

**BYLAWS OF
Edina High School Parent Teacher Organization**

**ARTICLE I
NAME**

Section 1. The name of this organization shall be the Edina High School Parent Teacher Organization (PTO).

**ARTICLE II
MISSION AND PURPOSE**

Section 2.1 The mission of this organization shall be to support and enhance the educational programs at Edina High School (EHS) and to strengthen the relationship between home and school.

Section 2.2. The purpose of this organization shall be to:

1. Facilitate communication among EHS parents, teachers and staff; between the EHS community and others in the Edina Public School District, including the school board, administration and other schools.
2. Provide a forum for the exchange of information and the discussion of issues regarding EHS.
3. Raise fund through the solicitation of membership dues and/or other activities.
4. Provide EHS parent representation, when required or requested, at school and/or district organizations, committees, and task forces.

**ARTICLE II
LOCATION**

Section 3. The principal office of this organization, at which the general business of the organization shall be transacted and where the records of the organization shall be kept, shall be 6754 Valley View Road, Edina, MN 55439.

**ARTICLE IV
MEMBERS**

Section 4.1 Membership

Membership in this organization shall be open to all parents and guardians of students who are enrolled at EHS. This organization shall conduct an annual enrollment of members, but persons may be admitted to membership at any time. Each member of this organization shall pay dues in the amount set by the Executive Board. Only members of this organization shall be eligible to serve on any of its elective positions.

Section 4.2 Meeting of Members; Place and Notice

Meetings of the members shall be held at least one time a year, on dates set by the Executive Board. Meetings shall be held at EHS or at such other suitable place as may be designated by the Executive Board. Notice of each meeting shall be sent home with each student or published in the school newsletter, or posted on the website at least five days prior to the meeting. The notice shall state the date, time and place of the meeting. Additional meetings may be scheduled as needed as the discretion of the Executive Board.

Section 4.3 Presiding Officer

The president of this organization shall be the presiding officer of all meetings of the membership. In the absence of the president, the president-elect shall preside. In the absence of both persons, the membership may elect a chair pro tem for that one meeting.

Section 4.4 Voting

Each member shall be entitled to cast one vote on each question. The vote of the majority of those members present and voting shall decide any questions brought before the meeting, except as otherwise required by law or the Articles of Incorporation of this organization or these bylaws. No voting by proxy shall be permitted at meetings of the members.

Section 4.5 Nonmembers

Nonmembers who are parents or guardians of students who are enrolled at EHS may participate in meetings of the members and may speak when recognized by the presiding officer, but they may not vote on any question brought before the meeting.

ARTICLE V EXECUTIVE BOARD

Section 5.1 Composition

The affairs of this organization shall be managed and governed by an Executive Board consisting of the officers of this organization, and the principal of EHS, as a voting ex officio members.

Section 5.2 Executive Board Meetings; Place and Notice

A meeting of the Executive Board shall be held at least once a year. The president, the principal, or any two officers may call a meeting of the Board by giving notice to all directors by mail, telephone, via email or in person at least five days prior to such meeting. The notice shall state the date, time and place of the meeting. Meetings of the board shall be held at EHS or at such other suitable place as may be designated by the Board.

Section 5.3 Quorum

A majority of the officers shall constitute a quorum for the transaction of business at any meeting of the Executive Board. If a quorum is not present at a meeting, a majority of those officers present may adjourn the meeting until such time as a quorum is present. At the reconvened meeting, once a quorum is present, any business may be transacted which might have been transacted at the meeting that was adjourned. When a quorum has been present at a meeting and directors have withdrawn from the meeting so that less than a quorum remains, the officers still present may continue to transact business until adjournment.

Section 5.4 Voting

The vote of the majority of those officers present and voting shall decide any questions brought before a meeting of the Executive Board, except as otherwise required by law or the Articles of Incorporation of this organization or these bylaws.

Section 5.5 Action Without Meeting

Any action required or permitted to be taken at a meeting of the Executive Board may be taken by written action by at least two of the officers.

ARTICLE VI OFFICERS

Section 6.1 Tenure of Office

The officers of this organization shall be a President, President-elect and Secretary, elected by members to serve one-year terms. The Treasurer shall also be an officer of the organization and will be elected to serve a two-year term. The Past President will also be an officer of this organization. Election shall be by ballot; however, if there is but one candidate for any office, election for the office may be by voice vote. Officers shall assume their official duties at the beginning of the fiscal year, which begins following their election.

