

BYLAWS OF VETERANS MEMORIAL ELEMENTARY PTO, INC.

ARTICLE I. NAME

The name of this organization is "Veterans Memorial Elementary PTO, Inc." The accepted abbreviation of the name is "VME PTO."

ARTICLE II. PURPOSE / MISSION

VME PTO is a volunteer, certified nonprofit 501C3 parent/teacher organization. The purpose of VME PTO is to enhance and support the educational experience at Veterans Memorial Elementary School, to develop a closer connection between school and home by encouraging parent involvement, to improve the environment at Veterans Memorial Elementary School through volunteer and financial support that benefits the most students possible.

ARTICLE III. MEMBERSHIP

- a. **QUALIFICATION** - Individual general membership and enrollment shall be open to parents/guardians of children attending VME, and VME teachers, staff, and administrators.
- b. **ENROLLMENT** - Individuals may enroll as members at any time by providing a valid email address and contact phone number to be included in the PTO Database. Membership is valid while member's employment is in good standing with VME and CCPS (Collier County Public Schools) and/or while a parent/guardian has a child attending the school.
- c. **ANNUAL DUES** - VME PTO may set an annual membership fee. If a membership fee is set, membership dues must be paid in full to be eligible to vote, to serve in any elected or appointed position, and to serve as a committee chair or member. As of May 2017, our Board has opted to not set an annual membership fee, therefore there is no cost for anyone to become an active member of VME PTO.
- d. **CONFLICT OF INTEREST** - Any VME PTO member who has any proprietary or ownership interest in any entity that does business with or contracts with the PTO must disclose such interest in writing to the Board of the VME PTO ("Board") and shall be precluded from voting on any matter related to such entity. Moreover, members with a conflict of interest may not influence or attempt to influence any decision, opinion, or vote.
- e. Members may not accept gifts in connection with any work of VME PTO; and may not directly or indirectly receive any monetary benefit in exchange for any decision, opinion, or vote. Additionally, volunteers may not receive anything in exchange (e.g. products, compensation, waiver of fees, etc.) for being a committee chair, assistant chair, or committee member.
- f. **REVOCATION OF MEMBERSHIP** - Membership privileges may be revoked from those who violate VME PTO bylaws or policies, school or district policies, local, state, or federal laws applicable to the operations of VME PTO.

ARTICLE IV. THE BOARD

- a. **OFFICERS** - The Board shall ideally be comprised of four (4) elected office positions and at least one (1) VME staff member serving as liaison between the Board and teachers/staff at the school. This position shall be known as "Staff Liaison". Elected officers are President, Vice President, Secretary and Treasurer. Positions may be shared effectively to have Co-Presidents, Co-Vice Presidents, Co-Treasurers and Co-Secretaries etc. if members vote on this format and it's approved by majority any given school year. The Board may operate with a minimum of three (3) officers provided there is at least a President and Vice President. If the Secretary or Treasurer positions cannot be filled, the President and Vice President will share that role as necessary to ensure the proper keeping of records pertaining to the PTO. The position of Staff Liaison may be appointed or elected as needed if more than one staff member expresses interest to hold the position. The PTO may operate without a Staff Liaison, however this situation is discouraged so that an open line of communication shall be maintained between the PTO and the teachers and staff of VME.

The PTO will cease all operations if there are less than three (3) officers at any given time and no eligible and willing replacement appointees can be found. If operations are ceased for a maximum of sixty (60) days, VME PTO shall begin proceedings to dissolve the PTO as indicated in Article X.

The Principal and Vice Principal of Veterans Memorial Elementary shall at no time be considered members of the VME PTO Board. They may be part of the general membership as stated in Article III. There is no restriction for other teachers and staff of VME to serve on the Board.

- b. **QUALIFICATIONS** - Officers must be current members of the VME PTO for at least four (4) months. The President must be an active member of the PTO in good standing having served on multiple committees or having been chairperson of one or more key PTO sponsored events on or off campus within the prior year of her/his nomination for office. Officers may serve more than two consecutive terms (see terms of office below) in the same office providing they are in good standing, performing their duties, and are properly nominated and elected in the event another eligible individual wishes to serve in that position.
- c. **DUTIES** - The Board shall conduct the business of VME PTO in accordance with the Bylaws and policies of the VME PTO. It shall form standing and special committees, present a report to the general membership at each general membership meeting, approve payment of routine bills, and approve all committee plans and budget expenditures in accordance with the Bylaws.

The Board must submit a yearly financial report to the membership. Such report shall be based upon the Treasurer's statement of all receipts and expenditures made to the Board as outlined herein.

The Board shall review the Bylaws at least once every three (3) years to ensure that the Bylaws are current and relevant.

Each exiting board member shall provide the new board member all materials relating to that office and orient the new board member as to the duties of the office, prior to the start of the new term.

