

BYLAWS
OF
VAN NESS ELEMENTARY SCHOOL PARENT TEACHER ORGANIZATION
A Nonprofit Corporation

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ARTICLE I – GENERAL

1. Corporation Name. The name of the Corporation is Van Ness Elementary School Parent Teacher Organization (“Corporation”), a nonprofit corporation incorporated in the District of Columbia.
2. Location. The principal office of the Corporation is located in the District of Columbia or elsewhere as determined by the Board of Directors.
3. Purposes. The purposes of the Corporation are, as stated in the Articles of Incorporation:

The general purposes of this Corporation are to engage in any lawful act or activity for which corporations may be organized under the District of Columbia Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code).

The specific and primary purposes for which this Corporation is formed include, but are not limited to: (1) bringing together prospective students and their families to work with District of Columbia Public Schools, Van Ness Elementary School leadership, teachers and community partners to prepare for the reopening of Van Ness Elementary School and its ongoing operation thereafter; (2) raising and expending funds to meet the needs of the school both in anticipation of and after its opening; (3) providing support to teachers and Van Ness Elementary School leadership through fundraising, organizing and volunteering; (4) providing and supporting school and family social interactions; (5) providing a forum for families of prospective and current Van Ness Elementary School students to share information.

II. – MEMBERS

1. Eligibility for membership. Membership in the Corporation is open to any parent, guardian or adult who is the primary caregiver to a current student of Van Ness Elementary School, or staff at Van Ness Elementary School.
2. Member participation. Members do not have voting rights, but may receive information from, and participate in activities and events conducted by, the Corporation, and may serve on the Board of Directors or on committees or task forces established by the Board of Directors, if elected or appointed by the Board.

III. – BOARD OF DIRECTORS

1. Directors. The governing body of the Corporation is the Board of Directors (the “Board”), which has the authority and responsibility for governance of the Corporation. Among other duties, the Board (a) establishes Corporation policy, and (b) monitors, directs, and controls implementation of such policy. The Board may delegate certain responsibilities for management of the Corporation to a duly authorized committee when the Board is not in session, consistent with any policies established by the Board

2. Composition of the Board. The Board consists of no fewer than three (3) and no more than twelve (12) persons elected by the Board (each a “Director”). Up to 4 of these may be filled by school staff/teachers. The School positions will be selected by the school, not by the parent body. The number of slots that are school vs. parent will be determined by the board prior to the opening of nominations.

3. Term of Office. The term of service will be two years, and half the board will be up for reelection (or may retire) every other year, to ensure board continuity. There are no term limits, but anyone who has served for two years, must run again to remain on the board. Unless otherwise determined by the Board, the term of office for each Director shall be considered to begin July 1 and end June 30 of the second year in office. Directors may be elected for successive terms.

4. Board Elections. The Board will hold an annual meeting to elect new Directors and/or re-elect existing Directors whose term(s) are set to expire during that year. The Board will follow all elections procedures established in the appendix document entitled, “Elections Process,” and subsequent to these procedures the Board will vote to elect the Directors elected in the larger PTO membership election. Vacancies. If a vacancy occurs on the Board for any reason in the middle of a Director’s term, at the discretion of the Board, the position will either be filled for the unexpired portion of the term by the Board, or shall remain vacant until a successor is elected. Elections Chair: The Board may select an Elections Chair from the Board or the broader membership, to implement the election process, including development of the Appendix and the conduct of the election, and to aid in the filling of vacancies. If no such selection is made, the Board Secretary shall serve as the Elections Chair. Continuance. In the case of a national or local emergency that results in a delay of the election process for a PTO Board beyond the end of the current Board’s term, the current Board may continue to serve beyond its term until a new election can take place, for no more than 2 grading periods into the subsequent school year.

5. Meetings. The Board will meet at least annually at whatever time and place it selects, provided that reasonable notice is provided at least five (5) business days in advance of the meeting. Upon reasonable advanced notice, the

Board may also call special meetings at whatever time and place it selects. A majority of existing Directors forms a quorum and a majority of votes is required to carry a matter where a quorum is present, unless otherwise provided by these Bylaws or District of Columbia law. Proxy voting is not permitted. Meetings may be held electronically (i.e., by conference or video call) if each director can hear the others.

6. Unanimous Written Consent. The Board may take an action without a meeting if unanimous Director consent is provided in writing (either by U.S. Mail, overnight delivery, or electronic mail), and such writing describes in reasonable detail the action so taken. Such unanimous, written consent shall have the same force and effect as a unanimous vote of the Board and shall be filed with the corporate records with the minutes of Board meetings, as applicable.

7. Removal. An elected director may be removed for adequate reason by a two-thirds vote of the Board.

8. Compensation. Elected directors do not receive compensation for their services as members of the Board but may be reimbursed for reasonable and approved expenses according to an established reimbursement policy.

IV.

– OFFICERS

1. Officers. The officers of the Corporation are a President, a Vice President, Secretary, and a Treasurer (each, an “Officer”). An individual may hold more than one elected office at the same time, except that the offices of President and Treasurer shall be held by distinct individuals. Each Officer shall be a Director, unless the Board agrees otherwise.

