

Magnolia Middle School PTO Bylaws

Article 1. Name

The name of this organization is the Magnolia Middle School PTO, Inc. hereafter referred to as the MAMSPTO.

Article 2. Offices

The MAMSPTO conducts business activities at Magnolia Middle School, located at 299 Fort Hoyle Road, Joppatowne, MD 21085. Mail is also received by the MAMSPTO at Magnolia Middle School. The Executive Board (as described in section 2.05) may establish other offices from time to time, as needed, to pursue the affairs of the MAMSPTO.

Article 3. Purpose

1. The MAMSPTO is a parent-led organization at Magnolia Middle School to connect parents, students, teachers, staff and administration to promote success for all students.
2. To assist in facilitating activities for the students of Magnolia Middle School.
3. The MAMSPTO is organized exclusively for charitable and educational purposes as envisioned under Section 501(c)(3) of the Internal Revenue Service Code, as currently in effect or as hereafter amended.

Article 4. General Membership

General Membership shall be eligible to all students, family members, staff members, administration and community members.

1. The annual dues of the MAMSPTO, shall be determined by the Executive Board each year with any increase being contingent upon approval by the voting membership at the May monthly meeting. If annual dues are collected, a member will be considered in good standing with receipt of their dues.
2. The MAMSPTO shall have one class of membership, whether individual or family, each membership shall have one vote.
3. Membership in this Corporation is not transferable or assignable.

Article 5. Officers

MAMS PTO only requires the roles of President, Secretary, and Treasurer to function. Additionally, when possible we will split the secretaries duties to Recording and Corresponding Secretaries and have an Assistant Treasurer.

1. President: The President shall be the principal executive officer of MAMSPTO and shall in general supervise and control all the business and affairs of the MAMSPTO. He/she shall preside at all meetings and serve as cosigner of the MAMSPTO financial accounts with the Treasurer. In conjunction with the Executive Board, the President shall establish meeting agendas. He/she serves as an ex-officio member of all committees except the Nominating Committee. The President may sign, with the Treasurer and any other proper officer of the MAMSPTO authorized by the Executive Board any contracts or other instruments which the Executive Board have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the Board.
2. Vice President: At the request of the President, or in his/her absence or disability, may perform all the duties of the President, and, when so acting, shall have all the powers of the President. The Vice President shall have such other power and duties as from time to time may be assigned to him/her by the President or the Board. In the event of absence or disability of the Vice President, the president shall assign all duties of the Vice President to the remaining officers until such time as the Vice President is available and capable of fulfilling his/her duties or a replacement has been duly installed. The Vice President will be a member of the Audit Committee and will execute all such duties as that committee entails per Article 11.

