

**CODE OF REGULATIONS
OF
HASTINGS MIDDLE SCHOOL PARENT TEACHER ORGANIZATION**

ARTICLE 1

Name

The name of the corporation shall be Hastings Middle School Parent Teacher Organization (the "Corporation")

[NOTE: The name of the Corporation is set forth in its Articles of Incorporation. The Name may be restated in the Code of Regulations, but doing so is optional.]

ARTICLE 2

Objectives

Section 2.1. Objectives

- (a) To promote the well-being and education of Hastings Middle School (the "School") students in person and online academy.
- (b) To foster communication by and among parents, guardians, students, teachers and the District community of Upper Arlington, Ohio.
- (c) To respond, with volunteers and available funds, to the needs of the School as identified by the Corporation and School staff.
- (d) To provide a forum for all parents/guardians and School personnel (in person and online academy) to work cooperatively in identifying and discussing issues and concerns of general interest.

[NOTE: The primary purposes of the Corporation are set forth in its Articles of Incorporation. Stating additional objectives in the Code of Regulations is optional. However, the objectives set forth in the Code of Regulations cannot be in conflict with the purposes set forth in the Articles of Incorporation.]

ARTICLE 3

Policies

Section 3.1. Policies

- (a) The Corporation shall initiate programs and fund projects that are designed to achieve the above-stated objectives and shall promote cooperation among School personnel, all parents/guardians, students and the District community of Upper Arlington, Ohio.
- (b) The Corporation shall be noncommercial, nonsectarian, and nonpartisan. No commercial enterprise or candidate for public office shall be endorsed by it or given financial support.
- (c) Neither the name of the Corporation nor the names of any committee members or Board Officers shall be used in connection with commercial concerns or partisan interests (as a representative of the Hastings PTO) not appropriately related to promotion of the above-stated objectives.
- (d) The Corporation shall recognize the authority of the School administration in directing and controlling School policies and activities.
- (e) The Corporation may cooperate with other organizations and agencies affiliated with the Upper Arlington school District and provided such cooperation consistent with the above-stated objectives.

[NOTE: Inclusion of policies in the Code of Regulations is optional. The Corporation can establish any policies it desires, so long as such policies are not in conflict with the Articles of Incorporation.]

ARTICLE 4

Members

Section 4.1. Membership

- (a) Membership in the Corporation shall be open to parents and guardians of (online and in person) students of the Upper Arlington School District and the staff (online and in person) of Hastings Middle School.
- (b) Only members of the Corporation shall be eligible to hold office, introduce motions, and vote. To hold an office on the PTO Board, in addition to being a member of the Corporation, you need to be a parent or legal guardian of a current (online/ in person) Hastings student.

Section 4.2. Dues

Payment of dues shall be required for membership in the Corporation. Dues shall be established by the Corporation's Board of Directors ("Executive Board") subject to the approval of the members voting in accordance with the provisions of Article 4.

[NOTE: The Corporation is free to establish any membership criteria and dues structure it wishes in its Code of Regulations. Dues are permissible but not required.]

Section 4.3. Fiscal Year and Annual Meeting

- (a) The Corporation's fiscal year shall run from July 1 through June 30.
- (b) An annual meeting of the members of the Corporation shall be held during the month of May of each year for the purpose of electing Board Officers and for the consideration of reports to be presented at the meeting. The annual meeting of members shall be held at such time and on such date as the Executive Board may designate.
- (c) Regular meetings of the members may be held at such periodic intervals (preferably monthly) between annual meetings and at such time as the Executive Board may specify.
- (d) Special meetings of the members may be called by the President, or, in the absence, death or disability of the President, the President-Elect, a majority of the Executive Board, or by fifty percent (50%) of the members.

[NOTE: The Corporation may establish any fiscal year it wishes and may set forth any meeting schedule for member meetings it wishes in its Code of Regulations. Ohio law requires that at least the chairperson of the board and the president be permitted to call meetings of voting members. This sample Code of Regulations permits any officer to call such meetings, which is something the Corporation can change. In addition, the Corporation can reduce the percentage of members required to call special meetings of voting members from the 50 percent level set forth herein, but such percentage cannot be set in excess of 50 percent of members.]

