

BY-LAWS
VALLEY RIDGE ACADEMY PARENT-TEACHER ORGANIZATION

ARTICLE I
NAME

The name of this organization is Valley Ridge Academy Parent-Teacher Organization (“**PTO**” or the “**Organization**”). The PTO is located at Valley Ridge Academy, 105 Greenleaf Drive, Ponte Vedra, FL 32081. It is a local PTO unit.

ARTICLE II
ARTICLES OF ORGANIZATION

The PTO exists as an incorporated organization of its members. Its “articles of organization” comprise these by-laws, as from time to time amended, and its articles of incorporation. These by-laws shall govern the organization.

ARTICLE III
PURPOSES

Section 1: Objectives. The objectives of this PTO are to enhance and maximize the educational experience at Valley Ridge Academy and to develop a closer connection between school and home by encouraging parent involvement through volunteer and financial support.

Section 2: Purposes. This PTO is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (hereinafter “**IRC**”). This PTO is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of section 509(a)(2) of the IRC or corresponding section of any future Federal tax code.

ARTICLE IV
MEMBERSHIP AND DUES

Section 1: Membership. Membership in this PTO shall be made available to any individual who has a student enrolled at Valley Ridge Academy (“**VRA**”) or who is a VRA staff member or a VRA volunteer cleared by St. Johns County, and who subscribes to the objectives and basic policies of the PTO. Membership in this PTO shall be available without regard to race, color, creed, or national origin.

Section 2: Eligibility to Vote and Serve. Only members in good standing of this PTO shall be eligible to vote and serve in any of its elective or appointive positions. For clarification, each paid membership shall be entitled to cast one vote per household.

Section 3: Enrollment. The PTO shall conduct an annual enrollment of members, but eligible individuals may be admitted to membership at any time.

Section 4: Dues. Each member of the PTO shall pay annual dues to the PTO in an amount to be determined annually by the Executive Board prior to the first General PTO Meeting of the school year. The Executive Board may offer various tiers of annual dues and may categorize

members based upon which level of dues they choose to contribute.

Section 6. Member in Good Standing. If dues are charged, a member must have paid his or her dues before the meeting to be considered a member in good standing with voting rights at General PTO Meetings.

Section 7: Conflict of Interest. The officers and general members of the PTO shall not use their titles to endorse, promote or oppose a commercial concern or in connection with any partisan interest or to endorse, promote or oppose any political candidate running for public office or for any purpose not appropriately related to promotion of the objectives of the PTO.

ARTICLE V OFFICERS AND THEIR ELECTION

Section 1: Qualifications of Officers. Only members in good standing of this PTO may be elected to office or appointed to serve as committee chairs.

Section 2: Officers and their election:

a. **Officers.** The elected officers of the PTO shall consist of a President, Vice-President of Business Partners, Vice President of Committees, Vice President of Membership, Treasurer, Secretary, Parliamentarian, and Volunteer Coordinator. The officers, together with the Principal of VRA, a designee of the Principal and a Teacher Representative shall constitute the Executive Board.

b. **Co-officers.** Any office may be held by two individuals sharing the duties of such office for the inaugural year 2014-2015. Thereafter, if jointly held offices are desired by the Executive Board, it shall be presented to the PTO for a vote.

c. **Additional Officers.** Any additional officers deemed necessary by the Executive Board after the Annual Meeting shall be announced to the membership at any General PTO Meeting and candidates shall be presented for election by a majority vote in accordance with the election procedures set forth below.

d. **Election.** Election of these nominees shall take place at the Annual General Meeting of the PTO ordinarily held in the fourth quarter of each academic year in accordance with the election procedures described herein and shall be installed at the last Executive Board meeting of the academic year. If there is but one nominee for any office, election for that office may be by a show of hands. Officers shall hold office until their successors are duly elected and installed. The Teacher Representative shall be appointed by the VRA Principal.

e. **Term of Office.** The term of office shall be for one year. All officers, with the exception of the Treasurer, shall assume their duties on the day of the final Executive Board meeting of the school year and shall serve until the final Executive Board meeting of the following school year. The Treasurer's term of office shall run from July 1 until June 30th of each school year in concurrence with the PTO's fiscal year as filed with the Internal Revenue Service. The Treasurer shall assume his/her duties with properly audited books as set forth in Article VII of these by-laws.