Magnolia Middle School PTO Bylaws

3. Recording Secretary: The Recording Secretary shall record all proceedings of the meetings of the MAMSPTO, and provide such records on request, including those of the membership and the Board. He/she shall maintain an up-to-date list of all members, shall be custodian of the records (other than financial); and, in general, shall have all powers and duties incident to the office of Secretary and such others as from time to time may be assigned by the President or the Board. The Recording Secretary shall also serve as the Membership Committee Chair. In the event of absence or disability of the Recording Secretary, the President shall assign all duties of the Recording Secretary to the Corresponding Secretary until such time as the Recording Secretary is available and capable of fulfilling his/her duties or a replacement has been duly installed.
4. Corresponding Secretary: The Corresponding Secretary shall see that all notices are duly given in accordance with these Bylaws. He/she directly, or through designated proxy, shall communicate to the entire Membership on at least a monthly basis throughout the school year the upcoming PTO events. He/she will be in charge of the social media sites (Facebook and Instagram currently), website and will keep a record of all site/logins/passwords, including the MAMSPTO email account. In the event of absence or disability of the Corresponding Secretary, the President shall assign all duties of the Corresponding Secretary to the Recording Secretary until such time as the Corresponding Secretary is available and capable of fulfilling his/her duties or a replacement has been duly installed.
5. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the MAMSPTO and shall deposit all such funds and securities in the name of the MAMSPTO in such depositories as shall be selected by the Board; will receive and may give receipt for monies paid or for other non-monetary donations given to the MAMSPTO; will make payments for reimbursements to members and other necessary expenditures of the MAMSPTO and, in general, shall have all powers and duties incident to the office of Treasurer and such others as from time to time may be assigned to him/her by the President or by the Board. He/she shall keep a record of all MAMSPTO financial transactions and shall provide such records upon request of the President or the Board. The Treasurer may sign, with the President and any other proper officer of the MAMSPTO authorized by the Executive Board any contracts or other instruments which the Executive Board have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the Board. The Treasurer shall provide a report monthly, at each general membership meeting, on the status of MAMSPTO funds. The Treasurer will present records annually for audit to an audit committee as designated in Article 11. The Treasurer shall have the discretion to establish any other procedures regarding the handling of deposits as the Treasurer sees fit if proper controls and separation of duties are maintained. The Board shall have final approval of any proposed procedures. In the event of the absence of the Treasurer, the President shall assign all duties of the Treasurer to the Assistant Treasurer until such time as the Treasurer is available and capable of fulfilling his/her duties or a replacement has been duly installed.
6. Assistant Treasurer: The Assistant Treasurer works closely with the Treasurer to ensure the proper handling of all financial matters in support of MAMSPTO mission and objectives. Assists the Treasurer in managing MAMSPTO bank accounts, depositing funds, and ensuring the proper disbursement of funds. Collaborates with the Treasurer and the Executive Board in creating and maintaining the MAMSPTO budget. Helps generate financial reports for meetings, detailing income, expenses, and account Support fundraising efforts, such as collection and documentation of funds raised during MAMSPTO events and activities. Assists in the collection and recording of membership dues. In the event of the absence of the Assistant Treasurer, the President shall assign all duties of the Assistant Treasurer to the Treasurer until such time as the Assistant Treasurer is available and capable of fulfilling his/her duties or a replacement has been duly installed.

Magnolia Middle School PTO Bylaws

Checks and Balances:

1. The Treasurer will present a written/electronic monthly Treasurer's Report to the executive board where all MASMP TO expenditures will be reviewed. Reimbursement requests will be reviewed by the executive board for approval.
2. The Treasurer is not able to authorize their own purchases. The President must authorize any purchases made by the Treasurer.
3. The Treasurer or the President can authorize all other purchase requests. Any requests over \$150.00 must be approved in writing by the MASMP TO Executive Board.

Article 6. Terms of Office

Each officer shall hold their position for two(2) years, commencing on the 1st day of July following the election until June 30th the following year until his/her successor is elected. If the parent/guardian's student graduates mid-term and they wish to vacate their position, their term will only be for one(1) year, and a special election will be called to fill the vacancy for a one(1) year term. At the end of the one(1) year term, the position will be up for re-election during the regularly scheduled election. This will pertain to all officers.

1. Elections will be held annually, with the positions of President and Secretary(s) being up for re-election in the odd numbered years, Vice President and Treasurer(s) being up for re-election in the even numbered years, based on the year in which the vote takes place. The original Executive board members (cir. 2023-24) will have the option to stay in place for an additional two(2)-year term, or until their student graduates if this is less than two(2) years.
2. No two officers may be from the same family. This is to maintain proper separation of duties.
3. Officers may serve no more than two(2) consecutive terms in any one office.
4. Newly elected officers shall participate in any and all budget related meetings as set by the Executive Board between the election and the end of the current board's term.

Article 7: Election Procedure

Elections will be held on or before the last General Membership Meeting in May each year.

