

Bylaws of the Twin Cities German Immersion School Parent-Teacher Organization

Adopted March 2, 2009; [Last Amended ***, 2016 \[DRAFT Version 8\]](#)

Article I. Name.

The name of the organization is the Twin Cities German Immersion School Parent Teacher Organization (TCGIS PTO). It is a nonprofit organization incorporated under the laws of the State of Minnesota.

Article II. Purpose.

The TCGIS PTO's mission is to foster the relationship between school, home, and community for the [academic](#) success of all of our students. To that end, the PTO shall work in partnership with the school's administration, board, and committees and shall organize events, programs, and fundraisers in support of that mission.

Article III. Definitions.

[Section 1.](#) "Board" means the entire TCGIS PTO Board established in Article VI, and is the board of directors under Minnesota Statutes, chapter 317A.

[Section 2.](#) "Good standing" is as provided in Article IV, section 4.

[Section 3.](#) "Member" or "PTO member" means a person who is a member of the TCGIS PTO.

[Section 4.](#) "The membership" means all members of the TCGIS PTO.

[Section 5.](#) "Officer" or "PTO officer" means a person who holds a position identified in Article V, and is a director under Minnesota Statutes, chapter 317A.

[Section 6.](#) "PTO" or "TCGIS PTO" means the nonprofit corporation established under these bylaws.

[Section 7.](#) "Previous notice" is as provided in Article VII, section 6.

[Section 8.](#) "Regular PTO means of communication" means the commonly expected and utilized methods of communications from the PTO. As appropriate, regular PTO means of communication includes the combination of the following:

e-mail, the school electronic newsletter, PTO website presence, and regularly used social networking sites.

Section 9. “School” or “TCGIS” means the Twin Cities German Immersion School.

Section 10. “TCGIS board” means the board of the Twin Cities German Immersion School.

Section 11. “TCGIS community” means all members of the TCGIS PTO, all persons eligible to become members, the TCGIS school board, and all TCGIS staff.

Article IV. Membership.

Section 1. Eligibility. Any parent, guardian, or other adult standing in loco parentis for a student who is enrolled at TCGIS may be a member of the TCGIS PTO and have voting rights. ~~The director and any teacher employed at the school. Any permanent TCGIS employee, whether full or part time,~~ may be a member and have voting rights. ~~To be eligible, teachers must be licensed by the State of Minnesota to teach elementary school or possess teaching certification from a German-speaking country and be eligible to possess a Minnesota license.~~

Section 2. Membership. Any eligible person may become a member at any time by attending any regular or special PTO meeting ~~and agreeing to membership~~, or by contacting any of the PTO officers and requesting membership. Membership is presumed by attendance at a regular or special PTO meeting.

Section 3. Voting Rights. All members in good standing have full voting rights ~~immediately upon notification of membership.~~

Section 4. Good standing. Wherever “good standing” is specified in these bylaws, the provisions in this section apply. A member is in good standing except upon losing good standing. A member can only lose good standing, and can subsequently regain good standing, by a two-thirds vote of the members present at a regular meeting where previous notice has been given.

Article V. Officers and Elections.

Section 1. Officers.

a. *Positions.* The officers of TCGIS PTO consist of a president, vice president, secretary, treasurer, and archivist up to three general officers. ~~Officers will agree to and remain available in an advisory capacity for one year after their term has expired.~~

b. *President.* The president shall: coordinate the work of all the officers and committees so that the purpose of the organization is served; preside over meetings of TCGIS PTO and its executive board; serve as the primary contact for the ~~Director~~ TCGIS board and administration; represent the organization at meetings outside the organization, as appropriate; and serve as an ex officio member of all committees. The president shall ~~prepare the~~ coordinate preparation of meeting agendas and ~~communicate~~ ensure communication of the work of the PTO to the membership ~~via regularly scheduled communications, such as Elternbrief.~~

Comment [MB1]: Moved from elsewhere in the paragraph, but language is unchanged

c. *Vice President.* The vice president shall: assist the president and carry out the president's duties ~~in her or his absence or inability to serve. The vice president shall also coordinate funding requests and communicate funding guidelines. as~~ necessary; carry out other duties as determined by the board; and serve as an ex officio member of all committees.

