

# **BYLAWS OF THE PAUL J. OLSON ELEMENTARY PARENT TEACHER ORGANIZATION, INC.**

## **ARTICLE I: General**

**Section 1. Name.** The name of the organization shall be the Paul J. Olson Elementary Parent Teacher Organization, Inc, hereafter referred to as the "Olson PTO".

**Section 2. Purposes and Objectives of the Corporation.** The Corporation shall be completely independent of any other parent teacher group, and its purposes are set forth in its Articles of Incorporation. These Bylaws specify various matters affecting the operations and governance of the Corporation.

The objectives of the Corporation are:

A) To promote the welfare, growth and education of children in Paul J. Olson Elementary School, a Madison Public School, located in Verona, Wisconsin ("Olson School").

B) To promote the appropriate care and protection of the children coming to, during, and going from Olson School.

C) To encourage a cooperative relationship between parents and teachers so there may be effective and intelligent training of children attending Olson School.

D) To develop and foster an excellent working relationship and channel of communication with educators, Olson School, families, and the community at large (business, civic, and residential) in order to obtain support and assistance for the physical, mental and social education of each student at Olson School.

E) To assist in developing and preserving the Olson School building, playground and property as a community asset to serve the needs of the Olson student, staff and surrounding community.

**Section 3. Policies.** The objectives of the Corporation are promoted in cooperation with Olson School administration, through educational programs directed toward parents, teachers and the community; are developed through committees, projects, conferences and programs; and are governed by the following basic policies:

A) The Corporation shall be noncommercial, nonsectarian and nonpartisan.

B) The name of the Corporation or names of any members in their official capacities shall not be used in connection with any commercial concerns or partisan interest or for any purpose not appropriately related to the promotion of the objectives stated in this Article I.

C) The Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

D) The Corporation shall cooperate with schools to support the improvements of education in ways that will not interfere with the administration of Olson School.

E) The Corporation may cooperate with other organizations and agencies concerned with child welfare, but persons representing the Corporation in such matters shall make no binding commitments for the Corporation.

## **ARTICLE II: Members**

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**Section 1. Status.** Every parent or legal guardian of an Olson School student and every member of the Olson School staff is by virtue thereof a member of the Corporation.

**Section 2. Donations by Members.** Any amounts donated by the members of the Corporation shall be used to support the programs, objectives and basic policies of the Corporation.

**Section 3. Rights.** Any member is eligible to serve in any of the elective or appointive positions of the Corporation, and to attend and participate in its business meetings, but members shall have only the voting rights specified in Article II, Section 4.

**Section 4. Voting Rights of Members.** Members shall be entitled to vote as follows:

A) The election of Directors of the Corporation, at the annual meeting of the members;

B) Approval of a program budget for the following fiscal year of the Corporation, at the annual meeting of the members;

C) Approval of any proposed material amendments to a previously -approved program budget, at a special meeting of the members called for such purpose;

D) The removal of Directors of the Corporation, at a special meeting of the members called for such purpose; and

E) Consolidation, merger, or dissolution of the Corporation, and any other matters for which a vote of members is required by the Wisconsin Non-stock Corporation Law (Chapter 181 or the Wisconsin Statutes), at the annual meeting or any special meeting of the members called for such purpose.

**Section 5. Method of Voting, No Proxies.** Each member may vote only in person and not by proxy, at annual and special meetings of members of the Corporation.

**Section 6. Meeting of Members.**

A) Annual Meeting. An annual meeting of the members shall be held during the months of April, May or June of each year. Failure to hold an annual meeting shall not affect the validity of any corporate action.

B) Special Meetings. Special meetings of the members may be called by the President(s) of the Corporation, by majority vote of the Board of Directors (BOD), by the written request of at least fifty (50) members, or by such other officers or such other proportion of the members as may be provided in the Articles of Incorporation of the Corporation or these Bylaws.

**Section 7. Place of Meetings.** Meetings of the members may be held at any place within the city of Madison or Verona, Wisconsin, but preferably at Olson School.