2. Election and Term of Office. Officers are elected by the Directors each year at the annual meeting and serve for a term of two (2) years. Officers shall be elected as described in the elections appendix document referenced above. Duties. The Officers are expected to perform the following duties:

PTO President - Job Highlights

As leader of the PTO, the President: is responsible for overseeing all aspects of the PTO body, including all committees, activities, and communications; acts as chief spokesperson for PTO, and chief liaison between all components of the Van Ness community, including parents, teachers, and Principal; conducts Board and General PTO meetings and establishes agenda for all meetings with input from Board and Committee Chairpersons; with Treasurer and other PTO Executive Board members, reviews monthly budgets and financial statements of PTO body, and, in conjunction with the Principal,

Vice President, and Treasurer, manages the contracts of paraprofessional staff hired by the PTO. The President also responds to email and phone questions as needed from the parent community. Finally, the President attends bi-weekly meetings with the Principal, and weekly meetings with other Board members and serves on the LSAT unless a designee for the President is chosen. This role takes approximately 10 hours per week.

PTO Vice President- Job Highlights

The Vice President is responsible for assisting the President in all aspects of their role and performing the duties of the president if the president is absent or unable to serve; participating in executive board meetings and providing input for decisions; and serving as an ambassador for the PTO and the school.

PTO Treasurer - Job Highlights

The Treasurer is responsible for the financial affairs of the PTO, including: receiving and depositing monies due to the organization in an authorized bank account and making disbursements from those funds for authorized expenses of the organization as approved by the Board of Directors; receive and disburse monies from grants awarded to the school, including coordinating with granting agencies, and reimbursing staff members for expenses covered by awarded grants; filing all Federal and State forms and reports as required; coordinating and managing necessary insurance policies for the Board of Directors and paraprofessional staff hired by the PTO; presenting written reports at all Board of Directors meetings; and in conjunction with the Principal, President, Vice President managing contracts of paraprofessional staff hired by the PTO. Finally, the Treasurer also manages the vendor contract to pay paraprofessional staff. This role takes approximately 5 hours per week.

3. Secretary: The Secretary shall maintain all records of the Corporation, prepare or supervise the recording of minutes from meetings, work with the President to prepare meeting agendas and send meeting notices as required. If the President is absent or disabled, the Secretary shall perform all the President's duties and, when so acting, shall have all the President's powers and be subject to the same restrictions. The Secretary serves as the Elections Chair if no other person is appointed to serve in that position.

PTO Board Member - Job Highlights

Board members are expected to attend monthly meetings as well as participate in the large and small group phone calls and e-mail deliberations that occur between official meetings. Additionally, board members should volunteer to lead and support PTO committees and school initiatives such as community-building events, fundraising

campaigns, outreach, and communications to ensure that the school has the resources and support it needs to provide exceptional care, teaching and learning environments for students. Each board member represents one vote and is expected to stay up to date and informed on all matters that fall within the body's purview. This role takes approximately 5 hours per week.

4. Officers shall have such other powers and perform such duties as the Board may prescribe.

5. Vacancies. If a vacancy occurs among the Officers for any reason in the middle of an Officer's term, at the discretion of the Board, the position will either be filled for the unexpired portion of the term by the Board, or shall remain vacant until a successor is elected.

6. Removal. An Officer may be removed for any reason by a two-thirds vote of the Board.

7. Compensation. Officers do not receive compensation for their services as officers of the Corporation but may be reimbursed for reasonable and approved expenses according to an established reimbursement policy.

V.

– MISCELLANEOUS

1. Executive Committee. The President, Vice President, Secretary and Treasurer of the Corporation shall serve as the Executive Committee of the Board of Directors. The Executive Committee shall have the responsibility to conduct emergency business of the Corporation on behalf of the Board of Directors between meetings of the Board.

2. Nominating Committee. The Board may choose to establish a Nominating Committee for the purposes of identifying candidates for Board elections. If such a committee is established, the Board shall appoint a minimum of two (2) individuals, who need not be members of the Board, to serve on a Nominating Committee. The Nominating Committee shall be responsible for providing a list of potential Director candidates from which the Board will elect new Directors in accordance with these Bylaws. The Nominating Committee must provide the Board with its list of candidates at least thirty (30) days prior to the Board's annual meeting or special election.

3. Other Committees. The Board may appoint whatever other committees it deems necessary. Committees made up of one or more Directors shall be committees of the Board and may be delegated Board authority to the extent permitted by applicable law. All other committees shall be advisory committees.

4. Indemnification. Directors, Officers, and other authorized employees or agents of the Corporation may be indemnified against claims for liability arising in connection with their positions or activities on behalf of the Corporation to the full extent permitted by law.
5. Conflict of Interest. The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, affiliate, or member of a committee with board-delegated powers.
6. Rules. The Board may establish rules that are consistent with these Bylaws for the policies, procedures, and programs of the Corporation.
7. Amendment. Amendments to these Bylaws may be made by a meeting of the Board where a majority of the Directors participate and where the amendments carry at least a sixty percent (60%) vote. Notice of any proposed amendments must be provided to the Directors at least fifteen (15) days in advance of such meeting.
8. Ensuring Diverse Staff and Parent Representation on the LSAT and Board. The objective of this amendment is to establish a clear goal for all elected bodies of parents and staff (Board and LSAT) to match the diversity of our families and staff.

To try to ensure diverse representation on all elected family and staff bodies, the VNES PTO Board will:

1. Identify, using credible evidence as available and appropriate, the demographic diversity in our family and staff (race, ethnicity, gender, age, religion, LGBTQ status, language, socioeconomic status)
2. Develop and implement a plan for general outreach and communication followed by personal, welcoming, encouraging, and targeted individual outreach that matches the needs identified above (this plan should include individual outreach in numerous forms, including but not limited to, email, text, phone calls, in person conversations, room parent or other personal connections and educator or administrator connections and follow up). In addition, if the individuals contacted are unavailable please ask them to recommend someone else if possible.