

**GOVERNING RULES FOR
PARENT TEACHER ORGANIZATION
CLAYTON SCHOOL DISTRICT
CLAYTON HIGH SCHOOL**

PREAMBLE: This Clayton High School Parent-Teacher Organization ("PTO"), a subgroup of the Clayton School District Parent Teacher Organization Council ("PTO Council"), shall be governed by the By-Laws of the PTO Council ("By-Laws") and herein adopts the Governing Rules of this PTO. The PTO may also adopt additional rules or regulations as needed, so long as they are not inconsistent with the By-laws and these Governing Rules.

ARTICLE I – PURPOSE

The PTO is organized for the purpose of supporting and enhancing the education of students at Clayton High School ("School") through volunteer service, fundraising and fostering relationships among members of the school community. The PTO helps to further educate, inspire and empower the School's students and to reinforce the mission, vision and core values of the School District of Clayton by modeling and promoting excellence, trust, inclusiveness, innovation and accountability in all it does.

ARTICLE II- LOCATION AND OFFICES

Section 2.1 Principal PTO Office

For purposes of legal notice for and service upon the PTO, the principal office of this PTO shall be #2 Mark Twain Circle, Clayton, Missouri 63105. For any other purpose, the principal office of this PTO shall be the School, which is currently located at **#1 Mark Twain Circle**, Clayton, Missouri 63105.

ARTICLE III – PTO MEMBERS AND MEETINGS

Section 3.1 Membership

All parents or legal guardians of a student attending the School, and all members of the administrative and teaching staff of the School shall automatically be Members of the PTO, so long as they are willing to uphold the policies and rules of the PTO and abide by the By-Laws and other laws, rules and regulations governing the PTO.

Section 3.2 Voting

Members shall be entitled to vote at the PTO meetings. For any motion requiring a vote, the Member must be present at the PTO meeting in order to cast a vote. Each Member is entitled to one vote per motion requiring a vote.

Section 3.3 Transfer of PTO Membership

Membership in the PTO is not transferable or assignable.

Section 3.4 Meetings

The PTO shall, from time to time, designate any place for a meeting of the Members to discuss matters of mutual interest or to engage in other activities pertinent to the operation of the PTO.

Section 3.5 Notice of Meetings

- (a) **Regular Meetings.** The date, time, location, and purpose of the regular PTO meetings shall be posted on the PTO website at least seven (7) days before the PTO meeting.
- (b) **Special Meetings.** The date, time, location and purpose of the special meetings of the PTO

shall be posted on the PTO website not less than forty-eight (48) hours before the special meeting.

- (c) **Waiver of Notice.** Any Member of the Executive Board may waive notice of any meeting at any time. The waiver must be in writing, signed by the Executive Board Member entitled to the notice, and filed with the Secretary. Attendance of an Executive Board Member at any meeting shall constitute a waiver of notice of such meeting except where such Executive Board Member (1) objects to the transaction of business because the meeting is not lawfully called or convened and (2) does not vote for or assent to the objected action.

ARTICLE IV– PTO DIRECTORS

Section 4.1 General Powers of the Executive Board of Directors

The PTO Executive Board of Directors (“Executive Board”) shall control and manage the business and property of the PTO. The Executive Board may exercise all such power of the PTO and do all such lawful acts and things as are not by law or elsewhere in these Governing Rules or in the By-Laws, required to be exercised or done by some particular Member of the PTO.

Section 4.2 Number of Executive Board Members and Ex-Officio Advisors

- (a) **PTO Executive Board.** The Executive Board shall consist of the following identified Members, who are also officers of the PTO. The number of Members constituting the Executive Board may be increased or decreased by amendment to this Section, provided that such number of Members shall always be at least five (5). The Executive Board shall consist at least of the following officers: one (1) President or two (2) co-Presidents (“President”); one (1) Vice President; one (1) Treasurer; one (1) Secretary; and one (1) Communications. By majority vote of the PTO Executive Board, the School may elect to include one (1) Corresponding Secretary to their Board for any given school year, but it is not required to include this position annually.
- (b) **Ex-Officio Advisors to the PTO.** The PTO shall also have nine (9) ex-officio Advisors to the Executive Board. These ex-officio Advisors shall consist of the Principal of the School, one (1) Teacher Representative of the School, the Superintendent of the District, the Chief Communications Officer of the District, the Chief Financial Officer of the District, and the Officers of the PTO Council. None of these Ex-Officio Advisors have voting rights at this PTO’s meetings or its special meetings unless the ex-officio Advisor is also a Member of this PTO.

