

# PTO Bylaws



Adopted by  
American School of The Hague  
Parent Teacher Organization

Last Revision: Sept 2022

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

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**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 PTO		
January 14, 1992 PTO		
May 11, 1993 PTO		
January 12, 1994 PTO		
September 14, 1995 PTO		
April 18, 1996 effective June 3, 1996 PTO		
September 12, 1996 PTO		
October 10, 1996 PTO		
January 23, 1997 PTO		
December 16, 1999 PTO		
May 2000, PTO		
January 2005, PTO		
June 2006, PTO		
June 2008, PTO		
May 2017, PTO	<ol style="list-style-type: none"> <li>1. Changed the name Parent Teacher Organization to Parent Teacher Organization throughout the entire document;</li> <li>2. Acronym PTO changed into PTO throughout the entire document;</li> <li>3. Organization is changed into Organization throughout the entire document;</li> <li>4. Article VII, Section 5: PTO Bulletin changed into PTO communication;</li> </ol>	Yana Abitzsch

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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"> <li>1. All Committees to be named under the umbrella of PTO. Ex. PTO Friends of the Arts / PTO Monday Morning Networking</li> <li>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.</li> <li>3. Is responsibility of each chair to properly communicate their committee and form the volunteers on it.</li> </ol>	All members of Executive Council.
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6 November 2018	Art II. Section 3 The PTO Organization shall comply with <a href="#">ASH Code of Conduct</a> <a href="#">ASH Child protection procedure</a>	Approved at Board Meeting 6/11/2018
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November 2018	Art. 5 section 3 Information provided to volunteers accepting Board/Chair roles	President, VP1, VP2
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November 2018	Added this article Art. XIII Conflict of interest Policy	President, VP1, VP2
November 2018	<p>Art II. Objectives &amp; Policies</p> <p>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.</p> <p><u>Eliminated and substituted by</u> 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;</p>	President, VP1, VP2
November 2018	<p><b><i>Eliminated this sections redundant information, no Honorary needed.</i></b></p> <p><b>Section 3.</b> 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><b>Section 4.</b> 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	<b>Art VII.</b>	

	<p><b><i>These sections have been revised and changed</i></b></p> <p><b>Section 2.</b> There shall be a Nominating Committee of three members, PTO Secretary, Vice President 1 and Vice President 2.</p> <p><b>Section 3.</b> 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 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><b>Section 4.</b> 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
24 May, 2022	Bylaws overhauled to reflect dismantling of KVK	Full Board
2 Sept., 2022	Updating new name, logo, complying with dissolution of KVK	President
6 June, 2023	Returned name, logo to PTO. Changed meeting schedule. Made minor procedural clarifications.	President

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## Article I: Name

The name of the Organization shall be the Parent Teacher Organization of the 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 and no political party or candidate shall be endorsed by it. The PTO shall not fund or endorse any charity, unless it is expressly funded or endorsed by ASH or affiliated with ASH, its teachers, or its students. Neither the name of the Organization nor the name of its officers in their official capacities shall be used in connection with any commercial concern, nor with any partisan interest, nor with any charity unless endorsed by ASH, nor for any purpose other than the regular work of the Organization.

**Section 3.** The Organization shall abide by, and be subservient to these PTO bylaws, 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 shall comply with [ASH Code of Conduct](#) and [ASH Child protection procedure](#).



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## Article III: Membership

**Section 1.** Members of the Organization shall be

- a. parents, legal guardians, or adult household family members (“Custodian”) of a current ASH student or students.
- b. ASH staff and faculty members as defined in the ASH Bylaws and regulations.

**Section 2.** Spouses of ASH staff and faculty members referred to in Section 1, who are not also Custodian of a current ASH student will be considered for membership in the Organization on a case-by-case basis.

## Article IV: PTO Board of Officers

**Section 1.** The affairs of this Organization shall be governed by a PTO Council (“Council”) made up of at least four, but no more than six Officers of the PTO

Members of the Council and Chairs of Standing Committees are considered the only voting members of the PTO.

**Section 2.** The term of office for all members of the Council shall be no more than five years, commencing with installation of the new officers during the last PTO Council or General Membership meeting of the year. Voting rights are relinquished to the new PTO Council 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 attempt 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 voting membership will grow. The PTO Secretary, who shall keep records, will keep an accurate Council membership roster for purposes of determining voting privileges. The Council members should endeavor to fill all Standing Committee chairs by the first PTO meeting of the school year.