**Section 8. Notices.** Notice of any meeting of the members of the Corporation, in each case specifying the place, date and time of the meeting, and in the case of a special meeting, the purpose or purposes for which it is called, shall be given to each member by delivering notice by any reasonably effective means, orally or in writing, not more than sixty (60) days and not less than seven (7) days or, if notice is mailed by other than first class or registered mail, thirty (30) days, before the meeting date, unless a different time shall be prescribed for a particular action by Chapter 181 of the Wisconsin Statutes.

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**Section 9. Waiver of Notice.** Action taken at any meeting of the members of the Corporation is valid if a quorum is present despite the failure to give proper notice, if a written waiver of notice of the meeting is signed by the members who did not receive proper notice.

**Section 10. Quorum; Action.** Nineteen (19) members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members present at a duly held meeting at which a quorum is present shall be the act or decision of the members, unless the Articles of Incorporation of the Corporation, these Bylaws or the provisions of Chapter 181 of the Wisconsin Statutes require a greater proportion.

**Section 11. Adjournment.** Any meeting of the members, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members present. Notice of the time and place for reconvening the adjourned meeting need not be given to absent members if the time and place are fixed at the meeting adjourned. At any such reconvening of the adjourned meeting, if a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

**Section 12. Organization.** The President or co-Presidents of the Corporation, or in the absence of the President, a member of the BOD, shall act as chairperson at every meeting of the members. The Secretary of the Corporation, or in the absence of the Secretary, any person appointed by the acting chairperson of the meeting, shall act as secretary of the meeting.

### **ARTICLE III: Board of Directors**

**Section 1. Powers.** Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the provisions of Chapter 181 of the Wisconsin Statutes, the affairs of the Corporation shall be managed by its Board of Directors (BOD).

**Section 2. Number; Selection; Term.** For each fiscal year of the Corporation, the BOD shall consist of a President (or Co-Presidents), a Vice President (or Co-Vice Presidents), a Secretary, a Treasurer, a District Liaison and a Fundraising Coordinator or Co-Coordinators. The BOD shall further consist of Board Members at Large who will have voting rights, attend BOD meetings, and serve on at least one committee each fiscal year.

Any two offices may not be held by the same person unless in the case of an emergency vacancy or unexpected resignation. In addition, the Principal of Olson School and a teacher representative selected from and by the Olson School teaching staff will reside on the BOD.

The BOD of the Corporation shall be elected annually by the members at the annual meeting of members, and shall assume their duties at the beginning of the fiscal year following their election (July 1). Each retiring director shall promptly deliver to his or her successor all books, records, or other files and property of the Corporation in his or her possession, except that the Treasurer shall transfer the official records and materials of that office only after the close of the Corporation's fiscal year. Each director shall hold office until such officer's successor shall have been duly elected, or until such officer's death, resignation or removal. No director shall be eligible for re-election to the same office for more than three (3) consecutive terms.

**Section 3. Nomination Procedure.** Nominations should be made to the BOD prior to the annual / voting meeting in May. A slate of persons running for offices shall be presented at the voting meeting, at which time additional nominations may be received from the floor. If all slated to run for office have accepted the nomination, then the elections shall proceed by written ballot.

**Section 4. Election Procedure and Qualification.** At the annual / voting meeting in May, the election for each office shall be conducted by a paper vote which will then be evaluated by the Principal of Olson School and two other members. Election to office requires a majority vote of the members present and voting. Election to office shall simultaneously constitute election to the BOD.

**Section 5. Resignation.** A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the BOD of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation.

**Section 6. Removal.** Any Director may be removed from office in accordance with the provisions of Chapter 181 of the Wisconsin Statutes. Any Director removed from office by a vote of the members is no longer eligible to be an officer of the Corporation, as provided in Article IV, Section 4.

**Section 7. Vacancies.** A vacancy or vacancies on the BOD occurring for any reason, including an increase in the authorized number of Directors, may be filled by a majority of the Directors then in office, even though less than a quorum. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill. A vacancy can be filled by election at the next regular meeting of the corporation, consistent with the procedures established herein.

#### **Section 8. Meetings of the BOD.**

A) Annual Meeting. A regular annual meeting of the BOD shall be held each year in August or September at such time and place as may be designated by the President or Co-Presidents of the Corporation, for the purposes of planning new parent orientation, the adoption of a meeting schedule, and the transaction of such other business as may properly come before the meeting. If through oversight or otherwise, the annual meeting of the Directors in any year is not held during the months specified above, the meeting may be held at a later date, and business transacted at the meeting shall be as valid and effective as if transacted at an annual meeting held in the months specified above.