Section 4.4. Place of Meeting

Meetings of the members may be held at any physical place or virtually as designated by the Executive Board.

Section 4.5. Notice of Meeting

- (a) Each member shall furnish the Secretary with an electronic mail address to which notices of meetings and other notices or correspondence may be addressed.

- (b) Written notice of the time and place of each meeting shall be available to each member either by publication in the School or Corporation newsletter, posted on Corporation website or electronic mail at least ten (10) days before each meeting. In the event a meeting needs to be rescheduled, the Board will attempt to give 72 hours' notice or depending on the circumstances, at the discretion of the Board.
- (c) The Secretary or President shall, upon the written request of any person or persons entitled to call a meeting of the members, deliver notice of such meeting to the members. If the Secretary or President refuses the request, the person or persons entitled to call a meeting of the members may give written notice to the members in the manner provided in this section.
- (d) Every notice of a special meeting of the members must state briefly the purpose specified by the person or persons calling such meeting.
- (e) Any member may waive notice of the time and place of any meeting (in person or virtual) of the members, either before or after the holding of the meeting.

[NOTE: The Corporation is generally free to establish in its Code of Regulations whatever procedures it wishes for getting notices of member meetings to its members.]

Section 4.6. Quorum and Manner of Action

- (a) The members present at a meeting (in person or virtually) shall constitute a quorum for the transaction of business at any meeting of the members.
- (b) The act of a majority of the members present at a meeting (in person or virtually) for which proper notice has been given shall authorize any action by the Corporation, unless a greater number is required by the Articles of Incorporation or this Code of Regulations.

[NOTE: The Corporation has discretion to establish the quorum (if any) it wishes and voting percentage required acting in its Code of Regulations.]

Section 4.7. Voting

- (a) Each member shall be entitled, in person, by proxy or online, to one vote on each matter to be voted upon by the members.
- (b) At any meeting (in person or virtual) of the members, any member who is entitled to attend and to execute consents or waivers, may be represented at such meeting, and execute such consents or waivers, and exercise any of his or her other rights, by proxy or proxies appointed by a writing signed by such person.

Section 4.8. Action Without Meeting

Any action that may be authorized or taken at a meeting (in person or virtual) of the members may be authorized or taken without a meeting in a writing via email to all of the members who would be entitled to notice of a meeting. Any such notifications and outcomes shall be filed with or entered upon the records of the Corporation.

ARTICLE 5

Board Officers

Section 5.1. Board Officers

- (a) The officers of the Corporation shall ideally consist of a president, a president-elect, a secretary, two treasurers, a fundraising director, a past president, and an ex-officio teacher representative and principal and such other officers and assistant officers as may be deemed necessary by the general membership and such officers shall be referred to as Board Officers.

[NOTE: Only four of the listed officers' duties are detailed below.]

- (b) The Treasurer can only hold one Executive Board position.

Section 5.2. Election and Term of Office

- (a) Nominations for Board Officers shall be made by the Executive Board. Prior to the time that the slate is finalized by the Executive Board pursuant to Section 5.2(c) hereof, opportunities shall be given to the general membership to submit nominations to the Executive Board, and nominations may be made by members from the floor.
- (b) Only those who have expressly consented to serve, if elected, shall be eligible for nomination either by the Executive Board or from the floor.
- (c) The Executive Board shall select a slate of at least one nominee for each office to be filled.
- (d) The slate of Board Officers finalized by the Executive Board pursuant to Section 5.2(c) hereof shall be presented virtually to the membership in the month of April by the Executive Board and shall be voted on by the General Membership at its annual meeting in May.