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## Article V: Officers of the PTO

**Section 1.** The Officers of the PTO (“Officers”) shall consist of a President, a Vice President, a Secretary, and a Treasurer. A Second Vice President and a Communications Chair may be included in the Council.

**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. 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 will be filled by the first qualified Officer in this order: 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 Standing Committee Chairs, and then general PTO Membership (refer to Article III, Section 2). The candidate must be approved by the PTO Council by a majority vote. The President shall supervise and direct all activities of the PTO and will be the ultimate liaison with the ASH Administration.
- b. The Vice President will preside at all PTO meetings in the absence of the President and will be responsible for overseeing and coordinating all the PTO Committees. The Vice President will assist the President with completing and delegating tasks, liaising with the ASH Administration as needed, and ensuring the compliance of all Officers and Committees with the usage and procedures of the PTO website and all GDPR legislation. The VP is responsible for maintenance of all information in Google Drive, software training to the various committees and the Council itself, relationship with IT department, password control and supervision of all software and programs used by the PTO.
- c. The Secretary will communicate the date, time, and location for PTO General Membership meetings and PTO Council meetings to the Membership within guidelines determined by the Council. The Secretary will take and post the minutes and action items of all 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),

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committee files and meeting minutes. The Secretary shall also be the point of contact with current and new volunteers and maintain a list of active, temporary, past, and potential volunteers. The Secretary will send out calls for volunteers and receive responses.

- d. The responsibilities of the Treasurer are to collect the revenues, to keep the financial records, and to give an account of the budget at the PTO Council/ General Membership meetings. The Treasurer will develop an overall budget and 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 Budget Report at the first PTO General Membership meeting of the new school year. The Treasurer shall disburse the funds of the Organization as approved by the Council. The Treasurer shall make purchases, pay invoices, and handle reimbursements. The Treasurer is responsible for the appropriate use of the ASH PIN machines and ensuring that PIN payments and cash are correctly allotted to the PTO budget line with the ASH Controller.
- e. The responsibility of the Second Vice President is to take on various tasks delegated by the Vice President and the President and to ensure their timely completion.
- f. The responsibilities of the Communications Chair are to write, produce, and publish the Newsletter/Blog on the website, and direct the website and social media volunteers to publish announcements, reminders, media, and other advertising of events or activities.
- g. If Council positions are vacant, an Officer may hold two or more Council or Standing Committee positions.
- h. A current list of Officers shall be provided to the ASH Leadership Team at the beginning of each school year or when Officer roles change.
- i. The job of all Officers shall be a non-paid, voluntary position.

### ***Section 3. Documentation available to Officers and Chairs***

Each Council Officer and each Standing Committee Member shall annually:

- Receive a copy of these Bylaws
- Read and agree to comply with the policy of Conflict of Interest as stated in these PTO Bylaws

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- Comply with the Dutch VOG background check and ASH Child Protection procedures

## **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 Chairs will be established by the Council. The Current Standing Committees that must be chaired each year (subject to change) are currently: Spirit Wear; Monday Morning Networking; Parent Welcoming; Grade Level Coordination; Halloween; International Festival; Bazaar; and Trivia Quiz Night.

**Section 2.** Any person requesting permission to form a new 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. Council Officers may propose and/or serve on a Standing Committee.

**Section 3.** Special Committees may be established as deemed necessary by the Council for activities that are not annually recurring, or have not yet become so, but which will be implemented one time, or for the first time. Council Officers may propose and/or serve on a Special Committee.

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

**Section 5.** The job of all Committee Chairs or Committee members shall be a non-paid, voluntary position.

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

**Section 1.** Anyone eligible for membership in the PTO may nominate themselves for election to a Council or Committee Chair position.

**Section 2.** Interested persons to be considered for Council positions must contact a current Council Officer and learn about the duties of the position. If multiple persons volunteer for the same position, one must be elected by the voting membership (Council Officers and Committee Chairs). Each interested candidate may speak on their behalf at an arranged meeting before the vote. The candidate will not attend the voting meeting. Winners will be voted upon by a simple majority. The volunteer must agree to complete a child protection course and obtain a VOG (background check), both provided by ASH Human

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Resources.

