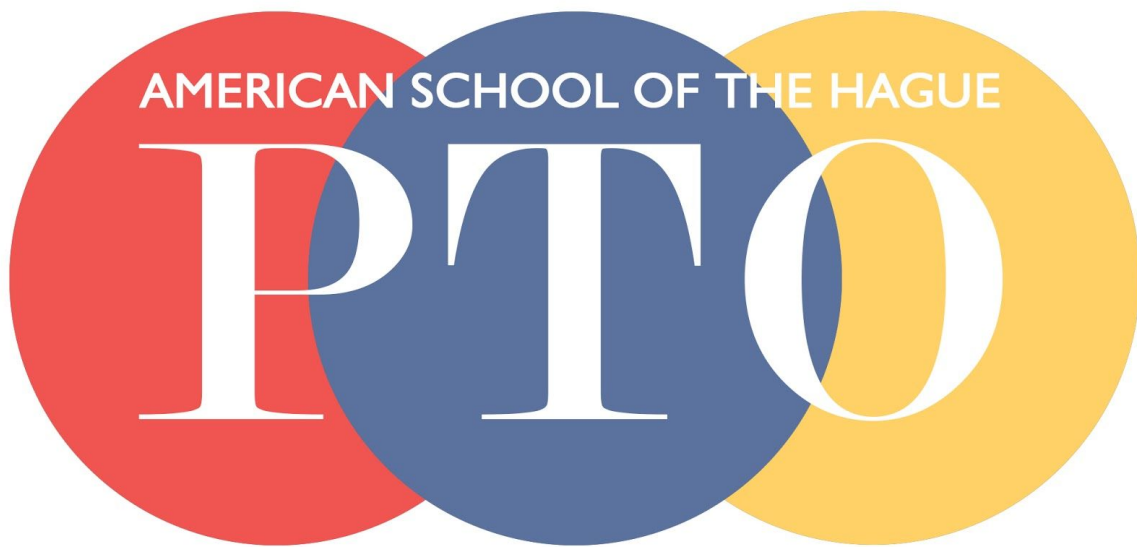


PTO Bylaws



Adopted by
American School of The Hague
Parent Teacher Organization

Last Revision May 2019

Bylaws of the Parent Teacher Organization of American School of The Hague

Revision Log

Date	Paragraph Revision	Updated by
February 13, 1973 EC		
October 19, 1976 EC		
December 17, 1976 EC		
August 28, 1979		
November 23, 1981 PTA		
January 14, 1992 PTA		
May 11, 1993 PTA		
January 12, 1994 PTA		
September 14, 1995 PTA		
April 18, 1996 effective June 3, 1996 PTA		
September 12, 1996 PTA		
October 10, 1996 PTA		
January 23, 1997 PTA		
December 16, 1999 PTA		
May 2000, PTA		
January 2005, PTA		
June 2006, PTA		
June 2008, PTA		
May 2017, PTO	<ol style="list-style-type: none"> 1. Changed the name Parent Teacher Association to Parent Teacher Organization throughout the entire document; 2. Acronym PTA changed into PTO throughout the entire document; 3. Association is changed into Organization throughout the entire document; 4. Article VII, Section 5: PTO Bulletin changed into PTO communication; 	Yana Abitzsch

May 2018	To split the position of Secretary in 2, the properly Secretary and add a new role Communications that supports Secretary. Communications is not a Council role. This has been added to the By-laws	All members of Executive Council/Board Meeting
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November 2018, PTO	<ol style="list-style-type: none"> 1. All Committees to be named under the umbrella of PTO. Ex. PTO Friends of the Arts / PTO Monday Morning Networking 2. All announcements verbally, written, social media, etc. to always name the PTO before the event. Ex. PTO Fall Bazaar, PTO End of the Year Sale. New logos have been prepared in accordance to this requirement. 3. Is responsibility of each chair to properly communicate their committee and form the volunteers on it. 	All members of Executive Council.
6 November 2018	Art II. Section 3 The PTO organization shall comply with ASH Code of Conduct ASH Child protection procedure	Approved at Board Meeting 6/11/2018
November 2018	Art. 5 section 3 Information provided to volunteers accepting Board/Chair roles	President, VP1, VP2
November 2018	Added this article Art. XIII Conflict of interest Policy	President, VP1, VP2
November 2018	Art II. Objectives & Policies We are the bridge from the families to the school and expand on communications and well being to help students and families get settled and feel part of the community. <u>Eliminated and substituted by</u> to expand communication between American School of The Hague ("School" or "ASH") and	President, VP1, VP2

