

BYLAWS OF THE
CMES PTO

Adopted on: 8 May 2020

CROFTON MEADOWS ELEMENTARY SCHOOL
2020 TILGHMAN DRIVE
CROFTON, MD 21114

CONTENTS

ARTICLE I. NAME AND ADDRESS	3
ARTICLE II. PURPOSES	4
ARTICLE III. CONFLICT OF INTEREST POLICIES.....	5
ARTICLE IV. BASIC POLICIES	6
ARTICLE V. MEMBERSHIP.....	8
ARTICLE VI. OFFICERS AND TERM LIMITS	10
ARTICLE VII. PROCEDURES FOR NOMINATIONS AND ELECTIONS	11
ARTICLE VIII. DUTIES OF THE OFFICERS	14
ARTICLE IX. THE DUTIES OF THE BOARD OF DIRECTORS	17
ARTICLE X. DUTIES OF THE EXECUTIVE COMMITTEE.....	19
ARTICLE XI. STANDING AND SPECIAL COMMITTEES.....	20
ARTICLE XII. GENERAL MEMBERSHIP MEETINGS.....	22
ARTICLE XIII. AMENDMENTS.....	23
ARTICLE XIV. EMERGENCY SITUATIONS.....	24

ARTICLE I. NAME AND ADDRESS

Section 1. The name of the organization shall be CMES PTO. This name is an acronym that represents Crofton Meadows Elementary School Parent Teacher Organization.

Section 2. The mailing address for CMES PTO shall be: CMES PTO, Crofton Meadows Elementary School, 2020 Tilghman Drive, Crofton, MD 21114.

ARTICLE II. PURPOSES

Section 1. CMES PTO is organized exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. The purposes of CMES PTO are

- a. to support and promote the welfare of Crofton Meadows Elementary School (hereinafter CMES) and the CMES Community, which includes: CMES students and their family members; CMES employees, faculty and administrators and their family members; and CMES volunteers and their family members;
- b. to secure adequate laws, rules and regulations that support and promote the welfare, education and protection of children;
- c. to build and maintain positive, collaborative, and mutually-supportive relationships among the members of the CMES Community and to collectively recognize and celebrate important achievements within the CMES Community;
- d. to seek invitations to collaborate in the administrative evolution of creating and refining effective and appropriate CMES policies, recognizing that the value of the organization lies not in determining policy, but in participating in the conversations from which policies spring;
- e. to encourage an appreciation of diversity and a supportive recognition that:
 - (1) each member of the CMES Community is distinct,
 - (2) each comes to CMES with a different background of experiences,
 - (3) each strives to overcome their individual challenges,
 - (4) each has a unique and valuable set of gifts and talents,
 - (5) each has a significant opportunity to learn from others within the CMES Community; and
- f. to strive to effectuate the highest standards in education, cultural arts, socialization, leadership, ethics, health and nutrition, active citizenship, patriotism and personal well-being among each member of the CMES Community; in part, through the provision of educational opportunities, the raising and donating of funds and the inspiration of individual gifts of time and talent.

ARTICLE III. CONFLICT OF INTEREST POLICIES

Section 1. The organization shall be noncommercial, nonsectarian, and nonpartisan.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 3. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on: (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 4. Upon dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and whose purposes are not inconsistent with those stated in Article II of these bylaws.

Section 5. The organization or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

ARTICLE IV. BASIC POLICIES

Section 1. The organization shall maintain and appropriately update its annual insurance coverage in an effort to protect the material assets of the organization; and provide robust insulation from liability for those who volunteer to serve this organization as volunteers, members, chairpersons, officers and members of the board of directors.

Section 2. The organization shall keep such permanent books and records as shall be sufficient to establish gross income, receipts, disbursements of the organization, the names and number of its members, and the amount of dues collected from each member.

- a. These books and records shall be made reasonably available for supervised inspection upon the written request of any member of the organization, subject to the limitation set forth in Article IV, section 2b.
- b. Repeated requests made by an individual member to inspect the books and records of the organization shall be jointly reviewed by the president of the organization and the CMES principal and denied if, as a result of this joint review, it is unanimously determined that such request(s) are unreasonable. This joint decision shall be made in writing and given to the member making the request.
- c. All checks and vouchers from the organization shall be signed by both the treasurer and one other officer of the organization. Each officer should have their signature on file with the bank and have the ability to cosign checks with the treasurer as needed.

Section 3. The annual and fiscal year for organization shall begin on July 1st and end on June 30th.

