

BYLAWS

HIDDEN VALLEY HIGH SCHOOL PARENT-TEACHER-STUDENT ORGANIZATION

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BYLAWS

HIDDEN VALLEY HIGH SCHOOL PARENT-TEACHER-STUDENT ORGANIZATION

ARTICLE I. NAME

The corporation shall be called the Hidden Valley High School Parent-Teacher-Student Organization (hereinafter referred to as the "Corporation", "organization" or "PTSO"), a charitable nonprofit organization incorporated in the Commonwealth of Virginia.

ARTICLE II. PURPOSES

Section 1. The purposes of the organization are:

- a. To promote an enriched educational environment by fostering a cooperative and beneficial relationship among Hidden Valley High School students, parents, faculty and staff.
- b. To encourage parents' involvement in their children's education.

Section 2. The Corporation is organized exclusively for the charitable or educational purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

ARTICLE III. POLICIES

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

Section 3. No part of the net earnings of the organization shall inure to the benefit of or be distributable to its members, officers, directors, trustees 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 Section 501(c)(3) purposes.

Section 4. 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 to attempting to influence legislation by propaganda or otherwise.

Section 5. Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law), or (b) by an organization, contributions to which are deductible under Section 179 (c) (2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Section 6. The fiscal year shall begin July 1 and end June 30.

ARTICLE IV. AUDITING PROCEDURES

Section 1. The auditor shall be a qualified individual to be selected by the Board of Directors prior to the end of the fiscal year to conduct an audit of the financial records of the organization.

Section 2. The treasurer shall submit the books to the auditor at the end of the fiscal year. The audit shall be completed within forty five days of the end of the fiscal year. The audit report shall be submitted in writing to the Board of Directors at their first meeting of the year and prior to finalization of the proposed budget for the coming fiscal year.

Section 3. Upon resignation of a treasurer during a term, the Board of Directors shall select an auditor within one week of the resignation. The audit shall be performed with fiscal year-end auditing procedures and shall be completed within three weeks of the resignation. This audit shall not be performed in lieu of the year-end audit.

Section 4. The newly elected treasurer shall not undertake any duties or responsibilities of that office until the audit is completed.

ARTICLE V. MEMBERSHIP

Section 1. All natural adult persons (21 years of age and older) and Hidden Valley High School students interested in promoting the purposes of the organization shall be eligible to join.

Section 2. Membership in this PTSO shall be made available without regard to race, color, creed or national origin, under such rules and regulations as prescribed in these bylaws.

Section 3. This PTSO shall conduct an annual enrollment of members but may admit persons to the membership at any time.

Section 4. Only members of this PTSO shall be eligible to vote in the business meetings of this organization or to serve in any of its elective positions.

- Section 5.** Each member of this PTSO shall pay annual dues to the organization as established by the Board of Directors. The amount of dues may be adjusted annually by the Board of Directors.
- Section 6.** Membership shall be granted according to the application process developed and maintained by the Board of Directors.
- Section 7.** All memberships received during the fiscal year shall expire three (3) months from the fiscal year-end.
- Section 8.** Memberships shall not be transferable.

ARTICLE VI. MEETINGS

- Section 1.** Semi-annual meetings of the organization shall be held:
- a. within 45 days of the 1st student day; and
 - b. within 60 days prior to fiscal year-end. This meeting shall serve as the Annual Meeting for the purpose of election of the Board of Directors for the following fiscal year.
- Section 2.** All other meetings of the members for the fiscal year shall be established by the Board of Directors.
- Section 3.** All meetings of the members shall be at Hidden Valley High School or at such other public place as determined by the Board of Directors.
- Section 4.** Notice of meetings shall be given to members in writing, either personally or by mail, no less than seven (7) nor more than sixty (60) days before the date of the meeting. Notice of any meeting to act on an amendment of the Articles of Incorporation or to act on dissolution of the Corporation shall be delivered, either personally or by mail, no less than twenty-five (25) nor more than sixty (60) days before the meeting. The notice shall state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment or dissolution and shall contain or be accompanied by a copy of any proposed amendment. Notice of the Annual Meeting shall contain the names of all nominees for the Board of Directors. Notice of any special meeting shall state the purpose for which the special meeting is being called. Written notice of all meetings may be given by placement in the school calendar or newsletter of the place, day and hour of the meeting.
- Section 5.** Special meetings of the organization may be called by the president or by a majority of the Board of Directors with seven (7) days notice having been given, unless the nature of the required meeting is such that this is not feasible.
- Section 6.** Fifteen (15) members shall constitute a quorum for the transaction of business in any meeting of the membership.