d. *Secretary.* The secretary shall: take and record minutes, ~~handle correspondence, and send notices of meetings to the membership that include the agenda, previous month's draft meeting minutes, treasurer's reports, and any pertinent committee updates. The secretary sees that the approved meeting minutes and bylaws are updated in the Archive. The secretary is also charged with maintaining or overseeing the management of the PTO web page and the maintenance of an up-to-date membership list;~~ and function as the PTO librarian to oversee organization of documents, including storage of approved meeting minutes, policies, and bylaws, as well as records of PTO communications, activities, and events. Unless the duties are specified for a general officer, the secretary shall also coordinate PTO communications to the membership and the TCGIS community, including: providing for notices of meetings; distributing draft agendas, meeting minutes, and pertinent committee updates; initiating response to general inquiries; arranging regular communications, such as announcements in

the school electronic newsletter; and overseeing communications for PTO events and activities.

e. Treasurer. The treasurer shall: manage day-to-day PTO finances; receive all funds of the organization; keep an accurate record of receipts and expenditures; and pay out funds in accordance with the approved budget ~~or the PTO membership. She or he will;~~ present a statement of account financial reporting at every regular meeting; and at other times of the year provide financial reporting when requested by the executive board or PTO members and make a full report at the end of the year. The treasurer ~~will also be~~ is responsible for preparing or having prepared all required filings with the State of Minnesota and other appropriate agencies, and for submitting required materials for a yearly ~~internal or external~~ audit or financial review. An outgoing treasurer ~~will~~ shall actively assist ~~a newly elected treasurer to ensure a smooth transition and the newly elected treasurer and board to ensure a successful transition in financial management, including~~ timely preparation of the PTO's nonprofit tax return.

f. Archivist ~~The archivist shall function as the PTO's librarian and documentarist, keeping all written and pictorial records of PTO events, and chronicling and storing all PTO "how-to" handbooks (e.g., how to run Maskenball).~~

f. General officer(s). The board may identify between zero and three positions of general officers, and shall specify the title and duties of each one. The general officer(s), if any, must be identified in conjunction with elections as specified in section 2 of this article, and are subject to same requirements under sections 2 to 7 of this article as other officers. The general officer(s) shall perform duties as specified in written form by the board. Duties of a general officer may consist of, but are not limited to, the following: coordinating volunteer recruitment and engagement, overseeing the finances of PTO fundraising events and activities, chairing a PTO standing committee, maintaining the PTO website presence, overseeing documentation of events and event procedures, maintaining inventory records, and undertaking specific duties otherwise identified in this section for other officer positions.

Section 2. Nominations and Elections.

a. Annual schedule. The board shall hold elections ~~will be held~~ each year at the a regularly scheduled May or June meeting. By April 1 of each year, the board shall announce the upcoming elections through the regular means of PTO

Formatted: Sec Para Body, Indent: First line: 0"

communication. To the extent feasible, the announcement must include identifying the title and duties of any general officers.

b. Election procedures. Nominations ~~will~~ must be made from the floor. Voting is by voice vote if a slate is ~~presented~~ nominated. If more than one person is running for ~~an~~ the same office, ~~those officers of the board not running for election to an officer position shall administer~~ a ballot vote ~~shall be taken~~.

c. Communications. ~~By April 1 of each year, the board shall announce the upcoming elections on the PTO website and through its e-mail distribution list and shall provide an application and instructions to all candidates, which will be due two weeks prior to the election.~~

Section 3. Eligibility. Any member of the TCGIS PTO ~~in good standing~~ is eligible to serve ~~in an elected office~~ as an officer if the member is in good standing and the member is not disqualified based on the results of a background check. The background check must be performed under a policy adopted by the PTO that, at a minimum, addresses (1) types of offenses and case dispositions that are disqualifying, (2) the historical period to consider, (3) the records sources to use in undertaking the check, and (4) initial review of results solely by the president, with a process for subsequent review by no more than two additional officers if a potentially disqualifying offense is identified.

Section 4. Terms of Office. Officers are elected for one year and may serve no more than two ~~(2)~~ consecutive terms in the same office, ~~excluding a partial term due a vacancy under section 6 of this article~~. Terms run from July 1 through June 30 in conjunction with the fiscal year under Article VIII, section 8. Each person elected may hold only one ~~office~~ officer position at a time.