Section 4. The activities of the organization shall not be inconsistent with the purposes or policies set forth in Article II and Article III of these bylaws.

Section 5. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases in which they are applicable and in which they are not in conflict with these bylaws or articles of incorporation.

Section 6. Only members in good standing may participate in the business conducted during any meeting of the organization.

Section 7. The secretary of the organization shall keep copies of all versions of these bylaws and shall ensure that a current copy of the bylaws is available as a reference at each meeting of the members, officers, and board of directors of the organization.

Section 8. A minimum of three (3) bids should be sought by the officer or committee chairperson responsible and reported to the board of directors prior to the purchase of any promotional materials, spirit ware or giftware. One of the bids should be sought from a local company, if possible. The person or company with the lowest bid should be selected, provided that all materials are comparable and of the quality desired.

Section 9. Electronic voting can be approved by a two-third (2/3) majority of the Board of Directors for urgent business that cannot wait for the scheduling of a general membership meeting, provided all other bylaws (i.e., 7 days' notice, 10-person quorum, etc.) are obeyed.

ARTICLE V. MEMBERSHIP

Section 1. Membership shall be open to any adult member of the CMES Community who supports the purposes of the organization as set forth in Article II, without regard to gender, age, race, color, religion, national origin or sexual orientation.

Section 2. The organization is authorized to charge reasonable annual dues to its members, but shall make every effort to ensure that the financial costs of membership do not present a barrier to any person who genuinely wishes to actively participate in the organization.

- a. Annual membership dues shall be \$10 per family.
 - (1) Any family paying \$20 to the organization as a founding member will be exempt from paying dues until the start of the 2013-2014 fiscal year.
 - (2) Any family paying dues to the Crofton Meadows PTO for the 2011-2012 school year will receive a \$5 discount on their dues for the 2011-2012 fiscal year, except those families who meet the requirements of Article V, Section 2a(1) who will receive a \$5 discount for the 2013-2014 fiscal year.
- b. Subsequent membership dues shall be established annually by a 2/3 majority vote of current board of directors (hereinafter, the board) at the first meeting of the board which shall occur sometime in the month of July each year.
- c. Annual membership dues shall not be prorated.
- d. Any person who seeks membership in the organization but is unable to comply with the requirements of Article V, Section 4a(2) of these bylaws, may annually apply for a waiver of membership dues. The CMES principal and the president of the organization shall jointly decide whether to approve an application for a dues waiver. Neither shall publicly disclose the existence or the content of a dues waiver application, which shall remain in the custody of the CMES principal.

Section 3. The organization shall conduct an annual membership drive at the beginning of each school year; however, membership shall be available to anyone wishing to join throughout the year.

Section 4. Every member of the organization who is in good standing shall be entitled to all benefits of membership, including the right to vote, participate in general membership meetings, and seek a leadership position within the organization.

- a. A member shall be in good standing if he/she
 - (1) returns his/her family's completed membership application to the organization;
 - (2) pays the annual membership dues for that year or applies for and receives a waiver of those dues pursuant to Article V, Section 2d; and
 - (3) continues to support the purposes and policies of the organization and abide by its bylaws.
- b. Any member found not to be in good standing shall not have the right to vote, seek a leadership position within the organization or participate in general membership meetings (though they are welcome to attend general membership meetings and silently observe).
 - (1) A member's good standing may be revoked by a two-thirds (2/3) majority vote when the board finds that there is a substantial likelihood that a member participated in
 - (a) any act of deception or fraud within this organization;
 - (b) any criminal act of moral turpitude; or
 - (c) an action that violates their good standing as set forth in Article V, Section 4(a).
 - (2) The president or acting-president of the organization may temporarily revoke the good standing of any member who chooses to willfully disturb the peace at a meeting of the organization and fails to come to order when such order is called, in violation of Article IV, Section 5. Once revoked, this member's good standing shall remain revoked until the next meeting of the board, which shall occur within thirty (30) days. At that time, the board shall take a vote on that member's standing pursuant to Article V, Section 4b(1).
 - (3) The secretary of the organization will generate two written notifications of the revocation of the good standing of any member and ensure that these are signed by the president of the board (or the acting-president) and the secretary; and will keep one copy of this notification with the books and papers of the organization and provide the second signed copy to the offending member.

ARTICLE VI. OFFICERS AND TERM LIMITS

Section 1. Each officer shall be a member of the organization in good standing for at least fourteen (14) days prior to the date of any election.

