

**BYLAWS OF**  
**BENNINGTON ELEMENTARY PARENT TEACHER**  
**ORGANIZATION, INC.**

**Article I**  
**Plan of Operation**

Section 1. **Name and Location.** The name of the corporation is Bennington Elementary Parent Teacher Organization, Inc. (hereinafter referred to as the “PTO”). The initial office of the PTO shall be located at 11620 North 156<sup>th</sup> Street, Bennington, NE 68007, but meetings of members and directors may be held at such places within Douglas County, Nebraska as may be designated by the Board of Directors.

Section 2. **Application.** All present and future members of the PTO are subject to these Bylaws and rules and regulations pertaining to the use and operation thereof. The payment of PTO dues and membership in the PTO shall constitute an acceptance of and agreement to comply with the provisions of these Bylaws.

Section 3. **Purpose.** The PTO is organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue, or the corresponding section of any future federal tax code. Further, the purpose of this organization is to strengthen, enhance and encourage the educational and social environment of the Bennington Elementary School located in Bennington, Nebraska.

**Article II**  
**Definitions**

Section 1. **PTO.** “PTO” shall mean and refer to Bennington Elementary Parent Teacher Organization, Inc., not for profit corporation, its successors and assigns.

Section 2. **Members.** “Member” shall mean and refer to the following:

- a) Parents/guardians of students enrolled in Bennington Elementary School who join the PTO by tendering dues and maintain membership in good standing; and
- b) Teachers, administrators and/or staff of the Bennington Elementary School who are employed and in good-standing and who join the PTO by tendering dues and maintain membership in good standing.

Section 3. **Voting Members.** “Voting Members” shall mean those individuals, families or guardians who have one or more children enrolled at Bennington Elementary School and who have joined the PTO; and those teachers, administrators and staff of Bennington Elementary School who have joined the PTO.

Section 4. **BES.** “BES” shall mean the Bennington Elementary School located in Bennington, Nebraska.

### **Article III Board of Directors**

Section 1. **Initial Number and Qualification.** The initial Board of Directors shall consist of those individuals designated in the initial First Meeting of the Corporation. Such Directors and their successors elected in accordance with Section 4 of this Article shall serve until their successors are duly elected and qualified.

Section 2. **Number and Qualification After Annual Election.** After the first election, to be held in December 2009, as determined by the Board of Directors, the Board of Directors shall be composed of not fewer than seven (7) Directors. Members may serve on the Board of Directors or may elect such other individuals as the Members may deem appropriate and reasonable.

Section 3. **Powers and Duties.** The Board of Directors shall have the powers conferred upon not for profit corporations by the Nebraska Nonprofit Corporation Act, and all powers and duties necessary and appropriate to accomplish the Purposes and administer the affairs of the PTO. The powers and duties to be exercised by the Board of Directors, and upon authorization of the Board of Directors by the Officers, shall include but shall not be limited to, the following:

- a) The expenditure, commitment and payment of PTO funds to accomplish the purposes of the PTO including, but not limited to, purchase of insurance against property damage and casualty, and purchase of liability insurance coverages for the PTO, the Board of Directors of the PTO and the Members.
- b) The exercise of all of the powers and privileges and performance of all of the duties and obligations of the PTO as set forth in the Articles of Incorporation, as the same may be amended from time to time.
- c) The deposit, investment and reinvestment of PTO funds in bank accounts, securities, money market funds or accounts, mutual funds, pooled funds, certificates of deposit or the like.
- d) The employment of professionals and consultants to advise and assist the Officers and Board of Directors in the performance of their duties and responsibilities for the PTO.
- e) General administration and management of the PTO, and execution of such documents and doing and performance of such acts as may be necessary or appropriate to accomplish such administration and management.