B) Other Regular Meetings. The BOD shall schedule no less than four (4) regular meetings to be held during the school year at such regularly recurring time and place as the BOD may designate.

C) Special Meetings. Special meetings of the BOD for any purpose or purposes shall be held whenever called by one of the Co-Presidents of the Corporation or if one of the Co-Presidents is absent, unable, or refuses to act by any Vice President, or by a majority of Directors.

**Section 9. Notices.** Except for regular meetings described in Article III, Section 7 (B), notice shall be given to each Director of any meeting of the BOD, specifying the place, date and time at least three (3) days before the meeting date. Neither the business to be transacted at, nor the purpose of any meeting of the BOD need be specified in the notice of the meeting.

**Section 10. Waiver of Notice.** Action taken at a meeting of the BOD is valid if a quorum is present, despite the failure to give proper notice of the meeting, if a written waiver of notice of the meeting is signed by (a) each Director not present at the meeting and (b) each Director who attended but who objected because the meeting was not properly noticed.

**Section 11. Action Without Meeting.** Any action that may be taken at a meeting of the BOD may be taken without a meeting if all the Directors consent in writing to such action.

**Section 12. Quorum; Action of Directors.** A majority of the number of Directors then in offices shall constitute a quorum for the transaction of business. The act of a majority of the Directors

present at the meeting at which a quorum is present is the act of the BOD, unless the act of a greater proportion is required by law, the Articles of Incorporation of the Corporation, these Bylaws or the provisions of Chapter 181 of the Wisconsin Statutes.

**Section 13. Adjournment.** Any meeting of the BOD, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Directors present and may be reconvened to conduct any business when a quorum is present.

**Section 14. Organization.** A President or Co-Presidents of the Corporation, or in their absence, a chairperson chosen by a majority of the Directors present, shall act as the chairperson at every meeting of the BOD. The Secretary of the Corporation, or in the absence of the Secretary, any person appointed by the chairperson of the meeting, shall act as secretary of the meeting.

**Section 15. Meetings by Electronic Means of Communication.** Directors may participate in any regular or special meeting by any means of communication by which either (1) all participating Directors may simultaneously hear each other during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. If a meeting is conducted through the use of one of the foregoing means, all participating Directors must be informed that a meeting is taking place at which official business may be transacted. A Director participating in such a meeting is deemed to be present in person at the meeting.

**Section 16. Committees.** The BOD may create such special committees as it may deem necessary or as may be directed by the corporation. Committee chairpersons and committee members shall be appointed to a term of one (1) year or until the selection of a successor. Only current members of the corporation shall serve as a member of a standing or special committee.

A) Audit Committee. Each year, not less than two (2) weeks before the end of the Corporation's fiscal year, the BOD shall appoint three (3) or more Directors and one person who is not a Director to serve as the Audit Committee. The Audit Committee shall review for completeness and accuracy the financial records of the Corporation and the accounts and Annual Report of the Treasurer, and shall prepare a written report to the BOD as to whether the records, accounts and reports are in good order. A copy of the Audit Committee report shall be filed with the Annual Report of the Treasurer.

B) Advisory Committees. The BOD may authorize and create Advisory Committees and appoint or remove their members (who need not be members of the BOD). Advisory Committees shall consider assigned matters, make reports to the Co-Presidents and / or BOD, and subject to the limitations set forth below, carry out the programs of the Corporation. The designation of such Committees, and the members thereof, shall be recorded in the minutes of the BOD. The chairperson(s) of each Advisory Committee shall secure prior approval of the BOD for all project plans and expenditures, and shall maintain a file of activities, and prepare and submit to the BOD an Annual Report and list of recommendations for the guidance of any successor committee.

C) Newsletter/Website Committee. The Newsletter/Website Committee shall consist of the Newsletter Editor, Website Coordinator and other members. The Newsletter Editor shall be responsible for collecting information for the school newsletter (Otter Splash) which the principal of Olson School deems appropriate, setting print deadlines as well as the newsletter's final content and design. The Website Coordinator will be responsible for creating and maintaining the Olson PTO website content and design.