1. The Executive Board will set which General Membership Meeting will be designated as the election and announce the date of the election no later than the February General Membership Meeting.
2. The date of the election must be at least two(2) months after the announcement.
3. The Secretary (Corresponding) shall adopt a list of candidates for each position to be decided by general election. Eligible candidates are members in good standing.
4. At the General Meeting in the month before the election, the President will announce the names of the candidates and shall call for any additional nominations from the membership in attendance.
5. Nominations may be made from the floor by any eligible voting Member. Self-nominations are permitted. Any and all such nominations received from the floor and accepted by the nominee shall be added to the official list of candidates.
6. All Members present will be eligible to vote in the general election. Voting will be by secret ballot. Votes will be collected and counted by the Secretary (Corresponding). A simple majority of the eligible votes cast shall be required for the election to any of the offices.
7. The nominee who receives the most votes for each office shall be declared the winner. In the event of a tie vote, the candidates for whom an equal number of votes were cast on the first ballot shall be placed on a

Magnolia Middle School PTO Bylaws

second ballot. Active members in good standing and present at the election meeting shall be eligible to vote in the general election.

8. If running unopposed, candidates may be accepted by a motion to approve and a second.
9. If no other acceptable candidates are available, the two(2) term rule under Article 6 may be overruled by simple majority.

Article 8: The Executive Board

The Executive Board (Board) of the MASMP TO shall be three (3) voting members and will consist of the elected Officers: President, Secretary, and Treasurer. If the positions of Recording and Corresponding Secretary and Assistant Treasurer are filled, then the Board shall consist of six (6) voting members.

1. The affairs and business of the MASMP TO shall be managed by the Board. The Principal is a non-voting member emeritus of the Board.
2. Executive Board members shall not receive any stated salaries or compensation for their services.

Article 9: Resignation, Expulsion, or Other Vacancy of Office

Any officer may resign at any time by written notice to the President. Acceptance of such resignation shall not be necessary to be effective.

1. Resignation as an officer shall include the person's resignation as a Board member if such person was duly elected as a Board member.
2. Any officer may be removed at any time by the affirmative vote by a majority of active members.
 - a. Removal as an officer shall also include that person's removal as a Board member if such a person was duly elected as a Board member.

Replacement of an Officer/Executive Board Member outside of a General Election

1. The replacement of any Officer/Executive Board member that resigns or is removed from office under will be conducted at the next available General Membership meeting under the election requirements of Article 6 with the following exceptions:
 - a. On an out of election cycle vacancy, the remaining Executive Board will act as the Nominating Committee and will abide by the rules designated under Article 7.
 - b. The remaining majority of the Executive Board will put into nomination any General Member that is fit to assume the role of the vacated position. Nominations of Current Officers to a higher position will be considered as a resignation of the current position for that Officer.
 - c. Nominations of Current Officers/Executive Board Members to higher positions will be accepted with:
 - i. The unanimous vote of the remaining Executive Board to place the name in nomination, and
 - ii. With the acceptance of the Officer of the rule under Article 7.
2. Nominations during the General Meeting may be made from the floor by any eligible voting member. Self-nominations are permitted. Any and all such nominations so received from the floor shall be added to the official list of nominations.
3. The Election of a replacement of any vacant Officer/Executive Board Member will then follow the procedures and responsibilities under Article 7.

Article 10. Meetings

Quorum

The members present shall constitute a quorum for the transaction of business in any regular meeting.

For a Board Meeting, three(3) or more Officers shall constitute a Quorum.

Magnolia Middle School PTO Bylaws

Regular/General Meetings

A General Meeting shall be held on a monthly basis during the School Year.

Executive Board Meetings

The Board may hold such meetings as it believes necessary or desirable, for the purpose of administering the affairs of the MASMPTO. Any such meeting shall be called by the President or anyone on the Executive Board. These meetings will be designated as “closed” meetings to address the affairs of the Board except for the following:

1. Any Member or Members may petition a member of the Board to speak on a matter important to the MASMPTO.
 - a. The petition will be presented to the Board through electronic or other media deemed appropriate to the Board within three (3) business days of receipt.
 - b. Such petitions to speak will be accepted if two or more members of the Board acknowledge affirmatively for the petition.
 - c. Petitions to the board must be responded to within five (5) business days of notification.
2. Upon acceptance of the petition, the member or members will be allowed to speak on their matter at the next meeting of the Board.