- f) The doing and performing of such acts, and the execution of such instruments and documents, as may be necessary or appropriate to accomplish the purposes of the PTO.
- g) The responsibility for reporting its actions to the membership through appropriate means. These reports may include discussions at regular meetings as well as special meetings that the Board of Directors may initiate when necessary. Other appropriate means of communication are the web site, the weekly school newsletter, as well as other electronic communications and/or local media.
- h) The directing and oversight of all activities, fund-raising, events, meetings, projects and such other activities as may be deemed appropriate and approved by the Board of Directors.
- i) The administration of all meetings of the Board of Directors in accordance with Roberts Rules of Order or such other process or rules as otherwise determined by the Board of Directors.

Section 4. **Election and Term of Office.** The Board of Directors shall serve for a period of two (2) years. Commencing with the first annual meeting of the PTO, the Members entitled to vote shall elect four of the total number of Directors for a term of six (6) months, and three (3) Directors for a term of one and one-half (1 ½) years; and at each annual election thereafter, the members entitled to vote shall elect Directors to replace the total number of Directors whose terms are then expiring (four (4) Directors on each subsequent even year and three (3) Directors on each subsequent odd year). Terms thereafter shall be for a period of two (2) years. A minimum of two (2) of the Directors shall be a teacher, administrator or staff member of the BES, and at least one (1) of the Directors elected at each annual meeting shall be a teacher, administrator or staff member of the BES. Likewise, a minimum of two (2) of the Directors shall be a parent or guardian, and at least one (1) of the Directors elected at each annual meeting shall be a parent or guardian. There shall be no limit to the number of terms that any Director may serve.

Section 5. **Removal of Board of Directors.** At any regular or special meeting of Members, any one or more of the Directors may be removed with or without cause by twenty percent (20.0%) of the Members entitled to vote and a successor may then and there or thereafter be elected to fill the vacancy thus created by the Members. Any member of the Board of Directors whose removal has been proposed by the Voting Members shall be given an opportunity to be heard at the meeting. A Director who has two (2) or more unexcused absences from meetings of the Board of Directors shall be removed from the Board. A new Director shall be appointed to serve out the remaining tenure of the removed Director, and said new Director shall be appointed by a majority of the Board Directors.

Section 6. **Vacancies.** Vacancies in the Board of Directors caused by any reason other than the removal by a vote of the Members entitled to vote, shall be filled by a vote of a majority of the remaining Directors at a special meeting held for that purpose, even though the Directors present at such meeting may constitute less than a quorum. Each person so elected shall be a

Director for the remainder of the term of the Director so removed and until a successor shall be elected at an annual meeting of the Members.

Section 7. **Annual Meeting.** The annual meeting of the Board of Directors shall be held within ten (10) days following the annual meeting of the Members, at such time and place as shall be fixed by the members at the meeting. No notice shall be necessary to the newly elected Board of Directors in order legally to constitute such meeting, providing a majority of the whole Board of Directors, shall be present at such meeting.

Section 8. **Regular Meetings.** Regular meetings of the Board of directors may be held at such time and place as shall be determined from time to time by a majority of the Directors, but at least six such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, by mail or electronic mail, at least three (3) business days prior to the day named for such meeting.

Section 9. **Special Meetings.** Special meetings of the Board of Directors may be called by the President on three (3) business days' notice to each Director, given by mail or electronic mail, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors may likewise be called on like notice on the written request of at least three (3) Directors.

Section 10. **Waiver of Notice and Consents in Lieu of Meetings.** Any Director may, at any time, waive notice of any meeting of the Board of Directors in writing, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall constitute a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. Business may be transacted and approved by the Board of Directors in the form of a written consent in lieu of a regular or special meeting provided all of the Directors shall have executed such written consent.

Section 11. **Quorum of Board of Directors.** At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. If at any meeting of the Board, there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. At any such subsequent meeting at which a quorum is present, any business which might have been transacted at the meeting originally called, may be transacted without further notice.

Section 12. **Fidelity Bonds.** The Board of Directors may obtain fidelity bonds for all officers and employees of the PTO handling or responsible for PTO funds. The premiums for such bonds shall constitute a common expense of the PTO.

