

**Webster Groves School District
Hixson Parent Teacher Organization (PTO)
Bylaws**

ARTICLE I – Name of Organization

The name of this organization shall be the Hixson Middle School Parent Teacher Organization (PTO).

The principal office of the organization in the State of Missouri shall be located at 630 South Elm Avenue, Webster Groves, Missouri 63119. The organization may have other offices, within the State of Missouri, as the Board of Officers designate.

ARTICLE II – Purpose

The purpose of the Hixson Parent Teacher Organization (PTO) shall be:

Section 1. To provide a venue in which staff and parents/guardians are welcome and encouraged to collaborate for the purpose of supporting the educational, developmental, and recreational needs of all Hixson Middle School students.

Section 2. To facilitate communication between parents/guardians and staff.

Section 3. To organize and fund a wide variety of activities and programs in which all Hixson Middle School students are invited to participate.

Section 4. To support and/or fund special needs requested by Hixson Middle School staff as deemed appropriate by the Executive Committee.

Section 5. To affirm the dignity and worth of every person regardless of race, color, religion, sex, national origin, ancestry, ability, age, sexual orientation, gender identity and expression, socioeconomic status, or any other individual characteristic.

ARTICLE III – Policies

The following are basic policies of this organization:

Section 1. The organization shall be noncommercial, nonsectarian, and nonpartisan.

Section 2. 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 with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the organization.

Section 3. Persons representing this organization in any matter shall make no commitments that bind the organization without prior authorization of the organization.

Section 4. The organization may cooperate with other organizations and agencies concerned with child welfare.

Section 5. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to, its members, officers, trustees, officers or other private persons 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 II hereof.

Section 6. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by an organization to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code.

Section 7. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to the Webster Groves School District or to one or more nonprofit funds, foundations, or organizations which have established their tax exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV — Membership

Section 1. Membership. The membership of this organization shall be open to all parents or legal guardians of current Hixson Middle School students. The current school principal (or their designated proxy) as well as all current Hixson teachers shall be considered non-voting members.

Section 2. Annual Dues. There shall be no annual dues assessed by this organization.

Section 3. Powers and Privileges of Members. Privileges of membership shall include voting at general PTO meetings and elections, holding office, serving on committees, and amending, altering or repealing these bylaws as provided in **Article XIII** hereof. Voting privileges shall be limited to one vote per active member with no provision for proxy or absentee voting. Only members of the organization shall be eligible to participate in the business meetings or to serve in any of its elected or appointed positions.

ARTICLE V — Membership Meetings

Section 1. Meetings. PTO general member meetings shall be held at least bi-monthly during the school year and be open to any interested Hixson Middle School parent, guardian, or school staff member.

The May meeting is designated as the annual Election Meeting for the purpose of election of officers and approving the budget. The meeting will be chaired by the Presidents.

All meeting dates, times, and locations shall be communicated to members no less than one week prior to the meeting.

Minutes of all meetings shall be published on the Hixson website and in the PTO newsletter.

Section 2. Quorums. A minimum of three elected officers present at a properly called membership or special meeting shall be designated as a quorum. Those persons present at a properly called membership or special meeting shall be entitled to take action on behalf of the organization.

Section 3. Notice of Membership Meetings. Written notice stating the place, date and hour of any meeting shall be delivered not less than three days before the date of the meeting to the general membership via email or other means.

Section 4. Parliamentary Procedure. Meetings shall be governed by Robert's Rules of Order Revised in all cases in which they are applicable and in which they are not inconsistent with these bylaws.

Section 5. Voting. A majority vote of the members present at any meeting shall be required for all action to be taken by the organization.

Section 6. Books and Records Examination by Membership. The organization shall keep correct and complete books and records of account, as well as minutes of the proceedings of the membership and Board of Officers. The members shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose, the organization's books, minutes and records of account.

