

**Bylaws  
Battlefield High School  
Parent Teacher Organization**

**ARTICLE I: NAME**

The name of the organization shall be the Battlefield High School Parent/Teacher Organization, hereunto referred to as the BHS PTO. It is a local PTO organized in accordance with the Prince William County School Board's Regulation 951.01-1, the laws of the Commonwealth of Virginia, and all applicable federal regulations governing non-profit organizations under section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code.

**ARTICLE II: OBJECTIVES**

The objectives of the BHS PTO are as follows and are governed and qualified by the basic policies set forth in Article III:

- A. To serve as a forum for communication among students, parents, teachers, and administrators
- B. To assist in identifying and organizing parent volunteers to support school activities.
- C. To identify needs particular to Battlefield High School (BHS) and to provide financial support in meeting those needs when that is appropriate.
- D. To support and enhance the school community through fund raising and social events that are consistent with the philosophy and mission statements of the school.

**ARTICLE III: BASIC POLICIES**

Following are the basic policies of the organization:

- A. The BHS PTO shall be noncommercial, nonsectarian, and nonpartisan.
- B. The name of the BHS PTO or the names of any members in their official capacities shall not be used in connection with any commercial concern, with any partisan interest, or for any purpose not appropriately related to promotion of the objectives of the BHS PTO.

**ARTICLE IV: ARTICLES OF ORGANIZATION**

The BHS PTO exists as an unincorporated organization of its members. Its Articles of Organization comprise these Bylaws, which shall be amended as necessary.

**ARTICLE V: MEMBERSHIP AND DUES**

**Section 1: Membership**

- A. The membership of the BHS PTO shall be open to all parents and guardians of students who are enrolled at BHS and BHS's faculty without regard to race, color, sex, or national origin. In addition, a student's extended family members may join BHS PTO with written approval from

the student's parent or guardian or the school's staff.

- B. Every member in attendance at a BHS PTO general meeting is eligible to vote if a vote becomes necessary.
- C. BHS PTO will conduct an annual enrollment of members, but will admit eligible individuals to membership at any time upon receipt of membership application and dues, if applicable.

#### Section 2: Dues

- A. Officers shall determine annual dues prior to the opening of school each year. The set dues cover membership dues for the current school year and expire at the start of the new school year. Dues will not be pro-rated.
- B. Dues paid by members of the BHS PTO are not used to pay for membership in any other local, state or national association.

### ARTICLE VI: GOVERNING BODY

The Governing Body of the BHS PTO is composed of the Voting Officers (President, Vice President, Secretary, Treasurer, Member-at-Large), Non-voting Officers (Treasurer of the After-Grad Committee and Compliance Officer), and the Administrative Representatives (Principal and/or Assistant Principal).

- A. It shall be the goal of the Governing Body to make decisions by consensus.
- B. All volunteers, committee chairs, and committees shall be recruited or appointed by the BHS PTO Governing Body and shall be representative of a cross section of the membership.
- C. The Governing Body can create additional committees, known as Ad Hoc committees, as needed for a specific purpose and for a limited duration of time as determined by the Governing Body.

### ARTICLE VII: OFFICERS

#### Section 1: Guidelines for Officers

- A. The BHS PTO shall have the following Officers:
  - 1. Voting Officers (President, Vice President, Secretary, Treasurer, and Member at Large).
  - 2. Non-voting Officers
  - 3. Administrative Representatives
- B. Officers will assume their official duties on August 1 of the year in which they are elected.
- C. Officers shall attend each BHS PTO meeting unless notice is given to the Governing Body prior to the meeting.
- D. Officers will serve in their capacity for the school year for which they were elected. Each person elected shall hold only one Voting Officer position at a time.

- E. Officer positions for the following school year will be open to all current BHS PTO members, beginning with March nominations. Parents and guardians of student who has enrolled at BHS for the following school year may also be nominated for an Officer position.
- F. Officers will have the option to run for the next school year, for a maximum of two consecutive fully elected terms in any one position. However, any person who previously served in the Elected Governing Body may serve additional terms in the same position if required by the terms of the position or as determined by the Elected Governing Body.
- G. Resignation from an Officer position will cause the Voting Officers to vote on a replacement Officer for the remainder of the term.