Section 13. **Compensation.** No Director shall receive any compensation for acting as such; provided, however, the Directors may be reimbursed for any reasonable expenses or services incurred on behalf of the PTO at the direction of the Board.

Section 14. **Liability of the Board of Directors.** The Directors shall not be liable to the Members for any mistake of judgment, or otherwise, except for their own individual willful misconduct. The PTO shall, to the extent permitted by the Nebraska Nonprofit Corporation Act, as amended from time to time, indemnify and reimburse all persons whom it may indemnify and reimburse pursuant thereto. Notwithstanding the foregoing, the indemnification provided for in this Section shall not be deemed exclusive of any other rights to which those entitled to receive indemnification or reimbursement hereunder by be entitled under any Bylaw of this PTO, agreement, vote or consent of Members or disinterested Directors or otherwise. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of the PTO. It is also intended that the liability of any Member arising out of any contract made by the Board of Directors or out of the indemnity in favor of the Directors shall be limited to a proportion of the total liability thereunder, which proportion shall be equivalent to the proportional rate based on total PTO membership. Agreements made by the Board of Directors or by the managing agent or by the manager on behalf of the PTO may provide that the Directors or the managing agent, or the manager, as the case may be, are acting only as agents for the Members and shall have no personal liability thereunder (except as Members), and that each Member's liability thereunder shall be limited to a proportion of the total liability thereunder, which proportion shall be equivalent to the proportional rate of the total PTO membership.

Section 15. **Conflict of Interest.** Whenever a Director has a financial or personal interest in any matter coming before the Board of Directors, the conflicted Director shall:

- a) fully disclose the nature of the financial or personal interest; and,
- b) withdraw from the discussion, lobbying, and voting on the conflicted matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the PTO to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval by the Board of Directors.

Section 16. **Dues.** The Board of Directors on an annual basis shall determine the amount of dues to be charged to each family, guardian or individual to be a member of the PTO. Dues may be waived by the Board of Directors on a case by case basis for those who express a desire to be a Member of the PTO and fill out such paperwork as required to become a Member of the PTO.

#### **Article IV Member Meetings and Voting Rights**

Section 1. **Annual Meetings.** The annual meetings of the Members shall be held on the second Monday in the month of May of each year, beginning in 2010, unless such date shall occur on a holiday, in which event the meeting shall be held on the succeeding Monday. The Members may transact such other business at such meetings as may properly come before them.

Section 2. **Place of Meetings**. Meetings of the Members shall be held at the BES or at such other suitable place convenient to such Members as may be designated by the Board of Directors.

Section 3. **Special Meetings**. It shall be the duty of the President to call a special meeting of the Members if so directed by resolution of the Board of Directors or upon a petition signed and presented to the Secretary by at least twenty percent (20.0%) of all Members entitled to vote. The notice of any special meeting shall state the time, place and purpose of the meeting. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. **Notice of Meetings**. The Secretary shall mail, electronically mail or deliver to a Members' place of residence at least ten (10) but not more than twenty (20) days prior to such meeting, stating the purpose thereof as well as the time and place where it is to be held, to each Member of record a notice of each annual or special meeting of the Members at the student address or at such other address as such Members shall have designated by notice in writing to the Secretary. The mailing of a notice of meeting in the manner provided in this Section shall be considered service of notice.

Section 5. **Adjournment of Meetings**. If any meeting of Members cannot be held because a quorum has not attended, a majority of the Members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

Section 6. **Order of Business**. The order of business at all meetings of the Members shall be as follows:

- (a) Roll call;
- (b) Proof of notice of meeting;
- (c) Reading of minutes of preceding meeting;
- (d) Reports of officers;
- (e) Report of Board of Directors;
- (f) Election of members of the Board of Directors (when so required);
- (g) Unfinished business; and
- (h) New business.