- (e) Nominees for the respective offices shall be elected by a majority of the members present at the May meeting.
- (f) Board Officers shall be elected to one-year terms. Each Board Officer shall hold office until a successor's term begins and the successor takes office. Board Officers shall assume their official duties at the close of the fiscal year.
- (g) No person shall serve more than two consecutive terms in the same office; however, the members may override term limitations at their discretion.

[NOTE: Each nonprofit corporation must have a president, a secretary and a treasurer. A nonprofit corporation is permitted to have a chairperson of the board, one or more vice- presidents and such other officers and assistant officers as may be deemed necessary, as set forth in the Code of Regulations. This sample Code of Regulations establishes officers and procedures for nominating and electing officers that were most common among Upper Arlington PTO's. However, the procedure for nominating and electing officers as set forth herein may be changed to suit the wishes of any particular PTO.]

Section 5.3. Resignation

- (a) Any Board Officer or assistant Board Officer may resign at any time by giving written notice to the Executive Board or to the President or Secretary.
- (b) A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of such resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 5.4. Removal

- (a) Any Board Officer may be removed, with or without cause, at any time by the affirmative vote of a majority of the members at a special meeting of the Executive Board members called for that purpose.
- (b) Any vacancy by reason of this Section may be filled by the members by a vote of the majority of their number at the same meeting.

Section 5.5. Vacancies

If a Board Officer dies or resigns, the members may fill such vacancy by the affirmative vote of a majority of the members at a regular monthly meeting and/or special meeting of the members called for that purpose.

Section 5.6. Duties of Board Officers

- (a) The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the members, unless another person is designated by the Executive Board, all meetings of the Executive Board, shall be a member ex-officio of all committees, and shall perform such other duties as may be prescribed in the Code of Regulations or assigned to the President by the Executive Board.
- (b) The President-Elect shall act as an aide to the President and shall perform duties of the President in the absence of that Board Officer. The President-Elect shall direct such activities as designated by the Executive Board. The President-Elect shall chair the committee to review the Code of Regulations and Standing Rules every three years (reviewed in March 2021) or as needed.
- (c) The Secretary shall keep an accurate record of all meetings of the Corporation and of the Executive Board and shall perform such other duties as may be delegated by the Executive Board. The Secretary shall email the minutes of the previous Executive Board meeting to all members of the Executive Board prior to the next meeting. The Secretary shall post the minutes of the previous meeting after they have been approved.
- (d) The two Treasurers will have appropriate separation of duties for the handling of incoming and outgoing funds per account standards. These duties will include but are not limited to: receive all monies of the organization; shall keep an accurate record of receipts and expenditures; and shall pay out funds only as properly authorized. All monies of the Corporation shall be deposited by the Treasurer into a federally-insured financial institution.
 - (i) The current Executive Board shall approve a proposed temporary draft budget for summer spending in May.
 - (ii) The incoming and outgoing Treasurers and Presidents will review the annual budget and update it before the beginning of each school year. The budget will be presented along with a detailed profit and loss statement for corrections, additions, and approval at the August Executive Board meeting.
 - (iii) The Treasurer(s) shall present a statement of account at every Executive Board meeting and at other times when requested by the Executive Board, and shall

make an annual report to be presented at the first Executive Board meeting in August or September of each year.