ARTICLE VI — Executive Committee

Section 1. General Powers and Duties. The business and affairs of the organization shall be managed by an Executive Committee, which is empowered to act on behalf of the PTO between regularly scheduled member meetings. Specific duties include:

- (a) Transact necessary business in the intervals between member meetings and any such other business as may be referred to it by the organization;
- (b) Create standing committees as may be required to promote the goals, policies and interests of the PTO. Committee chairs shall be appointed by the PTO Co-Presidents, and the purpose and goals of any standing committee shall be set and approved by the Executive Committee.
- (c) Present a report at the regular meetings of the organization;
- (d) Prepare a budget and submit it for approval by vote of the general membership at the May business meeting. Copies of the proposed budget shall be distributed to the general membership prior to the May meeting;
- (e) Approve routine bills within the limits of the budget. Any expenditures in excess of those outlined in the budget must be approved by a simple majority vote of the general membership

present and voting at a regularly scheduled meeting of the membership, provided that notice of the types of expenditures to be approved must be included in an agenda circulated to the membership at least three days prior to the meeting;

(f) Additional powers and duties of the Board of officers shall include and not be limited to the following:

1. To conduct, manage and control the affairs and business of the organization;
2. To designate the registered agent of the organization and such officers not required to be elected by members hereunder;
3. To designate those individuals authorized to sign checks and draw funds in the name of the organization;
4. To approve legally binding instruments entered into in the name of the organization;
5. To appoint such special ad hoc committees as from time to time may be deemed useful for the proper functioning of the Board of Officers, or the attainment of the purposes of the organization;

Section 2. Number, Term and Qualifications. The number of officers shall be no less than six (6) and no more than twelve (12), as outlined in Article VII. The Executive Committee shall consist of the PTO Board Officers and the current school principal (or designated proxy), who is considered a non-voting member of the organization. The number of officers may be changed by an amendment to these bylaws. The Board of Officers shall consist of the officers of the organization. All officers of the organization shall hold office until their successors are elected or appointed.

Section 3. Meetings. Meetings of the Executive Committee may be called by or at the request of the co-Presidents or any three officers. No later than August 1st, the Executive Committee will determine meeting dates for the coming school year. The Executive Committee will meet at least once before the school year begins.

Section 4. Notice of Meetings. Written notice stating the place, date and hour of any meeting shall be delivered not less than three days before the date of the meeting to each officer by email.

Section 5. Quorum. One-third of the then-serving Board of Officers shall constitute a quorum for the transaction of business. Members of the Executive Committee may participate in and act at any such meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance at the meeting.

Section 6. Manner of Acting. The act of a majority of the officers present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a different number is required by statute, the Articles of Incorporation or these bylaws. Any action that may be taken by a meeting of the Executive Committee may be taken without a meeting if a

written record of any such action is signed by all members of the Executive Committee. Such actions may include votes by email provided that the vote of all members of the Executive Committee is recorded.

Section 7. Resignations. Any officer may resign at any time by giving written notice to the Board of Officers, the President or the Secretary of the organization.

Section 8. Removal. Any officer may be removed from their position as an officer by a vote of the members of the organization, with cause, at a meeting of the membership called expressly for that purpose.

Section 9. Vacancies. A vacancy occurring in an office, except that of President, shall be filled for the unexpired term by a majority vote of the Executive Committee, due notice of such meeting having been given. A vacancy in the office of President shall automatically be filled by one of the Vice Presidents.

Section 10. Compensation. The officers shall receive no compensation or expenses from the organization for their services in acting as officers of the organization.

ARTICLE VII – Officers and Elections

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

Section 2. Offices and Terms.

(a) The Executive Committee officers of this organization shall be a co-President 1, co-President 2, co-Vice President 1, co-Vice President 2, co-Secretary 1, co-Secretary 2, co-Treasurer 1, co-Treasurer 2, co-Communications 1, co-Communications 2, Equity Officer and Fundraising Officer. These officers shall be elected no later than May 15th. The election shall be by ballot; however, if there is but one nominee for any office, the election may be by a show of hands. A transition meeting between the outgoing and incoming Board will be scheduled at this time and shall convene prior to June 30.

(b) In the event that the Executive Committee has less than eleven (11) officers, the following offices shall be filled first: President, Vice President, Secretary, Treasurer, Communications, Equity, Fundraising Officer.

(c) Officers shall assume their official duties on June 1 and shall serve for a term of one year until their successor takes office. No person shall serve more than two (2) full terms in the same office unless authorized by a vote of the general membership.

Section 3. Nominating Committee.

(a) A nominating committee composed of three organization members, one of whom shall also be a member of the Executive Committee, shall be designated by the Executive Committee and approved by a simple majority vote of the membership present and voting at a general meeting of the organization. The first person elected shall serve as temporary chairperson for the purpose of calling the first meeting of the nominating committee. The Committee shall then

elect its own chairperson who shall officiate at all other meetings and at the election of officers as herein provided.