Section 2. The elected officers of the organization shall consist of one president, one vice president of fundraising, one vice president of membership, one secretary and one treasurer.

- a. In the event the president is unable to act, the vice-president of fundraising shall serve as acting-president.
- b. In the event that both the president and the vice president of fundraising are unable to act, the vice president of membership shall serve as the acting-president.

Section 3. Officers shall assume their official duties on July 1st and shall remain in office for two years from July 1st through the following June 30th.

Section 4. Beginning with the elections in May of 2012, each officer may serve in the same office for no more than two (2) consecutive terms. Solely for the purposes of determining these term limits, one term shall have been deemed served when an officer has remained in that particular office for 181 days or more.

Section 5. The President, Vice President of Membership, and Treasurer shall be elected in even numbered years. The Vice President of Fundraising and Secretary shall be elected in odd numbered years.

ARTICLE VII. PROCEDURES FOR NOMINATIONS AND ELECTIONS

Section 1. The officers of the organization shall appoint three members who are willing to serve on a nominating committee in February prior to an election.

- c. The nominating committee should seek recommendations from the membership of the organization in deciding whom to nominate for each office.
- d. The nominating committee shall select at least one nominee willing to serve for each office to be filled and report these selections in ballot format to the general membership via the monthly newsletter or the bypass email along with any information submitted to them pursuant to Article VII, Section 1c no later than fourteen (14) days before the election.
- e. The nominee shall have an opportunity, but will not be required, to provide the nominating committee a passage consisting of no more than 250 words detailing why they are seeking the office and what their qualifications are to hold the office.

Section 2. At the time of the election, the president will request the names of the nominees for each office and then open the floor to any additional nominations. Candidates nominated from the floor for an office will be write-in candidates on the ballot for that office.

Section 3. Prior to the vote taken for each office, the president shall offer each nominee an opportunity to address the general membership of the organization about their qualifications and desire to serve in the position they are seeking. Nominees are not required to address the general membership; but if they choose to do so, their addresses may be limited to three (3) minutes.

Section 4. The officers of the organization shall be elected by secret ballot by the general membership of the organization at a meeting in the month of May; however, if there is only one candidate nominated for a vacant position, the president may call for a vote by voice.

- a. Only members who have been nominated and have accepted their nomination pursuant to the terms of these bylaws may be validly placed on the ballot or have their names hand-written on a ballot.
- b. Votes shall be counted immediately after they are collected by no less than two (2) members of the board of directors who are not candidates for office. The numbers of votes counted for each candidate shall be immediately reported to the secretary for the purposes of recording the results in the minutes of the meeting. The secretary will then inform the president of the election results. The president will then announce the results of the election to the general membership at the meeting.

Section 5. Any officer of the organization who desires to resign shall do so only in writing via a signed letter citing the reason(s) for their untimely resignation and the date they wish their resignation to take effect. This letter shall be delivered to the president of the organization; unless the resigning member is the president, in which case a signed resignation letter shall be delivered to both the CMES principal and the vice president of fundraising. The vice president of fundraising shall ensure that all remaining officers are informed of the president's resignation and the reasons cited therefor within 48 hours.

- a. In the event the president resigns or is otherwise prevented from serving out the remainder of his/her term, the vice president of Fundraising shall assume the duties of the office of the president for at least the next 30 to 45 days until either the remaining officers vote to retain him/her as the president pursuant to Article VII, Section 5a(1) or a general election is held to fill the vacancy of office of the presidency pursuant to Article VII, Section 5a(2).

- (1) If the vice president of fundraising is willing to serve as president for the remainder of the president's term, the remaining three officers will vote to either install the vice president of fundraising as the president for the remainder of the term or request that the nominations committee seek one or more nominees within the next 20 days who are willing to be nominated for the office of the presidency.

- (2) Any election to fill a vacancy in the office of the presidency shall take place at least 30 and no more than 45 days from the date the officer's resignation takes effect. Nominations from the nominating committee and/or the general membership shall be received no later than 15 days after the resignation takes effect. The election shall occur at a general membership meeting no earlier than 15 days and no more than 24 days after the nominations deadline. The general membership must be given at least 15 days' notice of any election to fill a vacancy in the officer of the presidency.

- b. In the event an officer other than the president resigns, the president shall immediately contact the nominations chairperson and request nominations to fill the vacancy be submitted within 20 days of the date the officer's resignation takes effect. The president shall contact the general membership and provide them at least 14 days' notice of a meeting to elect someone to fill the vacancy and hold the election no more than 35 days after the date the officer's resignation takes effect.