### Section 2: Nomination and Election of Officers

- A. In March of each year, the Governing Body will publicize the elections and send notifications out to all current BHS PTO members and parents and guardians of students who are enrolled at BHS for the following school year soliciting nominees for the following year.
- B. All members of the BHS PTO in good standing are eligible to run for an Officer position. However, only individuals who agree to have their names put forth as a nominee will be considered. If the individual seeking to run for an Officer position is a parent or guardian, the parent or guardian must have a student enrolled at BHS in the year in which they seek to serve, and must become a member of the PTO no later than the first day of school in the year they seek to serve, in order to run for an Officer position.
- C. Election of Officers will occur at the May meeting. Officers will be elected by majority vote of those present by a written ballot, or by electronic means if the meeting is held virtually. Transition of new Officers will be in accordance with Article VII, Section 1(A) of the Bylaws above.
- D. The Governing Body will then publicize the names of those elected to the BHS PTO membership and to the school at large.
- E. In the event that an office is not filled, that position will remain open until filled. The position may be filled by either an election by the BHS PTO Membership, or the Governing Body.
- F. If an Officer position becomes vacant during the school year, the position may be filled by either an election by the BHS PTO Membership or the Governing Body.

### Section 3: Voting Officer Duties

- A. President:
  1. The President shall preside at all general meetings of BHS PTO and all meetings of the Governing Body and be recognized as the Chairperson as he/she performs the duties of the office.
  2. The President shall perform such other duties as may be prescribed in the Bylaws or assigned to him/her by the BHS PTO or by the Governing Body.

3. The President shall coordinate the work of the officers and committees of the BHS PTO to promote agreed upon objectives. In addition, the President shall be a member ex-officio of all BHS PTO committees except in the case of nominating committee.
  4. The President shall be the liaison between the Governing Body, the BHS PTO and the Administration.
- B. Vice President:
1. The Vice President shall act as an aide to the President.
  2. The Vice President shall be recognized as the Co-Chairperson as he/she performs the duties of the office.
  3. The Vice President shall also be responsible for presiding over meetings in the President's absence. In the absence or inability of the President to perform the duties of office, the Vice President shall also coordinate the activities of the committees and shall ensure that all committee plans are brought before the Governing Body for approval prior to initiation.
  4. The Vice President shall perform such other duties as may be prescribed in the Bylaws or assigned to him/her by the BHS PTO or by the Governing Body.
- C. Secretary:
1. The Secretary shall record the minutes and make available copies of all meetings of BHS PTO and of the Governing Body to the BHS PTO members.
  2. The Secretary shall prepare and post the agendas for each general meeting of BHS PTO and of the Governing Body.
  3. The Secretary shall maintain a file containing all minutes and reports submitted at each general meeting of BHS PTO and of the Governing Body.
  4. The Secretary shall create, maintain, and publish a yearly calendar of BHS PTO containing official events as determined by the Governing Body and/or Ad Hoc Committee(s).
  5. The Secretary shall maintain a current list of BHS Bobcat Supporters, committee(s) and committee(s) members.
  6. The Secretary shall maintain a current copy of the Bylaws.
  7. The Secretary shall perform such other duties as may be prescribed in the Bylaws or assigned to him/her by the BHS PTO or by the Governing Body.
- D. Treasurer:
1. The Treasurer shall have custody of all the funds of the BHS PTO and shall keep full and accurate account of receipts and expenditures.
  2. In accordance with the budget accepted by the BHS PTO, the Treasurer shall make disbursements in accordance with Article VIII, Section 2 of the Bylaws.

3. The Treasurer shall present a financial statement at every BHS PTO meeting and at other times as requested by the Governing Body.
4. The Treasurer shall be responsible for the maintenance of such books of account and records as to conform to the requirements of Article VIII, Section 1 (C) of these Bylaws.

5. The Treasurer will prepare an end-of-year financial statement, ensure that an annual IRS tax return is prepared and arrange for an annual audit to be conducted.
  6. The Treasurer shall be responsible for maintaining all necessary paperwork regarding the registration for BHS PTO's non-profit status in accordance with section 501(c)(3) of the Internal Revenue Code.
  7. The Treasurer shall perform such other duties as may be prescribed in the Bylaws or assigned to him/her by the BHS PTO or by the Governing Body.
- E. Member-at-Large:
1. The Member at Large serves on the Governing Body as a spokesperson from the parent prospective.
  2. The Member-at-Large shall also be responsible for ensuring that all rules, regulations, and laws are followed by the BHS PTO with regards to its Bylaws and non-profit status.
  3. The Member-at-Large shall perform such other duties as may be prescribed in the Bylaws or assigned to him/her by the BHS PTO or by the Governing Body.