- i. **PRESIDENT** - The President shall preside at all meetings of the general membership and of the Board, set the annual calendar with the Principal of VME, shall coordinate the work of the other officers, and assist committee chairs as a member of all committees. The President shall ensure that all necessary annual filings are completed with the State of Florida and the Federal Government as needed to maintain our 501C3 status and remain as an active business agent within the State of Florida. The President is also an authorized signing agent on the VME PTO checking account.

- ii. VICE PRESIDENT - The Vice President, in the absence of the President, shall perform the duties of President. The Vice President shall perform other duties as assigned by the President. Vice President shall oversee all committees (including but not limited to the Fall/Spring Fundraising Committee).
 - iii. SECRETARY - The Secretary shall record, maintain, and report minutes of all board and general membership meetings and shall maintain those records along with all other appropriate corporate records on the PTO Google Drive. This shall also include retaining all pertinent email records. The Secretary shall be responsible for maintaining communications, updates, and notifications to the VME community—to include website updates, social media accounts, and any print or online email notifications as decided in consultation with the President or Vice President in the President's absence or request. The Secretary shall also maintain our parent database within a Board approved electronic system.
 - iv. TREASURER - The Treasurer shall receive and maintain all corporate funds, shall keep a full and accurate account of receipts and expenditures, make disbursements as authorized by the President, Board or membership, make and provide financial reports at Board and general membership meetings as requested, assist the Board in preparing and proposing an annual budget, shall prepare and present an annual report at the first general membership meeting for the school year of the prior year's total income and expenditures, provide the Secretary with a copy of the annual report and approved annual budget to be kept with all corporate records, assist the President and Vice President in filing the annual tax return and assist the appointed agent with the annual independent audit.
- d. REMOVAL FROM OFFICE - Any Officer not performing his/her duties to the satisfaction of the Board with substantiated documented proof may be removed from office by a two-thirds majority vote of the members present at a general membership meeting. Removal from office should not be taken lightly and must involve gross negligence such as failure to conduct one's self in an appropriate professional manner in word or action, or failure to participate in their position within the PTO.
 - e. LIMITS OF LIABILITY - Members of the Board shall not be personally liable for the debts, liabilities, or obligation of the VME PTO. Board members shall be indemnified by VME PTO the extent fully permissible under the laws of the State of Florida.
 - f. INSURANCE – VME PTO shall be required always to carry liability insurance through an approved organization.

Except as may be otherwise provided under provisions of law, the members of the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

ARTICLE V. COMMITTEES

- a. CREATION AND ELIMINATION - The Board may create standing and special committees as it deems appropriate. The Board shall appoint a chairperson to serve each committee for one (1) year, beginning July 1st and ending June 30th. The Board may replace an appointed chairperson at any time, by majority decision of the Board. A standing or special committee may be eliminated from the committee list by majority decision of the Board. The Board must publish an updated list of committees, appointed committee chairs, and a calendar of event dates at the start of each new school year.

- b. **CAMPUS CARETAKERS** – Campus Caretakers at VME is an educational and campus beautification entity and shall remain a permanent sub-set of VME PTO. It shall be a self-sustaining entity.
 - 1. Campus Caretakers shall work cooperatively with the school Principal, VME Facilities Manager and PTO Board seeking input and keep all apprised of educational programs and landscaping plans.
 - 2. Campus Caretakers shall have its own budget within VME PTO until such time that Campus Caretakers is disbanded. Should disbanding of this committee occur, all funds from the Campus Caretakers budget shall remain property of VME PTO for the benefit of the overall student population at VME.
 - 3. Campus Caretakers shall not require PTO Board approval to generate their own income or spend money within their budget.
 - 4. Campus Caretakers fundraising should not conflict with any General PTO fundraising efforts. If Campus Caretakers does not generate any income on their own by receiving grants or donations from outside entities or fundraising efforts, this committee may submit a request for PTO General Funds which will be considered when establishing the annual budget or as needed through the school year.
 - 5. Campus Caretakers shall be required to provide proof of income and expenses to the PTO Treasurer in accordance with sections f & g in Article V.
 - 6. Campus Caretakers shall set aside \$500 annually from their budget for the ongoing maintenance and care of the outdoor learning space and planting materials.
- c. **COMMITTEE / EVENT CHAIRS** - VME PTO members in good standing can qualify for appointment to chair or co-chair a committee or event.

All committee/event chairpersons shall maintain a log of their committee activities and notes during their term. Each exiting chairperson shall provide the new chairperson or the Board all materials relating to that position and orient the new chairperson as to the duties of the position.