- (iv) An annual report of Corporation gifts (the “Donations to the District”) to the Hastings Middle School shall be made to UASD CFO in September and general membership in August/September through the school newsletter. [*NOTE: This report refers to the Donations to the District from the Corporation.*]
- (v) Financial records shall be made available for inspection upon request.
- (vi) The Treasurer(s) shall comply with any requests from the Treasurer of the Upper Arlington Board of Education. The Treasurer’s accounts may be examined annually by an auditing committee of not less than two members of the Corporation to confirm that the Treasurer’s report is correct. These members shall sign a statement of the fact at the end of the report.
- (vii) Update Treasurer(s) and President contact information at the Bank and any other financial institution (i.e. PayPal and QuickBooks).
- (viii) Update State of Ohio Attorney General’s Charitable Organization information each year and the State of Ohio Certificate which allows us right to operate as a nonprofit every 5 years (last completed April 2019).
- (ix) Update all tax exemption paper work, make copies and place in the Corporation mailbox in the School mailroom.
- (e) Each of the President, the Secretary and the Treasurer(s) shall have the authority jointly or severally to sign, execute and deliver in the name of the Corporation any deed, mortgage, bond, instrument, agreement or other document evidencing any transaction properly authorized by the Executive Board or membership, as applicable, except where the signing or execution thereof shall have been expressly delegated to another Board Officer or person on the Corporation's behalf.
- (f) In the absence of any Board Officer or assistant Board Officer or for any other reason which the Executive Board may deem sufficient, the Executive Board may delegate the authorities and duties of any Board Officer, or any assistant Board Officer to any other Board Officer or assistant Board Officer.
- (g) The Executive Board shall have the authority to approve up to two hundred and fifty dollars (\$250) not previously budgeted for the Corporation’s expenditures on behalf of the Corporation without a vote by the General Membership. The President shall have the authority to approve up to one hundred dollars (\$100) in expenditures not previously budgeted. The dollar amounts set forth in this Section may be changed from time to time by the affirmative vote of the membership without amending this Code of Regulations.

[NOTE: The expenditures over the approved budget would need to be voted. However, there is not requirement of the general membership to approve the budget.]

- (h) In addition to the foregoing, each Board Officer or assistant Board Officer shall perform all duties as may from time to time be delegated to each of them by this Code of Regulations or by the Executive Board or any committee of Board Officers as provided herein.

ARTICLE 6 Executive Board

Section 6.1. Composition of the Executive Board

The Board Officers of the Corporation then in office shall serve as the Corporation's Executive Board. The Executive Board shall constitute the Board of Directors for purposes of Ohio nonprofit corporation law and shall have all the same rights and duties.

[NOTE: Under Ohio law, each nonprofit corporation has a board of directors. Under this sample Code of Regulations, the officers of the Corporation serve as the Corporation's board of directors. However, the Corporation may structure its board of directors in any way it wishes, so that the board of directors can be totally separate from the officers of the Corporation. The board of directors can include both voting directors and nonvoting directors (sometimes called ex officio directors).]

Section 6.2. General Powers

The affairs of the Corporation shall be conducted and its property managed under the direction of the Executive Board, except as otherwise provided by the law of the State of Ohio, by the Articles of Incorporation or by this Code of Regulations.

Section 6.3. Bylaws

The Executive Board may adopt Bylaws to govern its own proceedings so long as the Bylaws are consistent with the laws of the State of Ohio, the Articles of Incorporation and this Code of Regulations.

Section 6.4. Meetings

- (a) An annual meeting (in person or virtually) of the Executive Board for the purpose of approving a slate of Board Officer nominees to be presented to the members and for the consideration of reports to be presented at the meeting shall be held in the month of April at such time and on such date as may be specified by the Executive Board.

- (b) Regular meetings (in person or virtually) of the Executive Board may be held monthly or at such periodic intervals between annual meetings and at such time as the Executive Board may specify.
- (c) Special meetings of the Executive Board may be called by the President or any two (2) Board Officers.

Section 6.5. Place of Meeting and Electronic Meetings

- (a) Meetings of the Executive Board may be held at any place within or without the State of Ohio as specified by the Executive Board.
- (b) Notwithstanding anything to the contrary, any meeting of the Executive Board may be held through any electronic communication pursuant to which each Board Officer is able to hear each other Board Officer participating or in any other manner permitted under the laws of the State of Ohio and such participation shall constitute attendance at such meeting.

Section 6.6. Notice of Meeting

- (a) Written notice of the time and place of each meeting of the Executive Board shall be given each Board Officer either by electronic mail at least twenty-four hours (24) before each meeting.
- (b) Any Board Officer may waive notice of the time and place of any meeting of the Executive Board, either before or after holding of the meeting.