- Section 7.** All members shall have the right to vote. Each member is entitled to one vote. All matters shall be determined by the vote of a majority of the members present and voting on such matters, except as otherwise prescribed by law, the Articles of Incorporation, or these Bylaws, a two-thirds majority vote shall be required to approve an amendment to the Articles of Incorporation or dissolution of the Corporation, to approve an amendment to these bylaws, to approve an amendment to the budget, or to remove a Director.
- Section 8.** Voting by proxy shall not be permitted.
- Section 9.** Voting may be by voice vote; however, the president has the authority to ask for a vote by ballot.
- Section 10.** The president shall preside over all meetings of the members. If the president is not present, the 1st vice president shall preside. The secretary of the meetings shall be the secretary of the organization, or such person as may be designated by the presiding officer.

ARTICLE VII. BOARD OF DIRECTORS

- Section 1.** The Board of Directors shall consist of the officers of the organization, the chairmen of standing committees, the principal, a faculty representative, and a student representative from each class. The number of directors of the Corporation shall be no fewer than five (5) and no greater than sixty (60). The number of directors may be increased or decreased by the Board of Directors through amendment of the Articles of Incorporation and these bylaws.
- Section 2.** The Board of Directors shall be elected by the members at the Annual Meeting. Additional nominations may be made from the floor.
- Section 3.** To be eligible to serve as a director, the individual must be member of the organization.
- Section 4.** Each director shall hold office for a term of one year or until their successor is elected.
- Section 5.** A director may be removed by a two-thirds vote of the Directors whenever in their judgment the best interest of the organization would be served thereby.
- Section 6.** A director may resign at any time by giving written notice to the president or the secretary of the organization. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective.
- Section 7.** Vacancies occurring during the fiscal year shall be filled for the unexpired term by a person elected by a majority vote of the Board of Directors.

Section 8. The business and affairs of the organization shall be managed by its Board of Directors. The directors shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the organization, as they may deem proper, not inconsistent with these bylaws and the laws of the Commonwealth of Virginia.

Section 9. The duties of the Board of Directors shall include, but not be limited to:

- a. transacting business in the intervals between membership meetings and such other business as may be referred to it by the organization;
- b. creating standing and special committees;
- c. approving the plans of work of the standing committees;
- d. presenting committee reports when appropriate at the membership meetings of the organization;
- e. selecting an auditor to examine the treasurer's records;
- f. preparing and submitting a budget for the year to the membership for adoption;
- g. approving routine bills within the limits of the budget;
- h. defining long-range and short-range goals and performance objectives of the PTSO;
- i. assigning priorities to goals and objectives;
- j. overseeing the organization's fundraising activities and establishment of fundraising policies and guidelines;
- k. controlling and safeguarding the assets of the organization;
- l. reviewing and evaluating the organization's performance;
- m. approving the opening and closing of any accounts necessary to conduct the business of the organization.

Section 10. Regular meetings of the Board of Directors shall be held during the fiscal year, the schedule to be fixed by the Board at its first meeting of the year.

Section 11. Special meetings of the Board of Directors may be called by the president or by a majority of the Board of Directors, two (2) days' notice having been given.

Section 12. Each Director shall have one vote; except in the case of co-chairmen of standing committees, whereby the co-chairmen shall have one vote collectively. A majority of the Board of Directors shall constitute a quorum for the transaction of business. For the purpose of determining a quorum, each directorship shall count as one director. Voting by proxy shall not be permitted.

ARTICLE VIII. OFFICERS AND THEIR ELECTION

Section 1. The officers of the organization shall be a president, two (2) vice presidents, a treasurer, and a secretary, each of whom shall be elected at the Annual Meeting. Voting may be by voice vote. In the event of a close voice vote, voting by ballot may be required with the vote being counted and recorded in the minutes.

Section 2. Officers, except the treasurer, shall assume their official duties following the close of the Annual Meeting. The treasurer shall assume his or her official duties upon completion of the audit.

Section 3. Officers shall serve for a term of one (1) year or until their successors are elected. A person shall not be eligible to serve more than two (2) consecutive terms in the same office. A person who has served in an office for more than one-half of a full term shall be deemed to have served a full term in such office.

Section 4. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Board of Directors. In case a vacancy occurs in the office of president, the 1st vice president shall assume the office of president and the office of 1st vice president shall be filled. Notwithstanding this, if a vacancy in the office of president occurs more than one-half way through the term, then the 1st vice president shall complete the unexpired term and serve as president the following term.

Section 5. A nominating committee composed of five (5) members shall be nominated by the president and elected by the Board of Directors. The committee shall elect its own chairman.

Section 6. The nominating committee shall nominate an eligible person for each office to be filled and notify the membership of its nominees no less than 21 days prior to the Annual Meeting. At the Annual Meeting, additional nominations may be made from the floor.

