and properties of the organization are vested in the Board of Directors (the "Board"). The specific duties of the Board shall include:

1. To review and, at the Board's discretion, approve the plans of the standing committees,
2. To recommend to the members an annual budget for member approval;
3. To monitor and, as necessary, amend the budget during the year, provided that such amendments do not negatively alter the budget "bottom line" and that no line item is altered by more than 10% and no unbudgeted expenditure is greater than \$1000;
4. To approve all plans for raising funds for the organization,
5. To recommend to the members grant allocations as part of the annual grant process for member approval. For grant allocations outside of the annual process, the Board shall have discretion to make grants that are consistent with VII.D.3, above; and
6. To recommend to the members a slate of officers and members-at-large pursuant to Article VIII, for member approval.

E. The president and the two principals shall establish a schedule of PTO events for the school year, including Board meetings and general members meetings.

F. Regular meetings of the Board shall be held at least quarterly based on regular schedule determined at the beginning of the academic year. Special meetings of the Board may be called by the president or by a simple majority of the Directors, with one week's notice. All meetings shall be open to the members, except when the Board determines that an Executive Closed Session is required. The agenda of a regular or special Board meeting shall be posted on the website and sent by email to the PTO List at least 24 hours in advance of a meeting. The president may invite non-voting members' participation when useful to the conduct of Board business.

G. A quorum of the Board shall be six (6) Directors or at least fifty-one percent (51%) of all Directors currently appointed or elected to the Board, whichever is more. The act of at least six (6) of all Directors on the Board or two-thirds (2/3) of the Directors present, whichever is more, shall be the act of the Board, except where otherwise provided by these Bylaws.

H. Any member of the organization may request to place an item on the agenda for a Board meeting by contacting the president.

I. In the event that a matter not included on the agenda is raised at a Board meeting, discussion of such matter shall be allowed if approved by the majority of Directors present. However, the presiding officer must defer any vote on the matter to a later meeting to provide notice to all Directors prior to a vote.

J. In voting on all matters relative to the business of the organization, Directors shall avoid conflicts of interest, or the appearance of a conflict of interest, in all situations. A conflict of interest exists when a Board member's individual interests or gain may be reasonably viewed as having the power to substantially influence or control that member's vote on a matter. In the event of a conflict of interest, the Board member shall abstain from voting.

K. The Board may vote, pursuant to Section VII.G, refer a voting matter to a general membership meeting.

L. A report of all Board actions and/or expenditures shall be made to the general membership at the next scheduled general meeting.

M. In accordance with § 181.0821, Wis. Stats., any action that may be taken at a meeting of the

Board may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by two-thirds of the Directors entitled to vote, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds of the Directors has the same effect as a two-thirds vote and may be stated as such in any document filed with the Department of Financial Institutions. For purposes of this section, pursuant to § 181.0821(1r) of the Wisconsin Statutes, “in writing” includes a communication that is transmitted or received by electronic means, including electronic mail (“email”), and “signed” includes an electronic signature, as defined in §181.0103(10p) of the Wisconsin Statutes, as amended from time to time.

N. The Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided, (1) all participating directors may simultaneously hear or read each other’s communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

#### Article VIII: Nominations and Elections

A. The Board shall appoint a Nominating Committee of at least three members no later than March 1<sup>st</sup>. The Committee shall be responsible for preparing slates of nominees for Officers and Members at Large for election by the general membership. Consideration for participation in the Nominating Committee should be given to diverse participation and representation of grade levels, geographic areas, and ethnic groups when selecting the committee.

B. To advance participation by as many communities as possible in the Franklin and Randall neighborhoods, nominees for election to the Board shall be nominated upon diligent recruitment that considers diversity and representation across grade levels, geographic areas, and ethnic groups. Joint nominees for a single officer or Board position may be designated. All nominees must consent to nomination. At least one month prior to the election, the general membership shall receive notice describing the recruitment of nominees and how persons may advise the Nominating Committee of their interest in serving. Notice shall be published in the organization’s newsletter, email group, and the website. Individuals may nominate themselves. Anyone who expresses interest in serving on the Board shall be a nominee; provided, however, it shall be the role of the Nominating Committee to work with the nominees to put together a list of nominees that insures coverage for all Board seats.

C. At least two weeks prior to the election, the list of nominees shall be published in the organization’s newsletter, email group, and the PTO website.

D. The election of officers and members at large shall be conducted by a vote of the members at the May Annual Meeting based on the list of nominees that was presented to the membership per VIII.C. If there are seats to fill, the remaining positions shall be filled at a membership meeting in the Fall based on nominations made either in advance or at the meeting. If there is but one nominee (or co-nominees) for any position, a voice vote shall be used. If there are two or more nominees (or sets of co-nominees), there shall be a raised hand vote, unless the Board determines in advance that a written ballot is appropriate. A majority vote wins for each position.

E. Officers and other Directors assume their duties immediately following the conclusion of the membership or Board meeting, as applicable, at which they are elected.

F. In the event that an Officer or member at large is vacated or a position is not filled as described in Section D, the general membership shall be notified and invited to submit nominations, with the prior

consent of the nominees, to the president who shall fill the vacancy by appointment for the remainder of the term. In all cases, prior to selection of a replacement, the president may appoint an individual to serve temporarily as an acting officer or member at large.

Article IX: Committees

A. On an annual basis, the Board may, in its discretion, authorize the creation of such number and type of committees as it determines may assist in the function of the organization. Authorization for any such committee shall be limited to a period of one year, subject to renewal by specific Board re-authorization

B. The president shall appoint the chairpersons of committees. Chairpersons shall recruit and appoint members of the committees with due regard for the purposes of the organization. The Board shall review the existence of and authorization for committees annually.

C. Each committee shall have the authority granted to it by the Board and may function independently, consistent with its granted authority and subject to the Board's direction in the Board's discretion. The committee chairs shall provide periodic updates to the Board and, as directed by the Board, secure approval from the Board for new or revised plans and for any changes that impact the budget. The president shall be an ex-officio member of all committees.

D. Committees may include, but are not limited to:

1. Parent Empowerment Groups: African-American, Hispanic, and Hmong. Each of these Parent Empowerment Groups shall seek ways to facilitate and strengthen the relationships among the members of the Parent Empowerment Groups and the Franklin-Randall students; family and staff with the goal of increasing the sense of belonging to our common school community for all members. The chairperson of each of these Parent Empowerment Groups shall be eligible to serve on the Board, if such chairperson indicates a desire to serve in such position.

2. The Buildings and Grounds Committee. This Committee shall be responsible for working with and advising the principals and the Board regarding the physical facilities of the schools and their environs.

3. The Cultural Arts Committee. This committee shall be responsible for selecting and making arrangements at each school for the cultural arts programs that are funded by the organization.

4. The Fundraising Committee. This committee shall be responsible for planning and implementing the fundraising activities of the organization, except for the parking fundraising.

5. The Volunteer Recruitment Committee. This committee shall be responsible for recruiting parents and others to volunteer for school-related activities, and matching volunteers with volunteer service opportunities.

6. The Curriculum Committee. This committee shall be responsible for addressing issues of curriculum development and the continuity between the two schools.

7. The Communications Committee. This committee shall be responsible for coordinating, publishing, and distributing the Franklin-Randall Newsletter. The Communications Committee shall work closely with the PTO web designer to ensure dissemination of information to members.

8. The Parking Committee. This committee shall be responsible for the coordination of the parking fundraising at Olive Jones Field and Randall School parking lots. This includes coordinating volunteers for all events planned for parking.

Article X: Decision Making Process

Roberts' Rules of Order, most recent published edition, shall govern the organization's meetings in all cases in which they are applicable and in which they are not in conflict with these bylaws.

Article XI: Amendments

Amendment of these bylaws requires the approval of both the Board and the general membership as follows: upon the approval of the Board the amendment or the restated bylaws shall be presented to the members for final approval. Member approval shall require a two-thirds (2/3) majority of the members present at a meeting with a quorum. If the amendment or restatement is rejected, the matter shall be returned to the Board for revision and re-approval and then re-submitted to the members for approval. The process shall continue until mutual agreement is complete.

Article XII: Transition

These Restated Bylaws shall become effective as of May 12, 2015, except that the current governance structure of the PTO as set forth in the current bylaws shall remain in place until after the elections take place at the May membership meeting. At the conclusion of the May membership meeting, the new officers and Directors, as required under these Restated Bylaws, shall take office.