Section 7. **Voting**. Only those Members who have paid dues and are in good standing shall be permitted to vote and shall be a Voting Member of the PTO. There shall be only one (1) vote per household, whether consisting of a couple, individual or guardian(s). No vote may be

cast on behalf of any Member unless all dues, charges or assessments of the Member have been paid current to the date of any election or to the time of casting such vote.

Section 8. **Proxies.** The Members, or some person designated by such Member or Members to act as proxy on his, her or their behalf and who need be a Member themselves, shall be entitled to cast the vote of the absent Member at all meetings of Members. The designation of any such proxy shall be made in writing to the Secretary and shall be revocable at any time by written notice to the Secretary by the Member or Members so designating.

Section 9. **Quorum.** Except as otherwise provided by these Bylaws, the presence in person or by proxy of Members holding at least five percent (5.0%) of the votes entitled to be cast shall constitute a quorum at all meetings of the Members.

Section 10. **Majority Vote.** The vote of a majority of Members at a meeting at which a quorum shall be present shall be binding upon all Members for all purposes except where a higher percentage vote is required by law, or by these Bylaws.

## **Article V Officers**

Section 1. **Designation.** The principal officers of the PTO shall be the President, the President-Elect, the Vice President, the Secretary, and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint an Assistant Treasurer, and Assistant Secretary, and such other officers as in its judgment may be necessary. The President and Treasurer must be member of the Board of Directors.

Section 2. **Election of Officers.** Officers shall be elected annually by the Board of Directors at the organization meeting of each new Board of Directors and shall hold office at the pleasure of the Board of Directors.

Section 3. **Removal of Officers.** Upon the affirmation vote of a majority of the members of the Board of Directors, any Officer may be removed, either with or without cause, and his or her successor may be elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

Section 4. **President.** The President shall be the chief executive officer of the PTO. He or she shall preside at all meetings of the Members and the Board of Directors. He or she shall have all of the general powers and duties which are normally incident to the office of the president of a corporation organized under the law of the State of Nebraska, including but not limited to the power of appointment from among the Members of any committee which he or she decides is appropriate to assist in the conduct of the affairs of the PTO. The President shall take affirmative action to ensure that the President-Elect becomes familiar with all aspects of the role of the President.

Section 5. **President-Elect.** The President-Elect shall take the place of the President and perform his or her duties whenever the President shall be absent or unable to act. The purpose of

the President-Elect is to not only serve as Director but also prepare himself or herself to serve as the President of the PTO and to learn the role and responsibilities of the President. In the event of the resignation or removal of the President, the President-Elect shall assume all responsibilities of the President. Otherwise, the President-Elect shall assume the responsibilities of President at the next annual meeting of the Board of Directors.

Section 6. **Vice President**. The Vice President shall also perform such duties as shall from time to time be imposed upon him or her by the Board of Directors or by the President. In the absence of the President or President-Elect, the Vice President shall conduct the business of the Board of Directors.

Section 7. **Secretary**. The Secretary shall keep the minutes of all meetings of the Members and of the Board of Directors; he or she shall have charge of such books and papers as the Board may direct; and he or she shall, in general, perform all the duties normally incident to the office of secretary of a corporation organized under the law of the State of Nebraska.

Section 8. **Treasurer**. The Treasurer shall have the responsibility for PTO funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial statements. He or she shall be responsible for the deposit of all moneys and other valuable effects in the name of the Board of Directors, or the managing agent, in such depositories as may from time to time be designated by the Board of Directors, and he or she shall, in general, perform all duties normally incident to the office of treasurer of a corporation organized under the law of the State of Nebraska.

Section 9. **Agreement, Contracts, Deeds, Checks, Etc.** All agreements, contracts, deeds, leases, mortgages, checks, and other instruments of the PTO shall be executed by two or more of the officers of the PTO or by the President upon majority consent of the Board of Directors. The PTO shall maintain a separate checking account and require the signature of at least two officers on all checks of the PTO.