	<p>the families it serves, in order to achieve maximum cooperation, and to disseminate information to all those concerned with the education and well-being of the students;</p>	
November 2018	<p><i>Eliminated this sections redundant information, no Honorary needed.</i></p> <p>Section 3. The PTO Officers Board (“Board”) can appoint Honorary Members of the Organization. Honorary Members have no voting privileges unless they fulfill voting membership requirements of Section 1.</p> <p>Section 4. Unless otherwise provided for in this document, members shall mean both members and honorary members. Collectively, voting Organization members, non-voting Organization members, and Honorary Organization members, constitute the general membership or membership-at-large (Members or Membership) of the Organization.</p>	President, VP1, VP2
November 2018	<p>Art VII.</p> <p><i>These sections have been revised and changed</i></p> <p>Section 2. There shall be a Nominating Committee of three members, PTO Secretary, Vice President 1 and Vice President 2.</p> <p>Section 3. The Nominating Committee shall communicate to the PTO Board of Officers any interested persons to be considered for the elected positions of President, First Vice President, Second Vice President, Secretary, Treasurer and Communications. Interested members must complete the Nominating Committee form and</p>	

	<p>return it to the Nominating Committee within two weeks from the date of communication. Only those members who return the form within the stated time are to be considered.</p> <p>Section 4. The Nominating Committee shall select a person for each position. The candidate shall have given written consent to be named on the ballot. The ballot is to be completed and communicated to the membership by April 1. or by an alternate date established by the PTO Council.</p>	
March 22, 2019	PTO Council roles redefined to become a more efficient organization, reduce unnecessary workload and retain talented volunteers. Full description of roles in Article V section 2 has been updated	VP2, VP1 and President. To be voted at the PTO Open Meeting May 8 2019
March 22, 2019	Article V section 2 points f and g have been added	To be voted at the PTO Open Meeting May 8 2019
March 22, 2019	Article II section 3, child protection procedure and code of conduct links added	VP1, VP2, President
28 May, 2019	Article V11 section 2 & 3. Added new volunteers process and online protection online course and VOG	President

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Article I: Name

The name of the Organization shall be the Parent Teacher Organization of American School of The Hague (“PTO” or “Organization”).

Article II: Objectives and Policies

Section 1. The objectives of the Organization are:

- a. The purpose of the PTO is to deliver programs that support, improve and enhance the ASH school experience.
- b. to expand communication between American School of The Hague (“School” or “ASH”) and the families it serves, in order to achieve maximum cooperation, and to disseminate information to all those concerned with the education and well-being of the students;
- c. to serve the School by means of programs, projects, activities;
- d. to raise funds through programs, projects and activities to make contributions to ASH.

Section 2. The Organization shall be non-commercial, non-sectarian, and non-partisan. No commercial enterprise, charity and no political candidate shall be endorsed by it. Neither the name of the Organization nor the name of its officers in their official capacities shall be used in connection with any commercial, charity concern, nor with any partisan interest, nor for any purpose other than the regular work of the Organization.

Section 3. The Organization shall abide by, and be subservient to, the ASH ‘Statutes Stichting American School of The Hague’, the ASH ‘Bylaws of the Board of Trustees’, and the ASH ‘Policies of the Board of Trustees’. All these documents can be found at the ASH website.

In addition, The PTO organization shall comply with [ASH Code of Conduct](#) and [ASH Child protection procedure](#).

Article III: Membership

Section 1. Members of the Organization shall be

- a. parents or legal guardians (“Custodian”) of current ASH student or students with residence in The Netherlands.
- b. ASH administrators and faculty members as defined in the ASH Bylaws and regulations.

Section 2. Spouses of both administrators and faculty members referred to in Section 1, who are not also Custodian of a current ASH student are not members of the Organization within the meaning of the law and cannot hold Board or Chair positions, no voting rights but have the right to attend PTO Meetings, to be called for such meetings and to receive relevant documentation and participate and volunteer for activities as if they were a member.

Article IV: PTO Board of Officers

Section 1. The affairs of this Organization shall be governed by a PTO Board of Officers (“Council”) made up of five Officers of the PTO, a representative appointed by the Teachers’ Organization of ASH (TA Rep), and those chairpersons of Standing Committees that choose to also serve as Council members.