Section 6.7. Quorum and Manner of Action

- (a) The presence of a majority of the Board Officers then in office at a meeting shall constitute a quorum for transaction of business at any meeting of the Executive Board.
- (b) In the absence of a quorum at any meeting of the Executive Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present and notice of any adjourned meeting need not be given.
- (c) The act of a majority of the Board Officers present at a meeting at which a quorum is present shall authorize any action by the Executive Board, unless a greater number is required by the Articles of Incorporation, this Code of Regulation, or the Bylaws.

Section 6.8. Action Without Meeting

Any action which may be authorized or taken at a meeting of the Executive Board may be authorized or taken without a meeting in an electronic mailing approved by all of the Board Officers who would be entitled to notice of a meeting of the Board Officers held for such purpose, and such electronic mailing communications shall be made a part of the records of this Corporation.

Section 6.9. *Ex Officio* Members

The members of the Corporation may appoint one or more persons as *ex officio* members of the Executive Board, which *ex officio* member or members shall be entitled to notice, to be present in person, to present matters for consideration and to take part in consideration of any business by the Executive Board at any meeting of the Executive Board, but which *ex officio* member or members shall not be counted for purposes of a quorum nor for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction of business by the Executive Board.

ARTICLE 7

Committees

Section 7.1. Committees of Board

- (a) The Executive Board may, by resolution, create a committee of the Executive Board, to consist of one or more Board Officers, and may authorize the delegation to any such committee any of the authority of the Executive Board.
- (b) The designation of such committees and the delegation thereto of such authority shall not operate to relieve the Executive Board, or any individual Board Officer of any responsibility imposed by law.
- (c) Each committee shall serve at the pleasure of the Executive Board, shall act only in the intervals between meetings of the Executive Board, and shall be subject to the control and direction of the Executive Board.
- (d) The President shall serve as an *ex officio* member to all committees.

Section 7.2. Alternate and *Ex Officio* Members

- (a) The Executive Board may appoint one or more Board Officers as alternate members of any committee, which alternate member or members may take the place of any absent member or members at any meeting of such committee.
- (b) The Executive Board may appoint one or more persons (including persons who are not Board Officers) as *ex officio* members of any committee, which *ex officio* member or members shall be entitled to notice, to be present in person, to present matters for consideration and to take part in consideration of any business by the committee at any meeting of the committee, but which *ex officio* member or members shall not be counted for purposes of a quorum nor for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction of business by such committee.

Section 7.3. Authority and Manner of Acting

- (a) Unless otherwise provided in this Code or ordered by the Executive Board, any such committee shall act by a majority of its members at a meeting or by a writing or writings signed by all of its members who would be entitled to vote at such meeting.
- (b) Meetings of any particular committee may be held in person or virtual or through any communications if all persons participating can hear each other. Participation in a meeting pursuant to this division constitutes presence at the meeting.
- (c) An act or authorization of an act by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Executive Board.

ARTICLE 8

Indemnification and Insurance

Section 8.1. Indemnification

The Corporation shall provide indemnification to the fullest extent permitted under Ohio law.

Section 8.2. Insurance

The Corporation may purchase and maintain insurance, or furnish similar protection, to the fullest extent permitted under Ohio law. The Corporation maintains insurance through its parent organization the Upper Arlington High School PTO.

ARTICLE 9

Amendment

Section 9.1. Amendment

- (a) This Code of Regulations may be amended from time to time by the members of the Corporation by an affirmative vote of the majority of the members.
- (b) The Executive Board and members shall review of this Code of Regulations, by-laws and any other governing documents for the Corporation every three (3) years (March 2021) during the annual General membership meeting in May.

ARTICLE 10

Standing Rules

Section 10.1. Standing Rules

In order to comply with specific provisions of this Code of Regulations, the Executive Board may establish Standing Rules. Standing Rules may be changed by a majority vote of the Executive Board.

[NOTE: Standing Rules were added to address working guidelines that established a planned focus of activities organized by a large number of volunteers.]