Section 5. Further Assistance. Following conclusion of a term of office, each outgoing officer shall (1) assist newly elected officers in the smooth transition of board duties and functioning, and roles and duties of each officer; and (2) remain available in an advisory capacity for one year.

Section 6. Vacancy. If there is a vacancy in the office of president or the office of treasurer, the vice president will ~~become the president~~ assume the vacant office. At the next regularly scheduled meeting, a new vice president ~~will~~ must be elected. If there is a vacancy in any other office including for a general officer, ~~members will~~ board officers must seek to fill the vacancy through an

Comment [MB2]: Moved from section 1

election at the next regular meeting, and subsequent meetings as appropriate. An election under this section must follow the procedures established in section 2 (b) of this article.

Section 7. Removal from Office. An Officers can be removed from office with or without cause by a two-thirds vote of those the members present (assuming a quorum) at a regular PTO meeting where previous notice has been given.

Article VI. Organizational Structure.

Section 1. ~~Executive Board.~~

a. *Membership.* The ~~executive~~ board consists of all of the officers, including any general officers identified under Article V, section 1.

b. *Powers and Duties.* The powers and duties of the ~~executive~~ board are to: transact business between meetings, ~~in preparation~~ prepare for the general meetings, review and draft proposed standing rules and policies, prepare and submit an annual budget and budget amendments to the membership, approve routine bills or expenses up to \$200 that are consistent with allocations under the approved budget, ensure submission of all forms and reports as required by state and federal law, arrange for continuing insurance coverage for the PTO, and prepare reports and recommendations to the membership.

c. *Financial powers.* The board may only approve the following expenditures without a vote of the PTO members: (1) disbursement of grants, (2) payment of insurance, (3) payment of up to \$200 for routine bills, reimbursements, or expenses, and (4) in an amount totaling up to \$500 for the fiscal year, payment of bills, payment of reimbursements, or incurring of expenses. An approval under this paragraph is authorized only if it complies with allocated expenditures under the approved budget and is in consultation with the Finance Committee.

c. *Meetings.* If the board holds regular board meetings ~~shall be held on a monthly or other ongoing basis, the board shall schedule those meetings on the same day and at the same time each month, to be determined by the board at a consistent time and location. However, the board may identify an alternative day, time, or location with previous notice (see article VII, section 6).~~ Special board meetings may be called by any two board members, with at least 24 hours prior

notice, provided that the board shall make reasonable efforts to provide previous notice. ~~Executive board-Board~~ members may also conduct ~~meetings-business~~ electronically, which is not subject to the foregoing notice requirements. The board is not required to produce meeting minutes.

d. Quorum. Notwithstanding Article VII, section 3, the quorum for a board meeting is the greater of (1) three, or (2) a majority of the elected officers.

Section 2. Standing Committees.

a. Committees and Membership~~membership~~. The PTO has the standing committees identified in paragraphs (b) to (e). Committees may consist of members and board members, with the president and vice president acting as an ex officio members of all committees.

b. Standing Committees.

The following committees shall be held by the organization:

The Fundraising Committee shall be responsible for coordinating all PTO fundraising activities, and for recruiting volunteers to manage each individual fundraiser. At the start of every school year, the fundraising committee shall create and distribute to the school community a list of fundraisers scheduled for the entire year, which will be developed in consultation with the PTO, the school administration, the grants Committee, and the school board, as appropriate. The fundraising committee shall review any proposals for new fundraisers throughout year and bring them to the executive board and the membership for consideration. The fundraising committee shall also be responsible for recruiting a separate Maskenball Subcommittee to organize the yearly Maskenball and silent auction.

The Classroom Support Committee shall be responsible for recruiting, training and supporting Classroom Parents from each class during every school year; coordinating volunteers for school-wide events as requested by the teachers and the administration; coordinating staff appreciation programs and activities; providing assistance with cultural differences in areas such as the celebration of holidays, and otherwise facilitating communication between classroom teachers and parents, and facilitating communication between PTO, teachers and classroom parents.