## **ARTICLE IV**

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#### **ARTICLE IV: Duties of the Board of Directors**

A) President or Co-Presidents. The President(s) shall be the chief executive officer(s) of the Corporation and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the BOD. The President(s) may sign and execute, in the name of the Corporation, any contract or document specifically authorized by the BOD. The President(s) shall preside at all meetings of the members and of the BOD and shall be a member(s) ex officio of all committees. The President(s) shall see that all notices are given in accordance with the provisions of these Bylaws or as required by law. In the event that there are Co-Presidents, each shall have the authority of a President and the Co-Presidents shall allocate their duties and responsibilities between themselves. In the event that the Co-Presidents cannot agree on such allocation, then the BOD shall allocate such duties and responsibilities between them.

B) Vice-Presidents or Co Vice-Presidents. The Vice-President(s) shall assist the President(s) and carry out the President(s)' duties in his or her absence or inability to serve. He/She shall also perform any other appropriate duties as requested by the President(s). The Vice-President(s) shall be nominated to the office of President at the end of his/her term, if said Vice President(s) chooses to be nominated. Persons fulfilling this role should have a desire to pursue the PTO presidency in upcoming years.

C) Volunteer Coordinator or Co-Coordinators. The Volunteer Coordinator(s) have the primary responsibility for Program Coordination as well as the recruitment of volunteers and chairpersons for the various Committees as designated by the BOD, as well as coordinating the activities and resources of those Committees. The Volunteer Coordinator(s) shall report as needed to the Board and full PTO the status of the Committees, present requests for funding or other resources, and any other information deemed relevant for those Committees. The Volunteer Coordinator(s) will update and maintain the PTO flowchart of the various committees, assist the committees in getting started, and will act as the liaison to the BOD for all committees. The Volunteer Coordinator(s) will also perform any other duties as requested by the President(s).

D) Social Events Coordinator or Co-Coordinators. The Social Events Coordinator(s) shall be responsible for planning and coordinating PTO-sponsored school-wide events during the school year. The Social Coordinator(s) will plan and coordinate Teacher and Staff Appreciation events and recruit volunteers as needed. The Social Events Coordinator(s) will also perform any other duties as requested by the President(s).

E) Secretary. The Secretary shall certify and keep at the principal office of the Corporation the original and a current copy of its Articles of Incorporation and Bylaws. The Secretary will also record and keep a book of minutes of all meetings of the members of the Corporation and BOD, and make them available to members and Directors at subsequent meetings upon request. In addition, the Secretary will see that the books, Annual Reports, statements and all other documents and records (other than the financial books and records) required by law are properly kept and filed and exhibit for inspection upon request. The Secretary shall be responsible for all PTO notices and general correspondence.

F) Treasurer. The Treasurer shall be responsible for and have custody of, all funds of the Corporation, and deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected by the BOD. The Treasurer will also keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts and disbursements and exhibit for inspection the relevant financial books and records of the Corporation to the Audit Committee / Independent Auditor, and upon request, to any member for any proper purpose at any reasonable time. The Treasurer shall also prepare interim financial statements of the Corporation for the BOD at each of its meetings, and

upon request, render a full financial report at the annual meeting of the members. In addition, the Treasurer will receive, and give receipt for, moneys due and payable to the Corporation and prepare a proposed annual budget for the Corporation and submit it to the BOD for approval and for adoption by the members at the annual meeting of its members. Lastly, the Treasurer, in general will perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the BOD.

G) District Liaison. The District Liaison shall be responsible for attending any School Board or School District meetings which the Board determines might bear on issues important to the Corporation and / or Olson School. The District Liaison shall represent the Board at these meetings when necessary, and shall collect and relay to the Board and full corporation all information learned at these meetings. In addition the District Liaison shall maintain personal, mail and / or e-mail contact with members of the School Board and School District as needed. He / she shall also perform any other duties as requested by the President(s).