Section 4.3 Selection of the Executive Board

Candidates for the Executive Board shall be Members of the PTO. Candidates for President shall have at least one (1) year of experience serving as an advisor, representative, committee member, chairperson, or officer of the PTO or a similar type of organization. Near the end of the Executive Board’s term, and at a meeting, with the agenda published in accordance with these Governing Rules, to accept nominations of candidates for the Executive Board, any Member may nominate candidates for any position on the Executive Board. The nominees for each Member of the Executive Board shall be put to vote at the PTO meeting immediately following the nominating meeting.

Section 4.4 Terms of Office of each Executive Board Member

Each Member of the Executive Board shall hold office for a term of one year beginning July 1 and ending June 30 of the succeeding calendar year, or until his or her successor shall have been elected and qualified if a successor is not elected and qualified before the June 30 date. Nothing in these Rules prohibits a Director from holding another office or the same office during a subsequent term of the Executive Board.

Section 4.5 Resignation of a Member of the Executive Board

A Member of the Executive Board may resign at any time by delivering written notice to the President or Secretary of the Executive Board. The resignation will become effective upon delivery of the notice unless the notice specifies a later effective date, which is accepted by the Executive Board.

Section 4.6 Removal of a Member of the Executive Board

Any Member of the Executive Board can be removed at any time with or without cause by a vote of two-thirds of Members in attendance at a PTO meeting. Advance notice of the vote shall be given to the PTO Membership at least ten (10) days prior to the meeting. Notice of the meeting at which said removal is considered shall state that the purpose, or one of the purposes, of the meeting is to consider the removal of a Member of the Executive Board. The Executive Board Member in question shall have the opportunity to speak before the vote on his or her own behalf at the PTO meeting.

Section 4.7 Vacancies of a Member of the Executive Board

Any vacancy of a Member of the Executive Board shall be filled by a member of the PTO, provided the candidate meets the eligibility requirements. The appointment shall be confirmed with a vote of the PTO at the next scheduled or special meeting.

Section 4.8 Compensation of Executive Board

No Member of the Executive Board shall be entitled to compensation for his or her services as a Member of the Executive Board, including but not limited to attendance at any meeting of the PTO, Executive Board, or any PTO Committee.

Section 4.9 Special Meetings

Special meetings of the PTO may be called by the President or at least twenty percent of the Executive Board in office, or by petition of at least 100 Member signatures. All Members of the Executive Board shall receive notice of any Special Meeting and such notice shall be delivered either via hand delivery or by US mail, postage prepaid and addressed to each Member of the Executive Board at their addresses as they appear on the records of the School District of Clayton. Notice shall be delivered to all Members of the Executive Board not less than seven (7) days before the Special Meeting. Members of the Executive Board may opt in writing to accept such notices of Special Meetings via email communication. Written notice delivered by mail shall be deemed delivered upon the earlier receipt of three days after deposit of the notice in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed.

Section 4.10 Acceptance or Rejection of Gifts

On behalf of the PTO, the Executive Board may accept or reject any money, securities, real or personal property, or any other property, or any services, offered to the PTO by any person, corporation, or other organization, or by any federal, state, or other governmental authority or agency, for any general or specific purposes.

Section 4.11 Place of Meeting

The Executive Board shall hold its meetings at the School or at such place within or outside the State of Missouri as it may from time to time determine.

Section 4.12 Quorum: Act of the PTO

Except as otherwise provided by law or by the Articles of Incorporation, a majority of the full Executive Board present in person, shall constitute a quorum for the transaction of business, and the act of a majority of the Executive Board Members present at a meeting at which a quorum is present shall be the act of the Executive Board. In the absence of a quorum, a majority of the Executive Board

Members present at a meeting, or the Executive Board Member, if there be only one present, may adjourn the meeting to a different time (not to exceed thirty days) and/or place until a quorum be had. No other than announcement at the meeting need be given of the time and/or place of such adjourned meeting.

Section 4.13. Conflict of Interest.

Any transaction in which an Executive Board Member has a material interest shall be approved in advance by the vote of a majority of Executive Board (or a Committee thereof) who has no direct or indirect interest in the transaction, provided the transaction may not be approved by a single Executive Board Member. The Executive Board Members shall approve the transaction if (a) the material facts of the transaction and the Executive Board Member's interest are disclosed to the Executive Board (or to a Committee thereof) and (b) the Executive Board, in good faith, reasonably believes that the transaction is not unfair to the PTO or the Corporation. If a majority of the Executive Board who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of approving the conflict of interest transaction. The presence of, or a vote cast by, a with a material interest in the transaction does not affect the validity of any action taken under this Section if the transaction is otherwise approved as provided for in this Section. A conflict of interest transaction is not voidable or the basis for imposing liability on a non-compensated Executive Board Member if the transaction was not unfair to the PTO or the Corporation at the time it was entered into or is approved as provided in this Section or as otherwise permitted by law.

ARTICLE V – COMMITTEES

Section 5.1 Committees

The Executive Board may establish committees from time to time. The President(s) shall appoint the Chairperson(s) for each Committee.

Section 5.2 Limited Authority of Committees

The Executive Board may not delegate to any Committee the authority to (a) authorize distributions to Members, Officers, agents, or employees except in exchange for commercially reasonable value received, (b) approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the PTO's assets, (c) elect, appoint, or remove any Member of the Executive Board or fill vacancies on the Executive Board, or (d) adopt, amend, or repeal the PTO Council's Articles of Incorporation or By-Laws or the Governing Rules of this or any PTO.

Section 5.3 Meetings of Committees

Committees may provide for regular meetings to be held with or without notice at such time and place as the Chairperson(s), from time to time, may determine. Each Committee shall keep a record of its proceedings, and shall regularly report to the Executive Board.

ARTICLE VI – OFFICERS

Section 6.1 Officers of the Executive Board

The Executive Board is comprised of the following Member Officers: one (1) President or two (2) co-Presidents (hereafter "President"), one (1) Vice President, one (1) Secretary, one (1) Treasurer, and (1) Communications and, if applicable, one (1) Corresponding Secretary. Each Officer shall have such authority and perform such duties as provided in these Governing Rules or as from time to time may be adopted by the Executive Board or the PTO Council.

Section 6.2 President

Unless otherwise provided by the Executive Board, the President shall be the Chief Executive Officer of the PTO and, shall have general charge of the PTO activities. The President shall keep the Executive Board fully informed of the President's activities.

Section 6.3 Vice President

Each Vice President shall have such powers and shall perform such duties as may be assigned to him or her by the President. In the absence or disability of the President, or at any time upon the President's request, the Vice President shall perform the powers and duties of the President.

Section 6.4 Treasurer

The Treasurer shall have custody of, and be responsible for, all the funds and securities of the PTO and shall deposit and withdraw such funds and securities in and from such banks, trust companies, or other depositories as shall be selected in accordance with the resolutions adopted from time to time by the PTO. The Treasurer also shall have custody of and be responsible for the maintenance of the books of account.

Section 6.5 Secretary

The PTO Secretary shall maintain as permanent records the minutes of all meetings of the PTO and records of any actions taken by the PTO without a meeting. The PTO shall maintain at its principal office a copy of (a) the PTO Council's current Articles of Incorporation and Bylaws and this PTO's Governing Rules, including all amendments to said documents, (b) a list of the names and addresses of the PTO's current Executive Board, and (c) appropriate financial statements of the PTO's income and expenses and other appropriate accounting records. These records shall be maintained either in written form or a form capable of conversion into written form within a reasonable period of time. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws, or as required by law, be custodian of the PTO's records, keep a register of the residential addresses of all Directors, and have general charge of the books and records, except financial records, of the Corporation.

Section 6.6 Corresponding Secretary

The Corresponding Secretary shall be responsible for writing Thank You notes behalf of the PTO and shall be responsible for providing the school with updates and information from the PTO to be included in any emails, newsletters or other communication sent out from the Principal or Principal's Secretary.

Section 6.7 Director of Communications.

The Director of Communications shall be responsible for overseeing PTO communications with parents and the community, the primary contact to the District's Office of Communications, and assists in the management of PTO's use of the District website.

Section 6.8 Bonding

If so required by the PTO, an officer shall give bond in such form and amount and with such sureties as the Executive Board may provide, for the faithful discharge of his or her duties, but the premiums and other costs for any such bond shall be borne by the PTO.

ARTICLE VII – BASIC POLICIES

Section 7.1 Corporate Seal

The PTO shall have no seal unless otherwise determined by the PTO Council.

Section 7.2 Amendments of Rules

The PTO may amend these Rules upon the vote of a majority of the PTO, provided that no such amendment shall reduce the number of the Executive Board to less than five (5) nor otherwise be inconsistent with the By-Laws or applicable law. Notice of the meeting at which such amendment is considered shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Governing Rules and shall contain a copy or summary of the proposed amendment. Said Notice shall also comply with the requirements of Section 3.5 herein.

Section 7.3 Use of Funds and Property

All funds and properties belonging the PTO shall be applied for the purposes for which this PTO is formed as specified in these Governing Rules, the PTO Council's Articles of Incorporation, and the By-Laws.

Section 7.4 Execution of Instruments

Unless otherwise stated in the finance procedures or rules adopted by the PTO Council or the District, all promissory notes and contracts to be signed by the PTO shall be signed by such agents of or Members of the Executive Board as the Executive Board may from time to time direct; provided, however, that in the absence of any such designation, promissory notes and contracts shall be signed on behalf of the PTO by a President and the Secretary.

Section 7.5 Voting Stock

Unless otherwise provided by the Executive Board, the President shall have full power and authority on behalf of the PTO to act and vote as fully as the PTO might do if present at any meeting of the shareholders of another corporation in which this PTO may hold stock.

Section 7.6 Registered Securities

Stock or other registered securities of the PTO may, if determined by the Executive Board, be issued in the name of a nominee designated by the Executive Board, or the Executive Board may establish a trust or agency account with a bank or trust company in which such stock or other securities may be held, and may delegate to the trustee or agent such investment powers as it may see fit, including specifically power and authority to make investments at the sole discretion of such trustee or agent. The Executive Board may pay any such trustee or agent such compensation as the Executive Board deems commercially reasonable.

Section 7.7 Severability

If any word, clause, or provision of these Governing Rules shall, for any reason, be determined to be invalid or ineffective, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

Section 7.8 Maintenance of Books and Records

The PTO Executive Board Members are ultimately responsible for maintaining the records relating to the operation of this PTO, including but not limited to the meeting minutes, financial information, and these governing rules and exhibits thereto.

Section 7.9 Inspection of Books and Records

The PTO shall permit recipients and beneficiaries of the PTO's services or activities (and the attorneys and agents of such individuals) to inspect the records of the PTO maintained pursuant to Section 6:9, provided the PTO shall not be required to disclose any information concerning donors, gifts, and contributions. The PTO shall permit the District and the PTO Council to inspect, without notice, the PTO's records at least to the extent permitted by law. Any recipient or beneficiary of the PTO's services or activities (and their attorneys and agents) requesting inspection of the PTO's records must (a) give the PTO written notice at least five business days prior to the desired inspection, (b) describe with reasonable particularity the purpose and the records the individual desires to inspect, and (c) demonstrate a direct connection between the purpose for inspection and the requested records. The PTO may charge a commercially reasonable fee for the cost of labor and materials necessary to comply with the request.

Section 7.10 Dues from Each School PTO

Each School PTO designating an eligible Director to serve on the PTO Council shall pay annual dues ("Dues") to the Corporation in an amount determined by the Corporation. The Corporation shall determine the Dues amount by May 31. School PTOs shall pay said Dues by October 30 of the same year.