~~The Parent Outreach Committee shall be responsible for coordinating welcome and orientation programs for new and continuing school families; developing parent education programs; and organizing school-wide, community-oriented events.~~

~~The Education Support Committee will assist with promotional tours for prospective families and work in close cooperation with TCGIS administration and teachers to support, as needed, school-wide initiatives and curricular goals.~~

b. Community Committee. The Community Committee is responsible for arranging community-building events, identifying occasional speakers for regular meetings, fostering engagement with the PTO, and, if a joint school-PTO calendar is created, for coordinating production of the calendar.

c. Teacher Appreciation Committee. The Teacher Appreciation Committee is responsible for staff appreciation throughout the school year, events to specifically express appreciation, and fostering engagement with the PTO.

d. Fundraising Committee. The Fundraising Committee is responsible for arranging all PTO activities in which fundraising is the primary purpose, and fostering engagement with the PTO.

e. Finance Committee. The Finance Committee is responsible for ensuring fiscal responsibility and strength of PTO finances; providing oversight of the budget and finances of the PTO, which includes reviewing monthly bank statements, deposits, reimbursements, and expenditures; overseeing PTO grants and donations; developing recommendations on financial policies and practices; and developing the annual budget and any budget amendments. The treasurer serves as chair of the committee. Membership of the committee must include at least one other officer and at least one member who is not an officer.

Section 3. Additional Committees. The board may appoint additional committees or task forces as needed, and may assign specific duties otherwise identified in section 2 for the standing committees.

Article VII. Meetings.

Section 1. Regular Meetings. The board shall schedule at least one regular meeting of the TCGIS PTO each school semester, and an additional regular meeting in May or June for elections under Article V, section 2. If ~~the~~ the board

Formatted: Sec Body

schedules regular meetings of the TCGIS PTO shall be on the first Monday evening of each month or on another ongoing basis during the school year, or at a time and place determined by the executive board at least one week before the meeting. the board shall schedule those meetings at a consistent time and location. However, the board may identify an alternative day, time, or location with previous notice (see article VII, section 6). The board shall announce all meetings will be announced to the TCGIS community in regularly scheduled communications through the regular PTO means of communication.

Section 2. Special Meetings. A special meetings may be called by (1) the president, (2) any two members-officers of the executive board, or (3) five general PTO members by submitting a written or electronic request to the secretary. The board shall provide previous notice of the special meeting shall be sent to the members at least 7 days prior to the meeting, by Elternbrief notice, by flyer, and/or by e-mail.

Section 3. Quorum. The quorum for any PTO meeting is 10-12 members of the organization. The members may not take a vote on any matter absent a quorum at the time of the vote.

Section 4. Motions. The board and the membership shall make reasonable efforts to provide previous notice concerning the substance of any known motion intended to be made at an upcoming meeting.

Section 5. Parliamentary Authority. Robert's Rules of Order governs meetings when they are not in conflict with the organization's these bylaws.

Section 6. Previous Notice. Wherever "previous notice" of a meeting is required in these bylaws, an announcement must be provided (1) to the PTO community through the regular PTO means of communication; and (2) at least seven calendar days prior to the meeting, or at a point in time otherwise specified in these bylaws with respect to the notice.

Article VIII. Finances.

Section 1. Budget. The Finance Committee shall develop a tentative budget shall be drafted and approved for review by the board, and followed by submission for approval by a majority vote of the members present at the regularly scheduled May or June PTO meeting of every school year.

Section 2. Records. The treasurer shall keep accurate records of any disbursements, income, and bank account information. The treasurer shall share reports and records of financial activity at each regular PTO meeting.

Section 3. Expense Authorizations. The ~~executive~~ board shall approve all expenses of the ~~organization~~ PTO.

Section 4. Checks. Two authorized signatures are required on each check from TCGIS PTO that is over the amount of \$200. Authorized signers ~~shall be~~ are solely the president ~~and the treasurer, vice president, secretary, and any general officer(s).~~ The membership may also designate a member of the school administration as an additional authorized signer. Any such designation must be renewed yearly. The treasurer is not an authorized signer.

Section 5. Year-End Financial ~~statement~~ Information. The treasurer shall prepare a financial statement at the end of the year, ~~to befor~~ reviewed by the TCGIS PTO members~~hip~~.