- d. **COMMITTEE BUSINESS** - The PTO President, Vice President, Secretary, Treasurer, Principal, and Staff Liaison may serve on any or all committees. All committee plans, and budget expenditures must be pre-approved by the board at least 30 days prior to the event. Committees shall adhere to the approved annual budget and shall be provided with that information at the start of the school year.
- e. Any correspondence from the PTO to parents or the community must be approved by the VME PTO President in coordination with the Principal and Administrative Secretary of VME. All events, fundraisers, incentives and items for sale must be approved by the PTO Board and VME Principal.
- f. All monies collected from VME PTO fundraisers, sales, or events must be kept secure and must be delivered to the VME PTO Treasurer securely, in person within 7 days of receipt, along with completed forms. All cash and checks must be counted by two (2) VME PTO members/board officers when money is collected on the day of an event. Never leave cash, checks or change unattended. For added security on campus when needed, money may be left with the VME Administrative Secretary locked in his/her office within a VME PTO lockbox.
- g. All checks from fundraising efforts must be delivered to the Treasurer in-person, by leaving in the approved folder in the PTO mailbox located in the VME mailroom, or by mailing to VME PTO 15960 Veterans Memorial Blvd. Naples, FL 34110. All invoices should be uploaded to the VME PTO Google Drive and emailed to the Treasurer for payment. Original receipts for purchases must be uploaded to the VME PTO Google Drive.

ARTICLE VI. ELECTIONS FOR BOARD OFFICERS

- a. **NOMINATING COMMITTEE** - The nominating committee shall consist of three (3) members of the VME PTO. Members of the nominating committee will be elected at the February general membership meeting. The

nominating committee shall accept all nominations of qualified candidates for any elected office at the April general membership meeting and publish the nominations in the April VME PTO meeting minutes. Only a nominee who has consented to serve can be nominated.

- i. NOMINEE - Nominee must be a member of the PTO in good standing for a minimum of four (4) months and have participated in a minimum of two (2) PTO sponsored events within the school year.
 - ii. DENIAL OF NOMINEE - The VME PTO Board can deny a nominee by a majority vote if the nominee has not met the minimum participation time or has not demonstrated our core values toward the school or any parent / teacher / staff member (respect, responsibility, integrity, confidentiality) through their actions or written / spoken words.
- b. ELECTIONS - Elections shall be held at the May general membership meeting to take place by the end of the 2nd week in that month. Ballots cast by those members present at that meeting shall be written, unsigned ballots. If there is only one candidate for each office, a voice vote may be held. Elections will be decided by a majority vote and absentee ballots are not accepted.
 - c. TERMS OF OFFICE - The term of office for the President, Vice President, Secretary, and Treasurer shall be one (1) year. The term of office for the Staff Liaison shall be one (1) year.

The term of office for a Committee / Event Chair is one (1) year elected or appointed by the executive board.

Each elected officer shall assume her/his duties on July 1st of the year they are elected / appointed and serve until their term ends on June 30th the year of term expiration.

- d. VACANCIES - Vacancies to the VME PTO board are to be filled by appointments made by the current VME PTO executive board. Appointments made shall go until the position would have been originally scheduled to expire.

ARTICLE VII. MEETINGS

- a. GENERAL MEMBERSHIP MEETINGS - There shall be at least three (3) general membership meetings each school year. Dates of the meetings shall be determined by the President and Principal and announced at the beginning of the school year. If a scheduled meeting date must be changed, a notice of the change will be communicated via social media and email as soon as possible.
- b. BOARD MEETINGS - The Board will meet as needed during the school year but will remain in regular communication with each other through email and phone with exception of the annual budget planning meeting. The annual budget planning meeting shall only take place in person in May or June after the annual elections have taken place. The incoming Board members and out-going Board members shall all attend the annual budget meeting.
- c. SPECIAL MEETINGS - Special meetings of the general membership or Board may be called by the President or the majority of the Board, so long as the appropriate three (3) day notice has been given.
- d. VOTING - At a general or special meeting, a motion shall be passed by a majority vote of those members present. Absentee ballots shall not be allowed. Only members of the VME PTO may vote at special and general membership meetings. Only one vote per household.

- e. ELECTRONIC VOTING - The General Membership may vote on action items electronically. The collection of those votes shall be maintained by the Secretary.