(b) The nominating committee shall post written notification of elections to all members of the organization via the school and PTO's social media page(s). This notification shall include a call for nominees. The nominating committee shall recruit candidates from all grade levels and all elementary schools to ensure comprehensive representation on the executive committee. Any officer serving in office who wishes to serve a second term must notify the nominating committee to be placed on the slate of candidates. In the absence of at least one nominee for each office, the nominating committee shall secure nominees through individual contacts. Only those persons who have consented to serve if elected shall be nominated for, or elected to, such office and voting shall not be limited to the nominees. Any nominee may withdraw their candidacy in writing at any time prior to the May meeting.

(c) The nominating committee shall then prepare a slate consisting of all persons willing to stand for election. Candidates may be nominated for only one office. The nominating committee shall present the slate of candidates for office to the membership in writing prior to the May meeting. Additional nominations may be made by any member in good standing from the floor at a general meeting. Names will be accepted in nomination only with the consent of the nominee.

(d) Elections shall be by simple majority of the members present and voting at the May meeting. If no candidate for an office receives a majority vote, the two candidates with the largest vote totals become candidates for a run-off election. The run-off election will be held immediately following the regular election, with results to be tallied by the nominating committee prior to the close of the meeting.

(e) The new officers of the organization will be announced to the general membership via social media and email.

ARTICLE VIII – Duties of Officers

Section 1. President(s). The President(s) shall finalize meeting agendas and preside at all meetings of the organization and of the Board of Officers; shall perform such other duties as may be prescribed in these bylaws or assigned by the organization or by the Board of Officers; shall be a member ex-officio of all committees except the nominating committee; and shall coordinate the work of the Executive Committee. The Presidents shall refer to Roberts Rules of Order when running all business of the organization. The Presidents shall assign one officer of the organization to represent the organization at each regularly scheduled meeting of the Webster Groves School District Board of Education. The Presidents shall assign one or more officers to oversee and administer the teacher mini-grant application process.

Section 2. Vice President(s). The 2 Vice Presidents shall act as an aide to the Presidents and shall perform the duties of the Presidents in their absence. The two Vice Presidents shall oversee and coordinate the work of the standing committees of the organization in order that the purposes may be promoted. The Vice Presidents shall prepare committee reports for presentation at PTO Meetings.

Section 3. Secretary(ies). The 2 Secretaries shall keep a permanent and correct record of all meetings of the organization and of the Executive Committee and shall distribute copies to the officers at least one week before the next meeting; shall ensure that notifications of meetings and agendas are distributed to the membership at least three days prior to the meetings; shall conduct correspondence for the organization; shall keep on file the bylaws and standing rules, and a list of all standing and special committees; shall call for items for, create and disseminate a regular newsletter; and shall perform other duties as delegated.

Section 4. Communications Officer(s). The 2 Communications Officers shall be responsible for managing the PTO's social media accounts, including posting, reading comments and messages, and informing the Presidents of any relevant communication needed in response. The Communications officers shall monitor other related social media accounts (e.g. - accounts belonging or related to Hixson Middle School, Webster Groves School District, Webster Groves) for information that the PTO should help promote, be informed of, or clarify. The Communications Officers shall submit PTO posts to the co-Presidents for approval prior to posting.

Section 5. Equity Officer: The Equity Officer shall ensure that the organization creates a safe, nurturing, and supportive culture and environment where everyone feels valued; ensure that equity and justice will be consistently considered in PTO decision-making and expressed in word and actions; remove social, cultural and educational barriers that members of our school community may experience through learning, advocacy, and community partnership; confront issues of bias and social injustice in order to eliminate the inequitable practices and unsafe environments these issues create; conduct a yearly review to ensure that PTO funds are being distributed in an equitable fashion; serve as a liaison between the PTO and members; serve as a liaison between the Equity in Education Committee for the district; and shall assume specific responsibilities as designated by the Executive Committee.

Section 6. Fundraising Officer: The Fundraising Officer shall play a key role in leading fundraising efforts to support educational enrichment programs, extracurricular activities, and community engagement initiatives that improve the school experience of our students, families, teachers, and administration.

Section 7. Treasurer(s). The Treasurer(s) shall receive all monies of the organization; shall keep an accurate record of receipts and expenditures; and shall disburse funds, taking proper vouchers for such disbursements, within the guidelines of the approved budget. The Treasurer(s) shall file all required tax returns. The Treasurer(s) shall present a statement of account at every meeting of the organization and at other times when requested by the Executive Committee and shall make a summary report at the last meeting of the school year. The Treasurer(s) shall also file all annual corporate registration reports with the Secretary of State.