Special Meetings

A special meeting may be called at any time by the President or shall be called by the Secretary when so ordered by the majority of the Board or upon the written request of the voting membership. At least five (5) days notice must be given before a special meeting can be held.

Board/Committee Meetings

The chairpersons of all committees shall meet with the members of the Executive Board as designated by the Executive Board.

Notice of Meetings

Notice of meetings shall be emailed to the Program’s active member mailing list not less than five (5) days prior to the holding of such meetings.

Article 10: Budget

1. An operating budget identifying fundraising projects and purposes for which the funds are being raised will be prepared by the Board and presented to the membership for approval in September of each year.
2. The budget is required to include a 10% management reserve.
3. The program shall maintain a designated reserve fund to ensure its operational continuity for the upcoming fiscal year.

Article 11. Committees

Standing Committees

The MASMPTO will have the following Standing Committees:

Audit Committee:

Consisting of the Vice President and any other Member as designated by the President and/or the Committee. No member of the Committee may have authority to sign checks.

Duties of the Committee:

1. On or before June 15th of each year, the Committee will review the books as presented by the Treasurer for audit.
2. The Committee, at its discretion, may appoint additional members to perform this task other than the President or Treasurer.

Magnolia Middle School PTO Bylaws

3. The Committee will audit any large event or fundraiser deemed appropriate by the Board.

Fundraising Committee:

The Fundraising Committee Chair will serve as an at-large member of the Executive Board and will work closely with the Board to plan all fundraising projects. The committee will consist of any other Officer or Member as designated by the President and/or the Committee.

Duties of the Committee:

1. The Committee will oversee any and all fundraising events or programs for the MASMPTO.
2. The Committee will seek approval of the Executive Board, the General Membership and the School Administration (as appropriate) for any fundraising events.
3. All Fundraising will be subject to audit by either the Treasurer or the Audit Committee as the Executive Board deems appropriate.

Membership Committee:

Chaired by the Secretary (Recording) and consists of any other Officer or Member as designated by the President and/or the Committee.

Duties of the Committee

1. The Committee will maintain the roster of all members as designated in Article 4
2. The Committee will foster participation of all members designated in Article 4.

Additional Standing Committees may be established under the approval of the Board and the majority of the Membership Present at a General Membership Meeting.

Expectations and Protocol of Committees:

1. All Committee chairs will communicate directly with the executive board liaison, as assigned to them.
2. Committee chairs must seek prior approval from the Executive Board before making any final decision.
3. Committee Chairs cannot make any promises for the Executive Board or the MASMPTO (i.e. money commitments).
4. Committees do not have the authority to change the structures, the traditional practices, or expenditures of the MSMPTO.
5. Committee members need the prior approval of the Executive Board before making any purchases.
6. Purchases made without prior Executive Board approval may not be approved nor thus reimbursed. All reimbursement claims need to be accompanied by a receipt.

Ad Hoc Committees

From time to time the President, upon the approval of the Board, may designate the establishment of Ad Hoc Committees as deemed appropriate.

1. The Board will approve the naming of the Committee Chair as presented by the President.
2. Ad Hoc Committees will be responsible for any reporting and audits as the President, upon the approval of the Board, deems appropriate.
3. Membership of Ad Hoc Committees shall be designated by the President, the Board and/or the Committee Chair.
4. Ad Hoc Committee Chairs cannot make any promises for the Executive Board or the MASMPTO (i.e. money commitments).
5. Ad Hoc Committee members need the prior approval of the Executive Board before making any purchases.
6. Purchases made without prior Executive Board approval may not be approved nor thus reimbursed. All reimbursement claims need to be accompanied by a receipt.

Magnolia Middle School PTO Bylaws

7. Ad Hoc Committees do not have the authority to change the structures, the traditional practices, or expenditures without approval from the Executive Board..
8. Ad Hoc Committees will have limited tenure and will be dissolved at the end of the MAMSPTO fiscal year unless the term is extended by the affirmative vote of both the Board and the General Membership.

Article 12. Parliamentary Procedure

All meetings shall be conducted according to the procedures specified in Robert's Rules of Order.