Adopted 6/3/14

f. **Term Limits.** No officer may serve more than two (2) consecutive years on the

Executive Board in the same position. If an individual has filled a vacancy for more than half a term, this shall be considered a full term served for purposes of counting terms.

Section 3: Nomination of Officers.

- a. **Nominating Committee - Composition.** There shall be a Nominating Committee composed of no less than five members; of whom, no less than two shall be chosen from the Executive Committee and no less than three from the general membership. However, should the Nominating Committee exceed five (5) members, there shall always be a majority of members of such committee who are not members of the Executive Committee. Members of the Nominating Committee are to be selected by the Executive Board. The President shall appoint a chairperson pro tern who shall call the first meeting of the Nominating Committee. The Nominating Committee shall then elect its chairperson.

- b. **Nominations.** During the third quarter, the Nominating Committee shall announce to all VRA families that nominations are being taken for the annual election of officers. Nominations shall be accepted for a period of at least 14 days and will be accepted from all PTO members in good standing, VRA staff, and teachers. The Nominating Committee shall select candidates from the nominees and shall obtain their consent to serve. Only those persons who have signified their consent to serve if elected shall be nominated or elected to such office.

- c. **Presentation of Nominees.** The Nominating Committee shall present its nominees for each office to the Executive Board at the Board Meeting held in the month prior to general election, and a list of all the nominees shall be published in the VRA Newsletter and on the PTO website.

- d. **Election of Nominees.** Election of these nominees shall take place at the Annual General Meeting of the PTO ordinarily held in the fourth quarter of each academic year in accordance with the election procedures described herein.

Section 4: Vacancies:

- a. **Vacancies in Offices Other than President.** Any vacancy occurring on the Executive Board, with the exception of the office of President, may be filled for the remainder of the unexpired term by a majority vote of the remaining members of the Executive Board. Such appointment must be ratified by a majority vote at the next General PTO Meeting.

- b. **Vacancy in the Office of President.** In case a vacancy occurs in the office of President, the Vice-President of Membership shall serve the remainder of the unexpired term. A new Vice-President of Membership shall then be chosen by the Executive Board to serve the remainder of the unexpired term, with such appointment to be ratified at the next General PTO Meeting by a majority vote.

Adopted 6/3/14

- c. **Officer Absences.** A vacancy shall be declared to exist in an executive office should its holder miss three (3) consecutive Executive Board meetings or General PTO Meetings

without good cause. The Executive Board shall determine "good cause" in the exercise of its reasonable discretion. However, documentation from a doctor, urgent care, hospital or similar facility shall in all cases constitute good cause. An Executive Board decision that the absences lacked "good cause" is deemed conclusive if the Principal of VRA agrees with such finding after giving the officer an opportunity to be heard.

- d. **Removal of an Officer.** Any elected officer who fails to perform his/her duties may be asked to resign by the Executive Board in conjunction with the VRA Principal. The VRA Principal shall have the final authority to decide whether to remove an officer.

ARTICLE VI DUTIES OF OFFICERS

Section 1: The President shall:

- a. preside at all scheduled General PTO Meetings and Executive Board meetings; b. appoint all chairpersons of standing and special committees with the approval of the Executive Board;
- c. sign all contracts and documents authorized by the Executive Board; d. be the official representative of the PTO, authorized to act on behalf of the PTO; e. be an ex officio member of all committees except the Nominating Committee; f. coordinate the work of the officers and committees of the PTO in order that the objectives may be promoted;
- g. meet with the VRA Principal and serve as liaison between the PTO and school leaders; and
- h. perform such other duties as may be described in these bylaws or assigned to him/her by the PTO or by the Executive Board, and such other duties applicable to the office as prescribed by Robert's Rules of Order Newly Revised.

Section 2: The Vice President of Membership shall:

- a. maintain the membership roster;
- b. be responsible for planning and executing the membership drive;
- c. form a committee to assist in carrying out his/her duties;
- d. perform the duties of the President in the absence or disability of that officer; and e. perform such other duties as may be delegated to him/her.

Section 3. The Vice President of Committees shall:

- a. partner with the Treasurer to create initial budgets;
- b. manage all committees as assigned by the Executive Board;
- c. update the Executive Board at Board meetings regarding upcoming events and discuss issues and/or changes;
- d. communicate appropriately with committee chairs, co-chairs and the Volunteer Coordinator; and
- e. perform such other duties as may be delegated to him/her.

Section 4. The Vice President of Business Partners shall:

Adopted 6/3/14

- a. seek out businesses to partner with the PTO through monetary or product donations and maintain business partner relationships throughout the year; b. develop or update the business partner form at the beginning of the year; c. coordinate business partner advertising;
- d. work with committee chairs to find business partner sponsors for PTO events; e. update

the Executive Board at Board meetings as to new partners and an issues or changes with current partners;

f. sit on the 5-Star Award committee; and

g. perform such other duties as may be delegated to him/her.

Section 4: The **Secretary** shall:

a. record the minutes of all General PTO Meetings;

b. read or display the minutes of the preceding meeting at each General PTO Meeting and post the minutes on the PTO website within a reasonable time; c. keep records of Executive Board meetings and make such records available upon the request of any Member;

d. act as custodian of PTO records, maintaining a permanent file of all minutes, agendas, reports, the charter, the by-laws and any correspondence;

e. conduct the correspondence of the PTO as requested; and

f. perform such other duties as may be delegated to him/her by the President and/or the Executive Board.

Section 5: The **Treasurer** shall:

a. have custody of all the funds of the PTO;

b. be responsible for the maintenance of the books of accounts and records; c.

keep a full and accurate account of the receipts and expenditures;

d. make disbursements in accordance with the approved budget, as authorized by the PTO and the Executive Board;

e. present a financial statement at all General PTO Meetings and at other times when requested by the Executive Board. These financial statements shall consist of a year-to-date inflow and outflow statement and budget;

f. strictly adhere to the guidelines and protocols that govern the St. Johns County school district with respect to all aspects of the handling of funds and audits; g. follow any specific guidelines set forth in the VRA PTO Standing Rules; and h. perform such other duties as may be delegated to him/her.

Section 6: The **Volunteer Coordinator** shall:

a. be responsible for developing a volunteer form at the start of each school year; b. compile lists of volunteers for the various committees and manage the volunteer system on a weekly basis;

c. act as a resource to the various committees and to the administration and staff of VRA;

d. sit on the 5-Star Award Committee; and

e. perform such other duties as may be delegated to him/her.

Section 7: The **Parliamentarian** shall:

a. advise the President, Executive Board and the PTO as to matters of parliamentary law and procedure, as requested, or as needed to insure that the rules of this Organization are followed;

Adopted 6/3/14

b. bring a copy of the current edition of Roberts Rules of Order Newly Revised and these by-laws to each General PTO Meeting and Executive Board meeting; c. consult in the drafting of by-law amendments, revisions and interpretations; d. maintain an air of impartiality and refrain from voting at General PTO Meetings (except by ballot); and e. perform such other duties as may be delegated to him/her.

Section 8: The Teacher Representative shall:

- a. represent the interests of the faculty in a non-voting capacity; and
- b. perform such other duties as may be delegated to him/her.

Section 9: General Expectations of Officers. All officers shall:

- a. perform the duties prescribed in these by-laws and by the parliamentary authority adopted by this PTO;
- b. keep a binder in which they save all information related to the performance of their duties for delivery to their successor; and
- c. deliver to their successors all official material, including the binder, not later than ten days following the end of their term of office.

**ARTICLE VII
BUDGET, EXPENDITURES & AUDIT**

Section 1: Budget. The proposed school year budget will be drawn up in the spring prior to the end of the school year by the Executive Board and the Treasurer and shall be presented to the general membership for ratification at the last General PTO Meeting prior to summer break.