Section 6. A non-officer vacancy occurring on the board of directors shall be filled for the remainder of the un-expired term by a person elected in a special election by a simple majority vote of the remaining members of the board of directors.

- a. The general membership shall be notified of the resignation, the vacancy and the special election procedures at least 7 days prior to the occurrence of any special election.
- b. In order for a vote to occur on any nominee, another board member must second any nomination and the nominee must be willing to accept the nomination.
- c. A special election shall occur no more than 30 days after the resignation of a member of the board of directors takes effect.
- d. The newly elected member of the board of directors shall serve out the remainder of the term. The length of the term that remains will determine whether that time in office is considered one term for purposes of the Term Limits set forth in Article XI, Section 3.

ARTICLE VIII. DUTIES OF THE OFFICERS

Section 1. The duties of the president shall be

- a. to preside over all meetings of the general membership, the board of directors and the executive committee,
- b. to coordinate the work of the officers and the committees to ensure that the purposes of the organization are being fulfilled,
- c. to be a member of all committees ex officio, except the nominating committee,
- d. to review and initial the organization's bank statements monthly,
- e. to annually prepare a board of director's approved handbook, prior to the date of the annual Kindergarten orientation, for electronic distribution to all members that details
 - (1) the benefits of membership in the CMES PTO,
 - (2) the contact information for the members of the board of directors,
 - (3) the purpose and activities of the committees of the CMES PTO,
 - (4) a description of the past activities sponsored by the CMES PTO in a manner that assumes the reader knows nothing about the organization, and
 - (5) ways for a new member to assist and become involved in the organization,
- f. to perform all other tasks which may be assigned in these bylaws or by the board; and
- g. to supportively assist a fellow member of the board of directors when assistance is requested by one or more of the other board members.

Section 2. The duties of the vice president of fundraising shall be

- a. to coordinate the raising of funds through various means, activities, and events and to have these plans pre-approved by the board of directors,
- b. to perform the duties of the president in his/her absence, in the event of his/her resignation or in the event he/she is otherwise unable to serve,
- c. to seek feedback from members of the board, the CMES employees, staff, and administrators about where funding is most needed within the CMES Community and to report this information to the board on at least an annual basis,
- d. to ensure that each donor or financial supporter of the organization receives a heartfelt written thank-you from the CMES PTO, and
- e. to perform other duties which may be prescribed in these bylaws or by the board.

Section 3. The duties of the vice president of membership shall be

- a. to annually motivate as many members of the CMES community as possible to become members of the organization,
- b. to make a concerted effort to welcome parents who are new to CMES or who have never been members of the CMES PTO before and inform them of the benefits of membership and the sincere desire for them to participate in the CMES PTO,
- c. to distribute and collect membership applications and dues from members annually,
- d. to keep electronic records of the parents'/guardians' name(s), children's names, address, phone number, email address, and good standing status for each member of the organization,
- e. to coordinate volunteers for the activities and events sponsored by the organization as requested by various members of the board,
- f. to prepare an annual directory for the organization and make both an electronic copy and a paper copy available to members of the organization,
- g. to perform the duties of the president in the joint absence or joint inability to serve of both the president and the vice president of fundraising, and
- h. to perform other duties which may be prescribed in these bylaws or by the board.

Section 4. The duties of the secretary shall be

- a. to record the minutes of all general membership meetings of the organization, the board and the executive committee,
- b. to make a detailed record of election results as well as prepare ballots for elections,
- c. to be prepared at each board, executive committee or general membership meeting to read the minutes of the previous meeting and provide copies of these minutes to each member,
- d. to maintain and file all records in a safe location,
- e. to maintain a current membership list,
- f. to keep copies of all versions of these bylaws and shall ensure that a current copy of the bylaws is available as a reference at each meeting of the members, officers and board of directors of the organization, and
- g. to perform such other duties as may be prescribed in these bylaws or assigned by the board of directors.