Section 7. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

ARTICLE IX. DUTIES OF OFFICERS

- Section 1.** The president shall:
- a. preside over all meetings of the Board of Directors;
 - b. preside over all meetings of the membership;
 - c. perform such other duties as may be prescribed in these bylaws or assigned by the Board of Directors or the membership;
 - d. coordinate the work of the officers and committees of the organization in order that the purposes may be promoted;
 - e. insure that all orders and resolutions of the Board of Directors are carried into effect;
 - f. be a member ex officio of all committees except the nominating committee.
- Section 2.** The 1st vice president shall:
- a. hold the position of president elect;
 - b. act as aide to the president;
 - c. perform the duties and exercise the powers of the president in the absence or inability of that officer to act;
 - d. coordinate programs;
 - e. perform such other duties as the Board of Directors or the president may designate.
- Section 3.** The 2nd vice president shall:
- a. act as aide to the president;
 - b. perform the duties and exercise the powers of the president in the absence of the president and 1st vice president;
 - c. coordinate membership enrollment;
 - d. perform such other duties as the Board of Directors or the president may designate.
- Section 4.** The secretary shall:
- a. record the minutes of all meetings of the Board of Directors;
 - b. record the minutes of all meetings of the membership;
 - c. maintain a permanent record of all minutes;
 - d. have a permanent record of a membership list;
 - e. have a current copy of the bylaws;
 - f. attend to the correspondence required for the administration of the organization as requested by the president, the Board of Directors or the membership.

- Section 5.** The treasurer shall:
- a. have custody of all funds of the organization;
 - b. keep a full and accurate account of receipts and expenditures;
 - c. make disbursements as authorized by the president, Board of Directors or the organization in accordance with the budget adopted by the organization;
 - d. have checks or vouchers signed by two (2) officers, one being either the treasurer or the president.
 - e. present a financial statement at every meeting of the Board of Directors, at every meeting of the membership, and at other times as requested by the Board of Directors;
 - f. prepare and present an annual report to be presented at the Annual Meeting;
 - g. have the accounts examined according to the auditing procedures outlined in Article IV;
 - h. prepare a proposed budget for the upcoming fiscal year to be voted on at the first membership meeting of the year;
 - i. have the authority to open and close accounts with prior approval from the Board of Directors.

Section 6. All officers shall perform the duties as outlined in these bylaws and those assigned by the Board of Directors or the organization. Upon the expiration of the term of office or in the case of resignation, each officer shall turn over to the president, without delay, all records, books, and other materials pertaining to the office.

ARTICLE X. COMMITTEES

- Section 1.** Only members of this organization shall be eligible to serve in any of its elective positions.
- Section 2.** The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the PTSO. The term of each chairman shall be one year or until the selection of a successor.
- Section 3.** The chairman of each standing committee shall present a plan of work to the Board of Directors for approval.
- Section 4.** The Board of Directors may create special committees as it may deem necessary to promote the purposes and carry on the work of the PTSO. Once the work of the special committee is complete, the committee is dissolved.

ARTICLE XI. PARLIAMENTARY AUTHORITY

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

ARTICLE XII. AMENDMENTS

- Section 1.** A committee may be elected by the Board of Directors to submit a revised set of bylaws as a substitute for existing bylaws or to submit an amendment to the current bylaws.
- Section 2.** Bylaws shall be revised or amended at a meeting of the members provided notice and a copy of the proposed revision or amendments are provided to the membership at least thirty (30) days prior to the meeting at which the revision or the amendments are to be voted upon.
- Section 3.** Revisions or amendments to these bylaws may be made by a two-thirds vote of the members present at a meeting of the membership.
- Section 4.** The bylaws of the organization shall be reviewed every five (5) years by a committee elected by the Board of Directors.

ARTICLE XIII. INSURANCE

The Corporation shall have the authority to purchase and maintain insurance to protect the Corporation, the Board of Directors, and the officers, employees and agents of the Corporation from liability consistent with these bylaws and such other insurance as the Board of Directors deems reasonably necessary to protect the organization.

ARTICLE XIV. INDEMNIFICATION

- Section 1.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 2. The termination of any action, suit or proceeding by judgment, order, or settlement shall not create a presumption that the person did not meet that standard of conduct. The termination of any action, suit or proceeding by conviction, or upon a plea of nolo contendere or its equivalent, or an entry of an order of probation prior to judgment shall create a presumption that the person did not meet that standard of conduct. Any indemnification under this section (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent has met the applicable standard of conduct set forth in this paragraph. Such determination shall be made:

1. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding; or
2. By independent legal counsel in a written opinion if a quorum of Directors who were not parties to the action, suit, or proceeding is not obtainable, or, even if such a quorum is obtainable, a majority vote so directs.
3. The Corporation shall indemnify a Director or Officer who entirely prevails in the defense of any proceeding to which he or she was a party because he or she is or was a Director or Officer of the Corporation against reasonable expenses incurred by him or her in connection with the proceeding.

ARTICLE XV. DISSOLUTION

Upon dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purpose of the organization in such a manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.