Section 2: Check Signing. Check signing privileges shall be limited as follows: the signatures of the current term President, the Vice President of Membership, and the Treasurer shall be kept on file at the bank as authorized signatories. With respect to the inaugural year 2014-2015, the signatures of the Co-Presidents and one Treasurer shall be kept on file at the bank as authorized signatories. Two signatures shall be required on all PTO checks.

Section 3: Petty Cash Disbursements. The President will have the authority to make purchasing decisions up to fifty dollars (\$50.00) for an item not included in the Budget up to one time per month without seeking approval of the Executive Board or the general membership. Such expenditures, along with supporting documentation or receipts, shall be reported to the Executive Board for informational purposes at the next Board meeting.

Section 4: Expenditures Outside of the Budget.

- a. New allocations of up to one thousand dollars (\$1000.00) can be approved by the Executive Board, but must be presented at the next General PTO Meeting for informational purposes.
- b. Expenses outside the approved budget that exceed one thousand dollars (\$1000.00) must be presented to, and approved by, a majority of the members attending a General PTO Meeting.

Adopted 6/3/14

- c. Allocations for approved expenditures may be exceeded by 10% without going back to the general membership for a second vote for approval. Differences in excess of 10% must be voted upon by the Executive Board, or by the general membership if such amount exceeds one thousand dollars (\$1,000).

Section 5: Reserved Funds. At fiscal year end the Executive Board shall reserve twenty five hundred dollars (\$2,500.00) as a minimum bank balance, plus additional expenses expected to be distributed in the first two months of the following school year.

Section 9: Annual Audit:

- a. An audit of the Treasurer's records and accounts shall be performed by an independent auditor or an auditing committee consisting of not less than 3 members. The auditor or the auditing committee shall be appointed by the Executive Board and shall not include any member of the Executive Board, the Executive Committee, or their immediate families, including in-laws.
- b. The auditor or auditing committee, satisfied that the monthly bank statement report is correct with supporting documentation including a budget reconciliation report, shall sign the statement as such. All reports should be dated no later than 15 days following the end of the current fiscal year and shall be stored in the PTO room before the Treasurer transition is completed.
- c. The Treasurer will ensure the annual taxes are prepared and filed by an independent tax provider to serve as an additional audit. The tax preparer shall not be any member of the Executive Board, the Executive Committee, or their immediate families, including in-laws.

**ARTICLE VIII
GENERAL MEETINGS**

Section 1. General PTO Meetings. Regular meetings of the full membership (“**General PTO Meetings**”) shall be held at least four (4) times during the school year.

- a. **Notice.** Dates and times of General PTO Meetings shall be determined by the Executive Board and announced at least seven days prior to the General PTO Meeting. Notice published in the Valley Ridge Academy Newsletter and on the VRA website shall constitute sufficient notice if such newsletter is distributed in sufficient time to satisfy the seven (7) day requirement. (hereinafter “**Notice**”).
- b. **Quorum.** At General PTO Meetings, ten (10) members in addition to Executive Board Members shall constitute a quorum.

Adopted 6/3/14

- c. **Voting.** Each member in good standing present at a General PTO Meeting shall have one vote. Voting by proxy will not be permitted in lieu of in person voting at a General PTO Meeting, as it is important that each voting member be present to hear and consider all sides of discussion and debate.
- d. **Schedule Changes.** The Executive Board has the authority to change or cancel a General PTO Meeting date and/or time as it deems necessary. If a meeting is rescheduled, seven days’ advance Notice must be given for the new meeting date and time. General PTO Meetings delayed by up to 20 minutes may proceed without the need to be rescheduled.
- e. **Minutes.** All minutes of General PTO Meetings shall be read or displayed for approval at the following General PTO Meeting. All minutes of any PTO

meetings, including Executive Board meetings, shall be made available upon request and on the PTO website.

Section 2: Special Meetings. Special Meetings of the PTO may be called by the President or by a majority of the Executive Board. Written Notice stating the purpose of the meeting shall be given no less than seven (7) days in advance of the Special Meeting. The only business that is permitted to be transacted at any Special Meeting is the specific business for which the meeting was called.