Section 5. The duties of the treasurer shall be

- a. to keep safe custody of all funds of the organization until they can be deposited in the organization's bank account,
- b. to keep a full and accurate account of receipts and expenditures including reconciliation of the bank statement(s) each month,
- c. to make disbursements as authorized by the president or acting president or the board in accordance with the budget as adopted by the general membership of the organization,
- d. to present a written financial statement at every meeting of the executive committee, the board of directors, the general membership and at other times when requested by members of the board,
- e. to make a final report before the newly-elected officers officially assume their duties,
- f. to be responsible for the maintenance of such books of account and records as to conform to the requirements of Article IV, Section 2, of these bylaws,
- g. to ensure that all tax forms are properly prepared and filed in a timely manner,
- h. to have the accounts examined at the close of the fiscal year and upon change of treasurer by an auditor or an auditing committee of not less than three (3) persons selected by the board of directors who, satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. An auditor or an auditing committee shall be selected by the board of directors at least thirty (30) days before the new officers assume their duties,
- i. to maintain a petty cash box from which members of the board could transact business for board approved purposes involving the raising of funds, and
- j. to perform such other duties as may be prescribed in these bylaws or assigned by the board.

ARTICLE IX. THE DUTIES OF THE BOARD OF DIRECTORS

Section 1. The board of directors of the organization shall consist of the officers, one chairperson of each standing committee and the CMES Principal.

- a. Members of the board of directors shall be entitled to one vote per member. If there are an even number of members and a vote results in a tie, the president shall toss a coin. If the coin lands on heads, the vote is decided with the “yeas” and if it lands on tails it is decided with the “nays”. If the issue being voted upon is not one involving “yeas” or “nays”, then vice president of fundraising shall pre-assign each side of the coin to each side of the vote.

Section 2. The duties of the board of directors are

- a. to transact all necessary business between general membership meetings and such other business as may be referred to it,
- b. to create standing and special committees, appoint members of these committees and review and approve all plans of action presented by the standing and special committees,
- c. to elect standing and special committee chairpersons,
- d. to generate standing rules and policies,
- e. to present a report at all general membership meetings,
- f. to select an auditor or an auditing committee to audit the treasurer’s books, records, accounts and filings annually,
- g. to approve and submit an annual budget to the general membership for adoption,
- h. to approve routine bills within the limits of the adopted budget,
- i. to fill vacancies via special elections,
- j. to solicit feedback from diverse members of the CMES Community about additional ways to fulfill the purposes of the organization,
- k. to prepare reports and recommendations to the CMES Community, and
- l. to perform all other duties outlined in these bylaws.

Section 3. Regular meetings of the board of directors shall be held during the year. The day and time that this regular meeting should occur shall be fixed by the board at its first meeting of the fiscal year. A majority of the members of the board shall constitute a quorum. Special meetings of the board of directors may be called by the president or by a majority of the members of the board, three (3) days’ notice having been given.

Section 4. The board, by a two-thirds (2/3) vote of the members present and voting, may remove from his/her position any board member who fails to perform designated duties as outlined in these bylaws or the current standing rules, fails to attend two consecutive meetings and/or board of directors meetings without being excused, violates the basic policies, violates the conflict of interest policies, misrepresents the positions of the organization or acts in any other way which is detrimental to the philosophy and purposes of the organization. Any action to remove a board member must not be motivated by personality clashes or other personal disputes; but rather, ought to be based solely on an assessment of that person's actions or performance and the board members' paramount duty to uphold the best interests of the organization.

- a. When removal action is contemplated, the officer shall be privately advised by a designated fellow member of the board of directors at least five (5) days in advance. Such notice shall inform the board member of the board's intention to take this vote and the date and time the vote is scheduled to take place. This notice is designed to give the officer an opportunity to prepare themselves to speak at the board meeting in their own defense or to prepare and submit their resignation prior to the scheduled vote.
- b. Removal of a board member pursuant to this section constitutes a vacancy in that office.

Section 5. Upon the expiration of the term of office, resignation, or removal each board member shall, within seven (7) days, turn over to the president or acting-president all records, books, notes and other materials pertaining to the office; and shall return to the treasurer, immediately, all outstanding receipts and funds pertaining to the office or the organization. In the case of the president's expiration of term, resignation or removal, each of the aforementioned items shall be returned to the vice president of Fundraising.

ARTICLE X. DUTIES OF THE EXECUTIVE COMMITTEE

Section 1. The elected officers shall be members of the executive committee.

Section 2. Meetings of the executive committee shall be held as needed between board meetings. Meetings shall be called by the president or by a majority of the committee members with three (3) days' notice.

Section 3. At all meetings of the executive committee, a majority of the committee shall constitute a quorum for the transaction of business.

Section 4. The duties of the executive committee shall be

- a. to transact business referred to it by the board of directors,
- b. to elect special committee chairpersons,
- c. to act in emergencies between meetings of the board of directors, and
- d. to submit a minutes report at each board of directors' meeting that follows an executive committee meeting.