Section 6. Auditing. The ~~executive~~ board ~~will~~ shall arrange, at minimum, for a yearly audit or financial review of PTO books and records. The audit or review may be conducted by an external auditor, an external entity with relevant experience, or by an internal audit committee comprised of members of the school community who have appropriate professional experience and who do not have any authority over PTO finances.

Section 7. Funds Following Dissolution. Upon the dissolution of the TCGIS PTO, any remaining funds ~~shall~~ must, first, be used to pay outstanding bills, ~~and,~~ with the membership's approval, second, spent for the benefit of the school as determined by the TCGIS board unless specified otherwise by a majority vote of the PTO members at a PTO meeting prior to dissolution.

Section 8. Fiscal Year. The fiscal year begins on each July 1 and ends on each June 30.

~~Article X. Funding Guidelines.~~

~~The PTO will evaluate all requests for funding according to its Funding Guidelines, attached as Appendix A.~~

Article IX. Conflict of Interest.

Prior to the PTO entering into a contract or transaction that provides financial benefit to any PTO member or his or her family member, the following requirements must be met:

(1) the ~~executive~~ board or the ~~full~~ membership must review the proposed contract or transaction and determine that its terms are fair and reasonable; ~~and~~

(2) the material facts of the contract or transaction and the member's interest must be disclosed to the members ~~hip~~ at a regular or special meeting where a quorum is present; ~~and~~

(3) the contract or transaction must be approved in good faith by a two-thirds vote of the members present, not counting any vote of the interested member.

~~Article XII. Parliamentary Authority.~~

~~Robert's Rules of Order governs meetings when they are not in conflict with the organization's bylaws.~~

Comment [MB3]: Eliminated as duplicative with Art. VII, sec. 5

~~Article XIII. Standing Rules.~~

~~Standing rules may be approved by the Executive Board, and the secretary shall keep a record of the standing rules for future reference.~~

Article X. Dissolution.

The organization may be dissolved with previous ~~written~~ notice ~~to the membership (of 14 calendar days)~~ and a two-thirds vote of those present at the meeting to adopt a resolution authorizing ~~such~~ dissolution ~~(assuming a quorum)~~. The resolution ~~shall~~ must set forth the proposed dissolution and direct designated officers ~~of the Corporation~~ to perform all acts necessary to effect a dissolution. Upon adoption of such resolution, the designated officers shall cause the ~~Corporation PTO~~ to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all the ~~Corporation's PTO's~~ assets to other entities in accordance with Minnesota Statutes, Section 317A.735 and in accordance with the Articles of Incorporation. The designated officers shall file Notice ~~notice~~ of intent to dissolve ~~shall be filed~~ with the Secretary of State pursuant to Minnesota Statutes, Section 317A.723.

Article XI. ~~Bylaws~~ Amendments.

Section 1. Notice. These bylaws may be amended at any regular or special meeting, providing that previous notice was given (1) in writing at the prior meeting, ~~and then sent to all members of the organization by the secretary or with 30 days written notice (2) at least 14 calendar days prior to the meeting in which a vote is taken to the amend the bylaws.~~ Notice may be given by postal mail, email, delivery of PTO newsletter, or via Elternbrief. Notice under this section must include a copy of the proposed bylaws as amended and reasonable documentation of proposed changes.

Section 2. Adoption. Amendments ~~will~~ must be approved by a two-thirds vote of ~~those the members~~ present, ~~assuming a quorum at the meeting.~~

Article XII. Indemnification.

Each officer of the ~~Corporation~~PTO, past or present, and each person who serves or may have served at the request of the ~~Corporation~~PTO as an officer, partner, trustee, employee, representative or agent of another organization or employee benefit plan, and the respective heirs, administrators and executors of such persons, shall be indemnified by the ~~Corporation~~PTO in accordance with, and to the fullest extent permitted by, Minnesota Statutes, Section 317A.521. The ~~Corporation shall~~PTO is not be obligated to indemnify any other person or entity, except to the extent such obligation shall be specifically approved by resolution of the membership.

CERTIFICATION

These amended bylaws were approved at a regular meeting of the membership by a ... vote on ..., ~~2014~~ 2016.

Date: _____

Secretary, Twin Cities German Immersion School Parent-Teacher Organization