#### Section 4: Non-voting Officer Duties

- A. Treasurer of the BHS PTO After-Grad Subcommittee:
1. The Treasurer of the After-Grad Subcommittee is a non-voting Officer.
  2. The Treasurer of the After-Grad Subcommittee shall have custody of all the funds of the After-Grad Subcommittee and shall keep full and accurate account of receipts and expenditures of the After-Grad Subcommittee.
  3. The Treasurer of the BHS After-Grad Subcommittee shall make disbursements in accordance with Article VII, Section 2 of the Bylaws.
  4. The Treasurer of the BHS After-Grad Subcommittee shall ensure that the President and Vice President of the BHS PTO co-sign any disbursement over \$100.
  5. The Treasurer of the BHS After-Grad Subcommittee shall present a financial statement at every BHS PTO Meeting and at other times as requested by the Governing Body.
  6. The Treasurer of the After-Grad Subcommittee shall be responsible for the maintenance of such books of account and records as to conform to the requirements of Article VIII, Section 1(C) of the Bylaws.
  7. The Treasurer of the After-Grad Subcommittee will prepare and end-of-year financial statement in May to the Treasurer for submission with the IRS tax return.

B. Compliance Officer

1. The Compliance Officer shall monitor all operational processes and procedures of the BHS PTO to ensure compliance with all legal requirements, ethical standards, and the Bylaws.
2. The Compliance Officer shall educate and train all Officers to ensure that they are complying with the Bylaws and are informed of any changes or updates to the Bylaws.
3. The Compliance Officer shall conduct regular assessments to determine whether the BHS PTO is compliant with the Bylaws.
4. The Compliance Officer shall maintain an update the Bylaws as determined by the Voting Officers.

C. Administrative Representative(s)

1. The Administrative Representative(s) - Principal and Assistant Principals - shall act as a representative of the views of the Administration at Battlefield High School and the Prince William County School Board
2. The Administrative Representative(s) of the School may be present at all general meetings of BHS PTO and of the Governing Body.
3. The Administrative Representative(s) shall inform the BHS PTO and the Governing Body about relevant school issues, events, awards, needs, concerns, and activities.

ARTICLE VIII: FUNDS

Section 1: Controls

BHS PTO's operating funds shall be obtained from monies collected by membership dues and other fundraising activities. The following controls will prevail:

- A. Fiscal Year: The fiscal year of the BHS PTO shall begin on July 1 and end on June 30 of the following calendar year.
- B. Signature Authority: Those persons authorized to sign checks and drafts drawn on the accounts of the BHS PTO will be the Treasurer, the President and the Vice President. There must be two authorized signatures for any check or draft expenditure of \$100 or more.

- C. Books and Records: The BHS PTO will keep permanent books of accounting records that include, but are not limited to, receipts, items of income, and disbursements of the BHS PTO funds. Funds collected for a specific project must be accounted for separately in the BHS PTO accounts ledger
- D. Fundraising: Fundraising efforts must comply with current Prince William County School Board policies and regulations, and in accordance with all federal and state laws related to non-profit organizations under Section 501 (cX3). All fundraising activities will be supervised by the BHS PTO Governing Body and carried out by the membership.

### Section 2: Disbursement of Funds

As designated in Section 1 (A) above, there shall be three authorized signatures on the checking account, (Treasurer, President and Vice President) and two signatures shall be required for the issuance of funds in excess of \$100.

- A. Budgeted Items: Payments may be made for authorized activities within the amounts established by the approved budget without further approvals by the BHS PTO or the Governing Body.
- B. Non-Budgeted Items: Commitment of funds in excess of \$100.00 for items not previously budgeted must be approved by a simple majority of the Governing Body.

### Section 3: Annual Audit

The Treasurer's accounts shall be examined by an independent auditor chosen by the Governing Body to obtain an independent review at the end of the school year. The financial records will be reviewed and/or audited each year before the newly elected treasurer assumes his/her duties no later than 31 July of each year.

### Section 4: Dispensation of Funds under Dissolution of Organization

Upon dissolution of the Organization, all remaining monies held will be turned over to Battlefield High School to use at its discretion.

## ARTICLE IX: MEETINGS

### Section 1: General Membership Meetings

Prior to the beginning of each school year, the Governing Body will determine the meeting dates and times for all general meetings for the following year. A notice of no less than 10 days prior to the meeting shall be given to the general membership. Reading and approval of both the treasurer's report and of the minutes from previous meetings shall occur at each general meeting. There is no quorum required for a vote during general membership meetings of the BHS PTO. For routine matters, a vote shall be demonstrated by a show of hands. Votes on the Bylaws or amendments to the Bylaws, adoption of a budget, or adoption of a project, shall be by a show of hands with the vote being counted and recorded in the minutes. All motions shall be passed by a simple majority vote of the members present. These meetings are to be attended by the Governing Body and are open to all general members.



## Section 2: Governing Body Meetings

Meetings of the Governing Body will be held at least once every two months during the school year.