H) Fundraising Coordinator or Co-Coordiators. The Fundraising Coordinator(s) have the primary responsibility for coordinating and overseeing the appropriate Committees for fund raising events for the PTO. Such events may include Direct Donations, Box Top collections as well as other efforts the BOD deem to be appropriate for the raising of funds to support Olson School and PTO sponsored functions. The Fundraising Coordinator(s) shall report as needed to the Board and full PTO the status of the Committees, present opportunities and results of funding programs, and any other information deemed relevant for those Committees. He / She shall also perform any other appropriate duties as requested by the President(s).

I) Immediate Past President(s). The immediate past president(s) will serve as an advisor to the Board for a duration no longer than one year immediately following his / her term. The immediate past president(s) will be responsible for attending any meetings which the current BOD deems appropriate.

J) Faculty Representatives. There shall be one Faculty Representative Member of the Board. The Teacher Representative will act as advisor and liaison between school staff and the Corporation / Board. This position is voluntary and/or may be assigned by the school principal; this is not an elected position.

K) The Principal. The Olson School Principal retains final approval or veto power of any function, if said function will interfere with procedures, policy and / or the best interest of Olson School.

## **ARTICLE V: Bank Accounts; Checks and Drafts; Loans**

**Section 1. Execution of Instruments.** The BOD may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, no officer shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

**Section 2. Bank Accounts.** The BOD from time to time may authorize the opening and keeping of general and / or special bank accounts with such banks, trust companies or other depositories as may be selected by the BOD or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the BOD. The BOD may make such rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as the Board of Directors may deem expedient.

**Section 3. Checks and Drafts.** All checks, drafts or other orders for the payment of money, and notes or other evidence of indebtedness issued in the name of the Corporation, may be signed only by such officer or officers of the Corporation as shall be authorized from time to time by resolution of the BOD.

**Section 4. Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless specifically authorized by a resolution of the BOD. No loans may be made to any officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the President(s) or, in the case of such advances to the President(s), as determined by the BOD.

## **ARTICLE VI: Miscellaneous**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall begin on July 1 and end on the following June 30.

**Section 2. Corporate Seal.** The Corporation shall have no seal.

**Section 3. Dissolution and Liquidation.** The Corporation may be dissolved upon the adoption of a plan to dissolve in any manner authorized by the Wisconsin Statutes at the time of such adoption. Upon any dissolution of the Corporation, no liquidating or other dividends or distribution of property owned by the Corporation shall be declared or paid to any private individual, and the assets of the Corporation shall be distributed as follows:

A) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore; and

B) All remaining assets shall be distributed directly to one or more organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or otherwise for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, either exclusively for those purposes or to organizations organized and operated exclusively for those purposes.

## **ARTICLE VII: Indemnification**

**Section 1. Mandatory Indemnification.** The Corporation shall, to the fullest extent permitted or required by Chapter 181 of the Wisconsin Statutes, indemnify each Director and Officer against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because he or she is a Director or Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, resolution of the BOD, vote of the members, the Statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against Liability and advancement of Expenses under this Section 1 by the purchase of insurance on behalf of any one or more of such person or persons under this Section 1. The term "Statute" as used in this Article VII, shall mean Sections 181.0871 through 181.0889 of the Wisconsin Non-stock Corporation Law and all amendments thereto which permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article VII and not

otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Wisconsin Non-stock Corporation Law.

**Section 2. Limited Liability of Volunteers.** Each individual who provides services to or on behalf of the Corporation without compensation, including service as a Director or Officer of the Corporation (a "Volunteer"), shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0670 of the Wisconsin Non-stock Corporation Law or any similar successor provision thereto. For purposes of this Section 2, it shall be conclusively presumed that any Volunteer who is licensed, registered, certified, permitted or approved under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, registration, certificate, permit or approval, unless otherwise expressly indicated to the Corporation in writing.

#### **ARTICLE VIII: Amendment and Distribution**

**Section 1. Amendment.** These Bylaws may only be amended at a meeting of the members at which a quorum is present by a majority of the votes entitled to be cast at such meeting.

**Section 2. Distribution.** A copy of these Bylaws shall be furnished to each officer, the Principal of Olson School, and each Committee Chairperson. A copy shall be kept in the Olson School office and LMC, and in the official records of the Corporation

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These Bylaws were adopted by the Paul J. Olson Elementary Parent Teacher Organization (PTO) by a majority vote during a General meeting properly called on the 12th of April 2011 and shall take effect immediately.