Members of the Council must be voting members of the PTO, unless specifically approved by a majority vote of the Council.

Section 2. The term of office for all members of the Council shall be no more than three years, with a recommended term commitment of the full three years, commencing with installation of the new officers during the last PTO Board of Officers or General Membership meeting of the year. Voting rights are relinquished to the new PTO Board of Officers upon installation of the Officers.

Section 3. The Council shall carry out the objectives and policies of the Organization. They shall have full power to take such action and to make such rules and regulations consistent with the PTO bylaws as they may deem necessary and in the best interest of the Organization. It is the responsibility of the members of the Council to attend all PTO meetings.

Section 4. The size of the Council may change throughout the year. As vacant Standing Committee chairs are filled, the Council will grow. The PTO Secretary, who shall keep

records, will keep an accurate Council membership spreadsheet for purposes of determining quorum and voting privileges. The Council members should endeavor to fill a majority of standing committee chairs by the first PTO meeting of the school year.

Article V: Officers of the PTO

Section 1. The Officers of the PTO (“Officers”) shall consist of a President, a Vice President 1 for Committees Coordination, a Vice President 2 for Compliance, a Secretary and a Treasurer

Section 2. Duties of the Officers of the PTO

- a. The President shall preside at all PTO meetings, and is a member *ex-officio* (by virtue of their office) of all PTO committees, except for the Nominating Committee and Audit Committee. The President of the PTO is an ex-officio voting member of the Board of Trustees of the American School of The Hague (as set forth by the ASH Board of Trustees Bylaws Section 1 and Statutes Article 6.6) and in such capacity will fulfill such duties as required. In the event the President of the PTO is unable to fulfill his or her obligations as a member of the Board of Trustees of the American School of The Hague, the Board of Trustees position would then be filled by the first qualified Officer in this order: First Vice President, Second Vice President, Secretary, Treasurer, and Communications. If all of the above are unable or unwilling to fulfill the obligations as a member of the Board of Trustees, then the position may be filled from the voting PTO Membership (refer to Article III, Section 2). The candidate must be approved by the PTO PTO Board of Officers by a majority vote.
- b. The First Vice President (for Committees Coordination) will preside at all PTO meetings in the absence of the President and will be responsible for overseeing and coordinating all the PTO Committees. A vacancy in the office of the President will be filled by the First Vice President.
- c. The Second Vice President (for PTO Compliance) will be responsible for ensuring the compliance of all Officers and Committees with the usage and procedures of the PTO website and, all GDPR legislation. Is responsible for maintenance of all information in Google Drive, software training to the different committees and board itself, relationship with IT department, password control and supervision of all software and programs (Ligas, docusign, etc) used by the PTO.
- d. The Secretary will communicate the date, time, and location for PTO General Membership meetings, PTO Special Membership meetings, and PTO Council meetings to the Membership within guidelines determined by the Council. The Secretary will post the highlights of, and any actions taken during such meetings

using all appropriate modes of communication. The Secretary will create and maintain a resource book or any similar electronic record containing the PTO Bylaws, PTO Policies, procedures, Contributions to ASH (CTA), committee descriptions and approved/ unapproved meeting minutes. The Secretary shall also be the link with the 2 Vice Presidents to maintain good relationship with all volunteers. Secretary shall also follow on the needs for new volunteers.

The responsibilities of the Communications Manager, that depends on the Secretary role, are manage online communications for the PTO including Facebook Group, FLASH emails, PTO quarterly push pages, and other online announcements on InsideASH. Communications will maintain and update print material such as PTO brochures and other marketing and engagement tools. Shall keep PTO InsideASH or school online communication section updated with documents, dates and current events. Shall prepare the PTO branding guidelines and shall approve in accordance with VP1 all collateral material prepared by different committees to meet the branding guidelines.

- e. The responsibilities of the Treasurer are to collect the revenues, to keep the financial records, and to give an account of the stewardship at the PTO Council/ General Membership meetings. The Treasurer will develop an overall plan for the disbursement of funds and act as a liaison between the PTO and American School of The Hague personnel concerning said funds. The Treasurer shall submit an Annual Report at the first PTO General Membership meeting of the new school year. The Treasurer shall disburse the funds of the Organization only in accordance with a budget approved by the Members or pursuant to an authorization especially made by the Council. The Treasurer shall not serve on the Audit Committee.
- f. An Officer cannot hold two Council positions or a chair in a Committee.
- g. Backup roles. President and Treasurer. VP1 and VP2.