The Treasurers' account shall be examined annually by an auditor or an auditing committee who, satisfied that the Treasurers' annual report is correct, shall sign a statement of that fact at the end of the report. The auditor or auditing committee shall be appointed by the Executive Committee from the general membership. . The examination of the Treasurers' accounts shall be completed prior to the first fall meeting of the membership. The Treasurer(s) shall:

- (a) have charge and custody of and be responsible for all funds and securities of the organization;
- (b) receive and give receipts for moneys due and payable to the organization from any source whatsoever (including due from members), and deposit all such monies in the name of the organization in such banks, trust companies or other depositories as shall be selected in accordance with standard coverage limits of FDIC-insured banks
- (c) keep an itemized record of all receipts and expenditures;
- (d) file all appropriate income tax, excise tax, and information returns;
- (e) retain custody of all records of the organization's assets and liabilities and, within thirty days after the expiration of term of office, transfer custody of same to the successor, requesting receipt therefor; and
- (f) in general, perform all of the duties incidental to the office of Treasurers and such other duties as from time to time may be assigned to the Treasurers by the President or by the Executive Committee.

ARTICLE IX – Committees

Section 1. The Executive Committee shall create committees as needed. The Presidents shall appoint committee chairs with the guidance of the Executive Committee. The scope, purpose and duration of these committees shall be determined by the Executive Committee.

Section 2. Each committee chair will present that committee's plans to the Co-Vice Presidents for approval.

Section 3. In addition to the Standing Committees, special committees shall be created by the Executive Committee as may be required to promote the goals, policies and interests of the PTO.

Section 4. Special Committees may be formed at any meeting of this organization as specific needs arise.

Section 5. Committee expenses shall not exceed those designated in the approved budget without prior approval by the Executive Committee.

ARTICLE X – Fiscal Year

The fiscal year of the organization shall begin **June 1** and end **May 31**.

ARTICLE XI – Waiver of Notice

Whenever any notice is required under the provisions of these bylaws or of the Articles of Incorporation or of the General Not For Profit corporation Law of Missouri, a waiver in writing

signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed to satisfy any such notice requirements.

ARTICLE XII – PTO-Sponsored Activities

Section 1. The PTO may vote to sponsor non-PTO activities if:

- a) The purpose of the group or activity directly supports district goals and the PTO's purpose as stated in Article II.
- b) All participants currently attend Hixson Middle School.
- c) Group activities are considered "low risk," as defined by the Chief Financial Officer of the district.
- d) Group activities are open to any interested Hixson Middle School students and an effort is made to find enough leaders/chaperones to accommodate all interested students.
- e) Activities are offered at equitable and affordable costs for all Hixson students and/or the costs are covered by the PTO.
- f) All revenues and expenditures for the group run through the PTO's asset accounts.
- g) Group activities do not benefit private individuals and/or for-profit businesses.
- h) All aspects of the proposed activities follow tax and legal regulations surrounding 501(c)3 organizations.

Section 2. A PTO-sponsored activity does not equal a District or School-sponsored activity and neither the District nor School shall be liable for litigation involving the PTO.

Section 3. Sponsorship of an activity may be decided at any PTO meeting by a two-thirds majority vote of eligible voting members in attendance provided the criteria in Section 1 of this Article are met.

ARTICLE XIII – Dissolution

In the event of dissolution of the PTO, any funds remaining shall be donated to the Hixson Middle School.

ARTICLE XIV – Amendments

Section 1. These bylaws may be amended at any regular meeting of the organization by a two-thirds vote of the members present and voting, provided that notice of the proposed amendment shall have been published at least twenty-one (21) days prior to the meeting at which the amendment is voted upon, and that a quorum has been established.

Section 2. A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws only by a majority vote at a meeting of the organization, or by a two-thirds

vote of the Executive Committee. The requirements for adoption of a revised set of bylaws shall be the same as in the case of an amendment.

Section 3. The bylaws of this organization should be reviewed by the Secretaries on a biennial basis.

ARTICLE XV – Adoption

These bylaws shall become effective immediately upon their adoption by a vote of a two-thirds majority of the Board of Directors.

Adopted on [insert date]

Co-President

Co-President

ATTEST:

Co-Secretary

Co-Secretary

Adopted March 30, 1993

Amended March 4, 1997

Amended November 18, 2003

Amended April 27, 2023

Amended January 11, 2024

Amended November 7, 2024