Section 3: Annual Meeting. The General PTO Meeting in April shall be known as the Annual Meeting, at which the Executive Board will be elected and the annual reports presented to the membership.

ARTICLE IX EXECUTIVE BOARD

Section 1: Composition of the Executive Board. The Executive Board shall consist of the officers of the organization, the Teacher Representative, the VRA Principal and the Principal's designee.

Section 2: Board Meetings. The Executive Board shall meet once a month at a predetermined time and place, or as determined by the Executive Board. The Executive Board is authorized to coordinate scheduling via email, and each Executive Board Member shall agree to accept email notification as Notice. At regular Board Meetings, proxy voting, teleconferencing, video conferencing and other forms of telecommunication shall not be permitted unless two-thirds of the attending officers approve an exception.

Section 3. Special Board Meetings. Special Board meetings may be called at any time by the President. Special Board Meetings may also be called at the written request of four Executive Board members or by the VRA principal. A quorum must be present in order to conduct business. Participation via conference call, video conferencing or other technology that allows each officer to participate simultaneously in the meeting shall constitute an officer's presence at a Special Board Meeting for purposes of satisfying the quorum requirement and for voting purposes.

Section 4. Quorum at Board Meetings. A majority of the members of the Executive Board shall constitute a quorum at Board Meetings and Special Board Meetings.

Adopted 6/3/14

Section 5: Duties of the Executive Board. The duties of the Executive Board shall be:

- a. to transact necessary business in the intervals between General PTO Meetings and such other business as may be referred to it by the Organization;
- b. to create standing committees and special committees, and to select their chairperson (and co-chairperson when necessary);
- c. to approve the plans of work of the standing committees and special committees;
- d. to present reports at the General PTO Meetings;
- e. to appoint an auditor or an auditing committee at least two weeks prior to the PTO

fiscal year end to audit the Treasurer's accounts;

f. to prepare, along with the Treasurer, a budget for the fiscal year. This budget shall be submitted to the general membership of the PTO for approval.

g. to approve routine bills within the limits of the budget;

h. to transact emergency business in the interval between executive board meetings;
and

i. to train incoming Executive Board members to insure a smooth transition, including the handing over of all records, documents, and materials pertaining to the office at the end of the term of office.

ARTICLE X EXECUTIVE COMMITTEE

Section 1: Composition. The executive committee shall consist of the Executive Board and standing committee chairpersons (the "Executive Committee").

Section 2: Meetings. Meetings of the Executive Committee shall be held as needed.

Section 3: Retention of Records. Records of the Executive Committee members will be kept on file for three consecutive years in the PTO office. The exception shall be the records, documents and materials of the President, which will become a permanent history of this Organization.

ARTICLE XI STANDING AND SPECIAL COMMITTEES

Section 1: Standing Committees. The Executive Board may create such standing committees as it may deem necessary to promote the objectives and carry on the work of the organization. The chairpersons shall serve until the last day of the school year.

Adopted 6/3/14

Section 2: Plan of Work. The chairperson 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: Special Committees. The power to form special committees and appoint their chairperson rests with the Executive Board.

Section 4: President as Committee Member. The President shall be a member ex-officio of all committees except the nominating committee.

ARTICLE XII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

ARTICLE XIII AMENDMENTS

Section 1. Amendments. These by-laws may be amended at any General PTO Meeting by a two-thirds (2/3) vote of the members present and voting, provided that the proposed amendments have been submitted in writing at the previous regular meeting and published on the PTO website, and in the VRA Newsletter prior to the meeting at which the amendments are to be adopted.

Section 2. Triennial Review. A committee shall be appointed by the Executive Board at least once every three (3) years to review these by-laws and the VRA PTO Standing Rules. The committee may develop and submit a revised set of by-laws as a substitute for the existing by-laws. The entire text of the existing by-laws and the revised set of by-laws, with proposed changes clearly identified, shall be distributed at a General PTO Meeting and posted on the PTO website for review by the membership at least one month prior to the vote to adopt the revised set of by-laws. The adoption of the revised set of by-laws shall require a two-thirds (2/3) vote of the members present and voting at any General PTO Meeting.