Section 5. The executive committee shall take no action in conflict with any action taken by the board of directors.

ARTICLE XI. STANDING AND SPECIAL COMMITTEES

Section 1. Only members of the organization in good standing shall be eligible to serve in any elected or appointed position within the organization, including on a committee.

Section 2. The board of directors may create such standing or special committees as it may deem necessary to promote the purposes and carry on the work of the organization. The purposes and duties of all committees shall be delineated in the standing rules of the organization.

Section 3. The chairperson of each standing or special committee shall be elected by a simple majority of the board of directors. The term of each chairperson shall be one (1) fiscal year, or the remainder of the fiscal year in which they were elected. No standing or special committee chairperson can be elected to serve for more than four (4) consecutive terms.

Section 4. The chairperson of each standing and special committee shall present a plan of action to the board of directors for approval. No committee shall undertake any action or plan of action without the prior approval of the board of directors. The committee chairperson presenting the plan of action shall abstain from voting to approve or disapprove any plan of action for the committee they chair.

Section 5. The power to form standing and/or special committees, appoint committee members and approve a committee's plan of action rests solely with the board of directors.

Section 6. The president shall be a member ex officio of all committees except the nominating committee.

Section 7. The chairperson of each standing committee shall be a voting member of the board of directors. If a committee has more than one chairperson, the committee is still entitled to only one board vote by one of the chairpersons. The chairpersons must decide amongst themselves who will cast that vote at each meeting.

Section 8. The current standing committees of this organization are

- a. the social events standing committee,
- b. the exceptional education standing committee,
- c. the cultural arts standing committee,
- d. the hospitality standing committee, and
- e. the communications standing committee.

Section 9. The current special committee(s) of this organization is/are

- a. the nominating committee,
- b. the audit committee,
- c. the spirit wear committee, and
- d. the playground committee.

ARTICLE XII. GENERAL MEMBERSHIP MEETINGS

Section 1. At least two (2) general membership meetings of the organization shall be held during the school year. Dates of meetings shall be determined by the board of directors and announced at the first general membership meeting of the fiscal year. No less than seven (7) days' notice shall be provided to the general membership if the date of a meeting has been changed.

Section 2. Special general membership meetings of the organization may be called by a majority of the board of directors, so long as the general membership has been given seven (7) days' notice.

Section 3. At least one of the general membership meetings will be held in May when elections, if applicable, will be conducted.

Section 4. Ten (10) members shall constitute a quorum for the transaction of business in any general membership meeting of the organization.

ARTICLE XIII. AMENDMENTS

Section 1. Once initially adopted by the founding members, these bylaws may be amended at any general membership or special membership meeting of the organization by a two-thirds (2/3) majority vote of those members present and voting, provided:

- a. a quorum is present; and
- b. notice of the proposed amendment, which has been approved by the board of directors, has been given to the general membership at least seven (7) days prior to the meeting at which the amendment is to be voted upon.

Section 2. Once amended, the revised bylaws are in effect.

Section 3. An amendment to the bylaws may be proposed to the board in writing by any member of the organization. Proposed amendments will be presented at the next general membership meeting, unless the board of directors believes it is in the best interests of the organization to call a special general membership meeting to take a more-timely vote on the proposed amendment.

Section 4. A decision to totally revise the bylaws as a substitute for the existing bylaws requires a majority vote of two-thirds (2/3) vote of the board of directors before it can be presented to the general membership. A simple majority of the members at the general membership meeting must then approve the total revision.

- a. A committee to carry out this task shall be appointed by the board.
- b. The requirements for adoption of a revised set of bylaws shall be the same as those for amendments, outlined in Section 1 of this Article.

Section 5. The original bylaws of the organization must only be approved by a majority of the founding members of the organization.

ARTICLE XIV. EMERGENCY SITUATIONS

Section 1. In the event that a situation arises that prevents the PTO of strictly adhering to the bylaws as listed above, a quorum of the Board of Directors may vote with two-third (2/3) majority to enact emergency procedures to follow as long as the emergency situation exists. This may include approving the extension of the current officers' terms. Votes may be taken electronically if necessary.

These bylaws are submitted by an existing CMES PTO and were approved as amended by an electronic vote of the general membership of the organization on the eighth day of May of 2020.

Signed by the officers of the organization:

President

Printed Name

Signature

Vice President, Fundraising

Printed Name

Signature

Vice President, Membership

Printed Name

Signature

Secretary

Printed Name

Signature

Treasurer

Printed Name

Signature