Section 3. Documentation available to Officers and Chairs

Each Council's officer and each member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

- Has received the Handbook of the organization and the by-laws
- Has read and understood the policy of conflict stated in the PTO bylaws and has agreed to comply with the policy;
- Complies with the Code of Conduct and Child Protection procedure of ASH school.
- Understands that the organization is charitable and that in order to maintain its tax exempt status it must engage primarily in activities which accomplish its tax-exempt purposes.

Article VI: Standing and Special Committees

Section 1. There will be Standing Committees as required to carry out the objectives of the Organization. These committees, their functions and chairpersons will be established by the Council.

Section 2. Any person requesting permission to form a Standing Committee must submit a written proposal to the Council. A majority vote of the Council is necessary to approve the formation of a Standing Committee.

Section 3. Special Committees may be established as deemed necessary by the Council. Special Committee chairpersons are not given the option to serve on the Council.

Section 4. Standing Committees, Special Committees, and chairpersons of both may be dismissed by a majority vote of the Council.

Section 5. The job of all committee chairpersons or committee members shall be a non-paid, voluntary position.

Article VII: Nominations, Elections, Installation, Vacancies, Removals

Section 1. In order to be nominated for an elected position a person must be a voting member of the PTO.

Section 2. Interested persons to be considered for the positions of President, VP1, VP2, Secretary (and Communications) and Treasurer, must complete an online form and interview process. Additionally if voted into the position, the volunteer must agree to attend an child protection online course and obtain a VOG and attend a PTO training session The Board of the PTO will then consider all the applicants for a position and the Secretary will communicate with candidates the final decision via flash, inside ash or other digital platforms of communication.

Section 3. Other volunteers for chairs position or volunteer coordinators will be considered by the Board of the PTO. All persons interested in volunteering for the PTO must fill in a Volunteer Application Form found on the pto.ash.nl website. All potential volunteers must be interviewed by a board member or existing Chairperson and agree to attend a child protection online course and obtain a VOG and attend a PTO training session. The communication process with be the same as for the Board positions.

Section 4. At the April PTO meeting, or by an alternate date established by the PTO

Council the new volunteer team for the following year should be announced.

Section 5. If no additional petitions are submitted, a vote is not necessary. The candidate will automatically be accepted as the next school year elected Officers of the PTO, Chairs and/or coordinators.

Section 6. In the event of a contested or tied election, candidates shall be given an additional opportunity to express their positions to the membership at large and a re-vote shall take place within one week, with simple majority rule.

Section 7. Installation of the newly elected Officers shall commence as of June 1, following the approval of the minutes and treasurer's report of PTO Council meeting in May or General Membership meeting of the school year. Incoming elected Officers shall assume office with installation and act in the new capacity for the remainder of this meeting.

Section 8. A vacancy occurring in an office shall be filled by a majority vote of the Council. Due notice of such an election must be given at least one week prior to election. In the case of vacancy in the office of President, the First Vice President shall fill the vacancy, thus creating a vacancy for First Vice President.

Section 9. An Officer of the PTO may be removed at any time, either at a General Membership Meeting or at a Special Membership Meeting by a two-thirds (2/3) vote of the members present and voting, or by a two-thirds (2/3) vote of the Council present and voting at a Council Meeting.

Article VIII: Membership Meetings, Quorums, Voting

Section 1. General Membership Meetings:

General Membership Meetings shall be held twice a year or as determined by the Council. General Membership Meetings are intended for and are open to all Members of the Organization. The Membership shall be advised of the exact meeting dates and locations at least one week in advance.

Section 2. Special Membership Meetings:

Special meetings of the Membership may be called by the President, the Council or a written request. Such meetings will be scheduled no more than four weeks following the date of receipt of written request. The Membership shall be advised of the date, location, and purpose of such meetings at least one week in advance.

Only business pertaining to the purpose of the Special Membership Meeting may be

conducted at said meeting.

Section 3. PTO Board Meetings:

PTO Board Meetings shall be held routinely in order to conduct Organization business. The Board Meetings are open to all Members and the Membership shall be advised of the date and location of such meetings at least 5 days in advance.