Section 10. **Compensation of Officers**. No Officer of the PTO shall receive any compensation for acting as such but may be compensated for any expenses incurred incident to his or her responsibilities.

Section 11. **Budget**. The Board of Directors shall adopt a budget for each school year that shall include the estimated funds required to defray the common expense and to provide and maintain funds for "current expenses" and "anticipated expenses." The Board of Directors shall determine the period of each fiscal year.

## **Article VI Committees of the PTO**

Section 1. **Committee Members**. The Board of Directors may appoint such individuals as so determined and designated and in such numbers as deemed necessary and appropriate to serve as members of any Committee designated by the Board. The Committee shall serve at the



pleasure of and in such capacities as determined by the Board of Directors. A member of the Committee shall only fulfill those duties and responsibilities given by the Board of Directors, and such Committees may be dissolved at the direction of the Board.

Section 2. **Term of Service.** Members of any Committee shall serve for an indeterminate period of time but in no event longer than one (1) year from the date of appointment unless otherwise reappointed by the Board of Directors.

Section 3. **Removal.** A member of any Committee may be removed from office at any time as determined by majority of the Board of Directors. Upon oral or written notice by the Board of Directors, the service of the member of the Committee shall immediately cease.

## **Article VII Records**

Section 1. **Records and Audits.** The Board of Directors shall keep reasonably detailed records of the action of the Board, minutes of the meetings of the Board of Directors, minutes of the meetings of the Members, and financial records and books of account of the PTO, including a chronological listing of receipts and expenditures. A written report summarizing all receipts and expenditures of the PTO shall be rendered by the Board of Directors to all Members at least annually. On an annual basis the Board of Directors shall appoint a committee and/or employ the services of a professional to audit the financial records of the PTO.

## **Article VIII Dissolution of Corporation**

Section 1. **Dissolution.** The Board of Directors or Members may vote to dissolve the PTO. Upon the dissolution of the PTO, assets of the PTO, including all monies held in the accounts of the PTO, shall be distributed for one (1) or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as may be determined by the Board of Directors. The Board of Directors shall adopt a plan of dissolution that provides that the assets of the corporation are distributed in the following priority:

- a) Any assets which were received by the PTO from a donor subject to their use for a specific purpose must be used for that purpose;
- b) Payment of the costs and expenses of dissolution, including filing fees with state agencies and professional fees of any finance or legal professionals who assist with the dissolution;
- c) Payment of all debts, liabilities and obligations of the PTO; and
- d) Distribution of any remaining assets held for a charitable or public use or purpose.

**Article IX  
Miscellaneous**

Section 1. **Notices.** All notices to the Board of Directors shall be sent by mail or electronic mail, in care of the President, or to such other address as the Board may hereafter designate from time to time. All notices to any Member shall be sent by regular mail. All notices shall be deemed to have been given when mailed, except notices of change of address which shall be deemed to have been given when received.

Section 2. **Invalidity.** The invalidity of any part of these Bylaws shall not impair or affect in any manner the validity or enforceability of the remaining provisions.

Section 3. **Captions.** The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit, or describe the scope of these Bylaws, or the intent of any provision thereof.

Section 4. **Gender.** The use of the masculine gender in these Bylaws shall be deemed to include the feminine gender and the use of the singular shall be deemed to include the plural, whenever the context so requires.

Section 5. **Waiver.** No restriction, condition, obligation, or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

**Article X  
Amendments to Bylaws**

Section 1. **Amendments to Bylaws.** Except as otherwise provided, these Bylaws may be modified or amended by majority vote of no less than ten percent (10.0%) of the Members, provided that a notice of the pending amendment has been presented at a previous meeting or notices sent to the general membership at least a week prior such meeting.

DATED: December \_\_\_\_, 2009.

**BENNINGTON ELEMENTARY PARENT  
TEACHER ORGANIZATION, INC.**

\_\_\_\_\_  
\_\_\_\_\_, President