ARTICLE VIII. FINANCIAL AND CORPORATE AFFAIRS

- a. FISCAL YEAR - The fiscal year of the corporation shall run from July 1 through June 30.
- b. ADDRESS - The business address to be printed on all checks, vendor invoices, VME PTO official correspondence, and tax forms shall be:

VME PTO, 15960 Veterans Memorial Blvd. Naples, FL 34110

- c. SIGNATORIES - The Treasurer shall be authorized to write and sign checks.
- d. BANKING - All funds shall be kept in a checking account in the name of VME PTO, requiring Board approval for expenditures over \$1,000 and held at a local financial institution approved by the Board.
- e. BUDGET - The annual budget planning meeting shall only take place in person in May or June after the annual elections have taken place. The incoming Board members and out-going Board members shall all attend the annual budget meeting. The Treasurer will prepare an annual budget which must be approved by a majority at the August meeting of the Board, announced and submitted for a member vote at the first general membership meeting for the school year.
- f. ENDING BALANCE – The organization shall leave a minimum of \$8,000 in the treasury at the end of each fiscal year to allow for coverage of necessary expenses at the start of each new school year for the incoming Board to conduct business operations prior to hosting a fall fundraiser.
- g. EXPENSE APPROVAL - All VME PTO expenditures are discussed at the general meetings and shall fall within the approved budget for the year.
- h. EXPENSE PAYMENT - At no time will PTO funds be provided to any VME teacher, staff member, administration, committee / event chairperson or vendor without cause. All expenditures must be paid based on qualified invoice, receipt, or grant request.
- i. GIFTS – Monetary gift (including gift cards) to teachers / staff must be kept to \$25 or less for the school year (unless donated) in accordance with Collier County School District and Union regulations.
- j. The PTO will strive to use its 501C3 tax exempt status to the fullest. It is strongly advised that all purchases be paid with PTO check or PTO debit/credit card and proof of our tax-exempt designation letter from the IRS. The PTO President, Vice President, or Treasurer reserves the right to designate a committee or event chair to make purchases with the PTO debit/credit card on behalf of PTO.
- k. CONTRACTS – Authority to sign contracts is limited to Board members as authorized by the President or Vice President. All contracts must be approved by the Principal prior to signing by the Board.

- l. ACCOUNTING - The Treasurer shall provide a financial report at each Board and general membership meeting. The Treasurer must receive, secure, record, and deposit all funds into the corporate account in a timely manner. The Treasurer shall issue Board approved payments of invoices and requests for reimbursement in accordance with the member approved annual budget.

The Treasurer will maintain a record of budgeted and actual income and expenses by committee and budget category within some form of electronic record keeping system. The Treasurer will request an annual report from any committee earning and spending from fundraising partners. At the close of the fiscal year, the Treasurer shall provide the Board with an annual report on the budget that includes all income and expenses by committees.

The Treasurer will retain and keep secure all financial records (electronic), including but not limited to receipts, invoices, financial forms, financial reports and bank statements during the term of office. The Treasurer will make all records available to the Board upon request and surrender all records to the Board at the end of the term.

- m. AUDIT - The Treasurer shall request volunteers to form an annual audit committee and will make all financial records available to the committee. The committee must be comprised of three (3) people: Treasurer, President or Vice President and the audit clerk. The audit must be conducted annually, and final paperwork submitted to the VME Administrative Secretary by the start of the new school year. It is not necessary for the audit clerk to be a CPA or in the accounting field, however the individual must not currently serve on the PTO Board.
- n. TAX FILING - The Treasurer and President shall prepare and file the applicable IRS 990-EZ by November 15 of each year, in accordance with IRS deadlines. If November 15 falls on a weekend or federal holiday, the return must be filed on the following business day. The Treasurer shall report to the Board and the general membership when the tax returns have been filed with the IRS and again in January when they have been accepted by the IRS.
- o. CORPORATE RECORDS - All corporate records including Articles of Incorporation, Bylaws, all Form 990s OR 990ez, meeting minutes, and any other historical information will be housed digitally on a VME PTO drive. No VME PTO officer or member will be permitted to remove records, though copies of any public records may be provided on written request.

ARTICLE IX. AMENDING BYLAWS

- a. NOTICE - Any proposal to amend the Bylaws shall be made in writing. Said writing shall be made available to the Board. If two (2) or more members of the Board approve the proposed amendment(s) for a vote by the general membership, the proposed amendment(s) shall be presented to the general membership at least three (3) days prior to the general membership meeting at which the proposal shall be voted on. Bylaws may be amended by electronic vote.
- b. VOTING - Proposed Bylaws and/or proposed amendments to the Bylaws submitted to the general membership as described above shall be adopted upon a two-thirds vote of the members in attendance at a general membership meeting or by electronic vote.

ARTICLE X. DISSOLUTION

- a. VOTING - The VME PTO shall be dissolved upon a three-quarters vote of the members present at a general membership meeting provided that at least thirty (30) days written notice of said vote shall have been given to all members.
- b. ASSETS - Upon dissolution, assets of VME PTO shall inure and be transferred to a qualified, nonprofit successor organization of VME PTO, or, if none exists, to the current school administration for the benefit of the students of Veterans Memorial Elementary School.

Bylaws approved by unanimous vote at general meeting on April 2nd, 2025

Signed electronically, VME PTO Treasurer – Kelly McCann