Section 4. Quorums:

- a. In order for a General Membership Meeting or Special Membership Meeting to be considered a valid meeting, a quorum of the Membership must be present. Accordingly, majority simple of the total voting Membership shall constitute a quorum for the transaction of business.
- b. In order for a PTO Board Meeting to be considered a valid meeting, a quorum of the Executive Officers must be present. Accordingly, two-third (2/3) of the members of the Executive Officers shall constitute a quorum and must be present (in person or via conference call) in order to conduct business. It is understood that such a quorum may not be achieved by counting absent Officer members who have assigned their voting rights as provided for in Article VIII Section 5b of these Bylaws.

Section 5. Voting at PTO Board Meetings:

- a. Each member of the PTO Council is entitled to one vote. In the event that two or more people co-chair a Standing Committee, they will only be entitled to one vote, collectively. Failure of the co-chairs to reach agreement on any voting issue that comes before the Council shall result in an abstention on that issue.
- b. A majority votes of those members of the PTO Council present and qualified to vote shall be required for the passage of any motion made at a Board Meeting. Any member of the PTO Council absent for any Board meeting may assign his or her voting rights to another voting member of the Council as proxy. The assignment must be in writing, dated, signed by the absent Council member (or, in case of e-mail transmissions, must be received from the e-mail address of the absentee member assigning such voting rights), and name the person to whom voting rights have been assigned. Each assignment of voting rights shall be given to the Secretary and shall be kept with the records from that meeting. As each vote is recorded, special mention shall be made that the absent member's vote is being cast as proxy by the member to whom such rights have been assigned and further, how the absent Board member voted. It is understood that such assignment is for that particular Board meeting being held while the Council member is absent. Future absences from Board meetings require another assignment of voting rights by an absent Council member.

Section 6: Voting at General or Special Membership Meetings.

Voting at the General or Special Membership Meetings shall be performed by a show of hands. Only voting Organization members may vote.

Article IX: Fiscal Policies

Section 1. Fiscal Year:

The fiscal year of this Organization shall run from July 1 to June 30.

Section 2. Authority of the Council:

It shall be within the power and discretion of the Executive Officers to determine the disbursement of all funds generated through fundraising events or donations. The primary mechanism for doing so is the Budget.

Section 3. Disbursement and Reimbursement of Funds:

All budgeted expenditures may be disbursed and reimbursed with Committee Chair's approval if in accordance with the current approved budget and signatory process.

- a. Reimbursement of funds shall be done with ASH PTO Form 1 filled in accordingly with original receipt attached. Committee Chair shall sign approval. If amount is over 200 euros, Committee Chair and Vice President signatures are required. If Amount is over 1.000 euros, Committee Chair and President signature are required.
- b. Over-budget items that exceed the budget may be disbursed only after receiving majority approval of the Council.

Section 4. Budget:

The Board will propose the next school year's PTO budget at the January PTO Board Meeting meeting (the formal budget planning process will have begun in December) and voted on in the March/April Board Meeting. The budget becomes valid only after being approved by a majority simple of the PTO members present at the meeting at which a quorum is present.

Section 5. Audit:

It is the responsibility of the Treasurer to create a special Audit Committee (2 volunteers to divide the year should be sufficient) to arrange for an independent audit of the current financial records. The auditor must have an appropriate accounting background. The audit is to be performed after the bank records and ledgers are reconciled by the Treasurer and the Business office of the American School of The Hague but within six months after the

end of the fiscal year. The auditor must provide the Board with a written report of findings and suggestions. The findings will be reviewed by the Board and retained with correlating records.

Article X: Review and Amendment to Bylaws

The Board shall review these Bylaws every three years or sooner if deemed necessary. The Bylaws shall be made available to any member via InsideASH PTO Resource Page or other PTO digital platforms.

These Bylaws may be amended by a two-thirds (2/3) vote of the Board Officers present such purpose.

Article XI: First Appeal

Robert's Rule of Order, Revised shall govern this Organization in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of this Organization.

Article XII – Conflict of Interest Policy

Section 1. Purpose.

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

- a. Interested Person. Any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or

iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

a. **Duty To Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.

b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

c. **Procedures for Addressing the Conflict of Interest.**

i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. **Violations of the Conflict of Interest Policy.**

i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.