Section 6.2 President

The President shall be the chief executive officer of this organization. He or she shall preside at the meetings of the members and of all the Executive Board. He or she shall be responsible for the general supervision, direction and management of the affairs of this organization. He or she may execute on behalf of this organization all contracts, deeds, conveyances and other instruments in writing, which may be required or authorized by the Executive Board for the proper and necessary transaction of the business of this organization. If the president is unable or unwilling to complete his or her term, the president-elect shall serve as president for the remainder of the term and shall continue to serve as president for the following term.

Section 6.3 President-Elect

The President-elect shall serve in preparation for serving as President and shall perform the duties of the President in case of the President's absence or disability. The execution by the President-elect on behalf of this organization of any instrument shall have the same force and effect as if it were executed on behalf of this organization by the President. If the President-elect is unwilling or unable to complete his or her term, the Executive Board shall appoint a temporary replacement to serve until the next meeting of members, at which time the members shall elect a President-elect to serve the remainder of the term.

Section 6.4 Past President

At the end of the completion of his or her term as President, this individual shall become the Past President. The Past President shall serve as an advisor to the new board. If the Past President is unable or unwilling to complete his or her term, the Executive Board may appoint a replacement at their discretion.

Section 6.5 Secretary

The Secretary shall keep accurate minutes of all meetings and shall be custodian of the records, documents and papers of this organization. He or she shall have and may exercise any and all other powers and duties pertaining to law, regulation or practice to the office of Secretary, or imposed by these bylaws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Executive Board. If the Secretary is unwilling or unable to complete his or her term, the Executive Board shall appoint a temporary replacement to serve until the next meeting of members, at which time the members shall elect a Secretary to serve the remainder of the term.

Section 6.6 Treasurer

The Treasurer shall be responsible for maintain accurate financial records for this organization and safeguarding the assets of this organization. He or she shall present a report of this corporation's financial transaction and status to the members at least once a year, and shall from time to time make such other reports to the Executive Board as it may require. The Treasurer shall perform such other duties as may be assigned to him or her from

time to time by the Executive Board. If the treasurer is unwilling or unable to complete his or her term, the Executive Board shall appoint a temporary replacement to serve until the next meeting of members, at which time the members shall elect a Treasurer to serve the remainder of the term.

Section 6.7 Additional Powers

Any officer of this organization, in addition to the power conferred upon him or her by these bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Executive Board.

Section 6.8 Removal

Any officer may be removed without cause by affirmative vote of a majority of the members present and voting at a meeting of members. The matter of removal may be acted upon at any meeting of the members, provided that notice of intention to consider said removal has been given to each member and to the officer affected at least thirty days prior to such meeting.

ARTICLE VII COMMITTEES

Section 7.1 Standing Committees

The Executive Board may create such standing committees, as it may deem necessary to fulfill the purposes of this organization. Each standing committee shall be chaired by a person or persons appointed by the Executive Board. In filling appointed positions, the Executive Board shall seek representation of all parts of the EHS community. Each standing committee shall have such duties and responsibilities as are granted to it from time to time by the Executive Board and shall at all times be subject to the control and direction of the Executive Board.

ARTICLE VIII EDINA PARENT LEADERSHIP COUNCIL

This organization shall be represented at meetings of the Edina Parent Leadership Council by the President and President-elect or other delegate or delegates appointed by the Executive Board.

ARTICLE IX PARLIAMENTARY PROCEDURE

The latest edition of Roberts Rules of Order, Revised, shall govern parliamentary procedure of all meetings of this organization regarding procedure not specified in these bylaws.

ARTICLE X FISCAL YEAR

Unless otherwise fixed by the Executive Board, the fiscal year of this organization shall begin on July 1 and end on the succeeding June 30.

ARTICLE XI INDEMNIFICATION

This organization shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521 as now enacted or hereafter amended.

ARTICLE XII
AMENDMENTS

These bylaws may be amended by the members of this organization, at any meeting of the members, by the vote of at least two-thirds of those members present and voting. No amendment to the bylaws may be considered at a meeting of the members unless notice of the proposed changes have been submitted in writing to the President at least two weeks prior to the meeting.

Revised February 11, 2014

Leanne Montgomery, President

Lynda Mader, Secretary