## Section 3: Special Meetings

Special meetings may be called by any member of the Governing Body with a minimum of 5 days prior notification to the general membership.

## Section 4: Notification of Remaining General Meetings for BHS PTO

In March of each year, all BHS PTO members will be notified in writing as to the dates and times of all remaining meetings for the BHS PTO for that current school year, with information provided regarding the nomination and election of officers for the following school year.

## Section 5: Meeting Protocols

Robert's Rules of Order Revised will govern the BHS PTO and Governing Body meetings in all cases in which they are applicable. (Refer to Robert's Rules of Order Revised)

# ARTICLE X: LIMITS OF LIABILITY AND INDEMNITY

## Section 1: Liability

No person shall be liable to the BHS PTO for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a Governing Body member, BHS PTO member, or volunteer of the organization if such person 1) exercised and used the same degree of care and skill as a reasonable person would have exercised and used under the same circumstances and in the conduct of his or her own affairs, or 2) took or omitted to take such action in reliance upon advice of counsel for the organization or upon statements made or confirmation furnished by Governing Body members, members, or volunteers which he or she had reasonable grounds to believe. The foregoing shall not be exclusive of other rights and defenses to which he or she may be entitled as a matter of law.

## Section 2: Indemnity

Each Governing Body member, whether or not then in office, shall be held harmless and indemnified by the BHS PTO against all claims and liabilities and all expenses reasonably incurred or imposed upon him/her in connection with or resulting from any action, suit, or proceeding, civil or criminal, or the settlement or compromise thereof, to which he/she may be made party by reason of any action taken or omitted to be taken by him/her as a member of the BHS PTO, in good faith, if such person, in the opinion of a court or by the Governing Body 1) exercised and used same degree of care and skill as a reasonable person would have exercised and used under the circumstances in the conduct of his /her own affairs, or 2) took or omitted to take such action in reliance upon advice of counsel for the BHS PTO or upon statements made or information furnished by any members of the BHS PTO which he/she had reasonable grounds to believe.

# ARTICLE XI: AMENDMENTS

A vote for this constitution shall cause it to be in effect for the life of the Battlefield High School (BHS) PTO. Bylaws may be amended at any general meeting of the BHS PTO by a simple majority vote of the members present.

#### Article XII: DISSOLUTION

The BHS PTO may dissolve and terminate its affairs in the following manner:

- A. The BHS PTO Board shall adopt a resolution recommending that the BHS PTO be dissolved and directing that the question of such dissolution be submitted to a vote at a special meeting of members of members having voting rights. Notice of the meeting will be published to the school at large. Thirty (30) days written or printed notice shall be required to consider dissolution. The special meeting shall be held only during the academic school year.
- B. Only those persons who are confirmed members of the BHS PTO on the date of adoption of the resolution and special meeting shall be entitled to vote at the special meeting. Approval of the dissolution of the BHS PTO will require the affirmative vote of the majority of the members present at the special meeting
- C. Upon the dissolution of the Battlefield High School Parent Teacher Organization, assets will be distributed for one or more exempt purposes within the meaning of the section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed for public use to either the Federal government, or to a state or local government.
- D. A written notice of the adoption of such a resolution, shall be published in at least two common modes of communication for one week prior to the scheduled dissolution meeting.

**These bylaws are adopted this 26<sup>th</sup> of May, 2022.**

Attachment 1  
Conflict of Interest Policy

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or agreement that might benefit the private interest of an officer of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

Section 2: Definitions

- A. Interested Person. Any principal officer or member of a committee with governing body-delegated power, who has a direct or indirect financial interest, as defined below, is an interested person.
  
- B. Financial Interest. Any person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - 1. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
  - 2. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
  - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate Governing Body or committee decides that a conflict of interest exists.

Section 3: Procedures

- A. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Governing Body who are considering the proposed transaction or arrangement.
  
- B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the meeting while determination of a conflict of interest is discussed and voted upon. The remaining Governing Body or committee members shall decide whether a conflict of interest exists.

#### C. Procedures for Addressing the Conflict of Interest.

1. An interested person may make a presentation at the BHS PTO meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on the transaction or arrangement involving possible conflict of interest.
2. The Governing Body shall, if appropriate, appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Governing Body shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Governing Body shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

#### D. Violations of the Conflict of Interest Policy.

1. If the BHS PTO Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the BHS PTO Governing Body determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Section 4: Records of Proceedings

The meeting minutes of BHS PTO Board will reflect the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the BHS PTO Governing Body's decision as to whether a conflict of interest in fact existed.

#### Section 5: Annual Statements

Each member of the Governing Body shall annually sign a statement which affirms that they have received a copy of the conflict of interest policy, has read it and agrees to comply with the policy.