Article 13. Miscellaneous Provisions

Bylaws and Review

1. These Bylaws constitute the code of rules adopted by the MAMSPTO for the regulation and management of its affairs. They are adopted for the cultural, educational, and charitable purposes envisioned under Section 501(c)(3) of the Internal Revenue Service Code, as currently in effect or as hereafter amended.
2. These Bylaws shall be reviewed by a committee appointed by the President at least every three (3) years from the last revision.
3. The Bylaw Committee will report their review at a General Membership Meeting not more than sixty (60) days following appointment and submit any changes for adoption.
4. The Bylaws may be amended at any General Meeting by majority vote of the voting members present and voting, provided notice is given to the General Membership at least thirty (30) days prior to the General Membership Meeting of proposed vote.

Articles of Incorporation

In the event the Articles of Incorporation need to be amended, all the following provisions must be met:

1. Amendments are approved by the Executive Board.
2. Notice of the proposed amendment is announced and posted at least thirty (30) days prior to the General Membership Meeting of proposed vote.
3. The amendment is passed by a two-thirds (2/3) vote of the voting members present.
4. The Secretary shall file approved changes in the Articles of Incorporation with the appropriate Government Agencies or Authorities as required by Law or Regulation in writing forty-five (45) days after approval or as required by Law or Regulation.

Article 14. Purchases and Donations

All purchases for the good of the MAMSPTO require prior authorization from the Executive Board.

1. After purchases are made, the proper form for reimbursement must be submitted. A receipt must be attached to the form submitted to the Treasurer for reimbursement.
2. No monies will be advanced to any person to make any purchases for any reason.
3. The Executive Board may accept on behalf of the MAMSPTO any contribution, gift, bequest or devise for the general purposes or for any special purpose of the MAMSPTO.

Items purchased by or donated to the MAMSPTO shall become the property of the school, except items as listed below:

1. Items for sale as fundraisers.
2. Any other item designated by the Executive Board and/or the General Membership.

All donations to the MAMSPTO will be accepted without condition unless designated by the Board.

1. Non-monetary items donated to MAMSPTO will be handled at the discretion of the Board.

Magnolia Middle School PTO Bylaws

2. Upon acceptance by MAMSPTO, ownership of donations will transfer to MAMSPTO without recourse and remain the property of MAMSPTO to be used at MAMSPTO discretion.
3. The Treasurer will provide to the party making the donation a receipt describing the donation.

Article 15: Fiscal Year

The fiscal year of the MASMPTO shall begin on the first day of July and end on the last day of June in each year.

Article 16: Insurance

MAMSPTO shall, out of designated general funds, purchase and maintain appropriate liability and other insurance policies as required by law for the corporation and events.

Article 17: Spending

1. The Board must vote and approve any proposed spending beyond 10% of that stated in the operating budget.
2. MAMSPTO shall not enter any long-term obligation (defined as exceeding 24 months) without the approval of the Board and at least 60% of the Membership present at a General Membership meeting.
3. Budget surpluses at the end of a fiscal year shall be allocated as follows:
 - a. At least 10% to a designated Event Fund
 - b. The balance to the Operating Budget of the following Fiscal Year.
 - c. Allocation will be determined by the Board under the designated stipulations and presented to the General Membership for approval.
 - d. All fundraisers designated to the General Fund will have 10% of the proceeds transferred to the Event Fund.
 - e. The Event Fund shall be for the exclusive purpose of MAMSPTO sponsored events.

Article 18: Books and Records

The MAMSPTO shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Executive Board, and committees having any of the authority of the Board and a record giving the names and addresses of the members entitled to vote and provide the same for inspection on five (5) days written notice at the registered or principle office.

Article 19: Waiver of Notice

Whenever any notice is required to be given under provision of any Local, State, or Federal law or under the provisions of the Articles of Incorporation or the Bylaws of the MAMSPTO, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 20: Dissolution of the MAMSPTO

In the event circumstances dictate MAMSPTO be dissolved, the remaining assets of MAMSPTO will be donated directly to Magnolia Middle School.

Approved by the General Membership on: