

By-Laws of Berkshire PTO Inc.

Article 1 - Offices

The Principal office of the corporation shall be in the City of Burton, in the State of Ohio.

The corporation may also have offices at such other places within or without this state as the Board may from time to time determine or the business of the corporation may so require.

Article 2 - Purposes

The purposes for which this corporation has been organized are stated in the Certificate of Incorporation which may be amended as required.

Our objectives are to promote the welfare of children and youth in home, school and community; to encourage parent and public involvement in Berkshire Schools; to work collectively with parents, teachers and the community to develop goals which enhance and support the learning environment; with the help of school staff, parents, and other community members to work as a whole in the development of our children educationally, socially and physically.

The corporation is organized exclusively for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of net earnings of the organization shall inure to the benefit of, or be distributable to its members, Trustees, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of activities of the corporation shall be carrying on the propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The organization shall not enter into membership with other organizations. The PTO or any of its divisions may cooperate with other organizations or agencies concerned with child welfare, but a PTO representative shall make no commitments that bind the group he/she represents.

To dissolve the PTO, the issue must be presented to the members and a vote taken as to whether or not to dissolve. The issue must appear on the agenda at least two weeks prior to the date such a vote will be taken. Approval of the dissolution of the PTO shall require an affirmative vote of at least three-quarters ($\frac{3}{4}$) of the membership in attendance. Upon dissolution, the members will decide upon a project for the betterment of the school and to spend ALL remaining money. All books and records shall be turned over to the school for future use.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of this corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Basic Policies and Membership

1. Budget

A vote of the general membership is not needed when paying budgeted expenses; the officers with all agreeing, may make a single, non budgeted purchase for up to \$100 without member approval; any purchase above \$101 of a non budgeted expense requires a vote of the membership.

2. Membership

Eligibility as a general member is open to all parents, grandparents, legal guardians and staff members associated with Berkshire Schools who are willing to uphold purposes subscribed to in Article II; there is no membership fee associated with joining the organization; every member shall have the privilege of making motions and serving on committees; the Principals shall be considered as a sitting advisor and/or consultant.

Article 3 - Officers

1. Management of the Corporation

The corporation shall be managed by the Board of Officers which shall consist of at least three Officers. Each Officer shall be at least eighteen years of age. There shall be no more than one person per family, immediate or extended, holding a position as an Officer each year. All PTO Officers shall be a parent or legal guardian of a child enrolled

at Berkshire Schools. It is the duty of each Officer to familiarize him/herself with the PTO by-laws each year. The Officers shall plan all PTO activities.

2. Election and Term of Officers

Unless otherwise provided for the Certificate of Incorporation, the Board may elect or appoint a President, one or more Vice-Presidents, a Secretary, and a Treasurer, and such other Officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. Each Officer shall hold office for the term for which he/she is elected or appointed and until his/her successor has been elected or appointed and qualified, or until his/her prior resignation or removal. The Officers shall be extended voting privileges with the general membership. Each Officer has both general and specific responsibilities assigned each year by a majority vote of the Board.

3. Increase or Decrease in Number of Officers

The number of Officers may be increased or decreased by a vote of a majority of all the Officers. No decrease in number of Officers shall shorten the term of any incumbent Officer.

4. Newly Created Officer Positions and Vacancies

Newly created Officer positions resulting from an increase in the number of Officers and vacancies occurring in the Board for any reason except the removal of Officers without cause may be filled by a vote of the majority of the Officers then in office, although less than a quorum exists, unless otherwise provided in the Certificate of Incorporation. Vacancies occurring by reason of the removal of Officers without cause shall be filled by vote of the other Officers. An Officer elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.

5. Removal of Officers

Any Officer elected or appointed by the Board or members may be removed by the Board due to nonfulfillment of duties required by the Board, misconduct, theft, misrepresentation of the organization with cause by majority vote of the Board members. Any Officer removed by the Board shall not be eligible to run for a future Officer position, as long as the corporation is in place. In the event of the death, resignation or removal of an Officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President and Secretary.

6. Resignation

An Officer may resign at any time by giving written notice to the Board, the President or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective. Immediately upon retiring from office, each Officer shall deliver to their respective successors all accounts, records, papers and other property belonging to the organization.

7. Quorum of Officers

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or any specified item of business.

8. Action of the Board

Unless otherwise required by law, the vote of a majority of the Officers present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Officer present shall have one vote.

9. Place and Time of Board Meetings

The Board may hold its meeting at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

10. Meetings

A regular meeting of the Board and members shall be held at least eight (8) times per year. At least two (2) of the eight (8) meetings shall consist of an annual meeting (April) for the election of officers for the next school year and a budget meeting (May) to discuss the next school year's budget. A list of the dates of all monthly PTO meetings for each current school year shall be determined by the Officers and published in September for that year.

11. Notice of Meetings of the Board, Adjournment

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Officers and may be called by the President upon three days' notice to each Officer either personally (via text or phone call) or by email. Special meetings shall be called by the President or by the Secretary in a like manner on written request of two Officers. Notice of a meeting need not be given to any Officer who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or its commencement, lack of notice to him/her.

A majority of the Officers present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Officers who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Officers.

12. Chairman

At all meetings of the Board the President, or in his/her absence, a Chairman chosen by the Board shall preside.

13. Executive and Other Committees

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of three or more members. Each such committee shall serve at the pleasure of the Board.

Article 4 - Officer Responsibilities

1. President

The President shall be the Chief Executive Officer for the corporation: he/she shall preside at all meetings of the members and of the Board; he/she shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

2. Vice-President(s)

During the absence or disability of the President, the Vice-President, or if there are more than one, the Executive Vice-President, shall have all the powers and functions of the President. Each Vice-President shall perform such other duties as the Board shall prescribe.

3. Treasurer

The Treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank as the officers may elect. He/she shall, when duly authorized by the Board of Officers, sign and execute all contracts in the name of the corporation. He/she shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the Board of Officers, and shall be countersigned by the President if over \$1,000. He/she shall at all reasonable times exhibit the books and accounts to any Officer or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each school year, he/she shall have an audit of accounts of the corporation made by a committee appointed by the President, and shall present such audit in writing at the annual meeting of the Board, at which time he/she shall also present an annual report setting forth in full the financial conditions of the corporation.

4. Secretary

The Secretary shall keep the minutes of the Board of Officers and also the minutes of the members. He/she shall have the custody of the seal of the corporation and shall affix and attest the same documents when duly authorized by the board. He/she shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the Board of Officers may direct; he/she shall attend to such correspondence as may be assigned to them and perform all the duties incidental to the office.

Article 5 - Construction

If there be any conflict between the provisions of the Certificate of Incorporation and these by-laws, the provisions of the Certificate of Incorporation shall govern.

Article 6 - Amendments

The by-laws may be adopted, amended or repealed by the Board of Officers as needed with a majority vote by the general membership present at the general PTO meeting. Notification must be made at least 2 weeks prior to the date such a vote will be taken.

Article 7- Elections

A slate of nominees for Office shall be presented at the March meeting. The election of Officers shall be conducted at the April meeting. In order to be eligible for voting privileges at the April meeting, a member must be present at a minimum of three (3) in person meetings prior to the April meeting.

Eligible members must be in attendance, in person or virtually, to cast a vote, votes by proxy shall be accepted. If joining virtually isn't possible due to connection errors members may email their vote. Ballots shall be cast by written vote.

Article 8- Standing Committees and Coordinators

The Chair of each committee or the Coordinator shall present a plan of work to the Officers of the organization for approval. The Chair of each committee or Coordinator will collect receipts and bills for each activity and submit them to the Treasurer for reimbursement. No committee work may be undertaken without the approval of the Officers of the organization.

The foregoing by-laws were adopted by the Members and Board Officers by a majority
vote on March 14, 2023