**Section 3.** Other volunteers for Committee chairs, Committee members, or miscellaneous activity and event helpers will be accepted by the Council, and they are not required to undergo a vote, unless a Council member raises objections to a certain person or role. Persons interested in volunteering for the PTO are encouraged to fill in a Volunteer Application Form found on the [pto.ash.nl](http://pto.ash.nl) website or to email the current PTO Secretary at [ptosec@ash.nl](mailto:ptosec@ash.nl).

**Section 4.** At the End-of-Year PTO meeting, or by an alternate date established by the PTO Council, the new Council for the following year should be announced.

**Section 5.** Even if no simultaneous petitions for a single position are submitted, a vote is still necessary for the candidate to become an Officer for the next school year, or mid-year if a vacancy arises.

**Section 6.** In the event of a contested or tied election, candidates shall be given an additional opportunity to express their candidacy 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 immediately upon election.

**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 Vice President, if not simultaneously vacating, shall fill the vacancy, thus creating a vacancy for Vice President.

**Section 9.** An Officer of the PTO or a Committee Chair may be removed at any time, either at a General Membership Meeting or at a Council Meeting by a two-thirds (2/3) vote of the other Council Officers and present Chairs.

## **Article VIII: Membership Meetings, Voting**

**Section 1. General Membership Meetings:** General Membership Meetings shall be held once every two months. General Membership Meetings are intended for and are open to all Members and potential Members of the PTO. 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

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called by the President, another Council Officer or a Committee Chair. A general Member may propose a meeting by written request and it must be approved by the Council. 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. Council Meetings:** The PTO Council shall hold meetings on months alternate to the General Membership meetings, in order to conduct Organization business. The Council Meetings may or may not be open to all or part of the Membership, such as Standing Committee Chairs, at the discretion of the Council. If open to Membership outside the Council, Members shall be advised of the date and location of such meetings at least one week in advance.

**Section 4. Voting at PTO Meetings:**

- a. Each member of the PTO Council is entitled to one vote. Chairs and Co-chairs of Standing Committees are also each entitled to one vote.
- b. A majority vote of the PTO Council Officers and any Chairs present and willing to vote shall be required for the passage of any motion made at a PTO Meeting. Any member of the PTO Council absent for any meeting may signal their vote through instant electronic communication (telephone, text message, email, etc.). Officers who are not present for meetings and do not indicate voting wishes by electronic communication forfeit their votes for that particular decision. A quorum of at least three Council Officers is required to vote on any issue. If fewer than three Officers are present or able to communicate their vote by instant, electronic means, a voting quorum will not have been reached and the vote must be rescheduled. In the case of a tie, the issue will be open to further discussion and new vote will be scheduled within one week's time. If after the second vote the tie is not broken, the vote of the President will decide the question. The Secretary shall record all cast votes and the results. The Secretary shall notify the Membership of voting decisions via publication of the meeting minutes.

**Section 6: Voting by Standing Committee Chairs:** Standing Committee Chairs should vote on issues that are pertinent to their committees. As they are not Council Members, they do not count toward the Council voting quorum, and are not required to participate in votes. If a Council voting quorum exists for any decision and one or more Standing Committee are present, they are allowed to cast votes. The rules for a tied vote are the same as for regular Council votes.

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## **Article IX: Fiscal Policies**

**Section 1. Fiscal Year:** The fiscal year of this Organization is from July 1 to June 30.

**Section 2. Authority of the Council:** It shall be within the power and discretion of the Council 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 the Treasurer's approval if in accordance with the current approved budget and signatory process.

- a. Reimbursement of funds shall be done via the ASH Controller by providing original receipts and evidence of bank transactions. The Treasurer shall sign approval. If amount is over 1.000 euros, the signature of the President is required.
- b. Expenditures that exceed the budget may be disbursed only through majority approval of the Council.

**Section 4. Budget:** The Council will propose the budget for the following school year at the End-of-Year General PTO Meeting. It will be discussed and voted upon at that meeting. The Budget becomes valid only after approval by a majority vote of the Council Officers and present Committee Chairs. Members may propose revisions to the budget over the summer or before the first General PTO meeting of the following school year, and such revisions may be approved by vote at the first General PTO meeting.

**Section 5. Liaison with administration:** The Business Office of ASH shall manage the funds existing in the Budget. The Treasurer shall communicate with the Controller or Assistant Controller to withdraw or deposit funds as needed and request reimbursements.

## **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 the PTO website or by email upon request. These Bylaws may be amended by a two-thirds (2/3) vote of the Council Officers and present Chairs for such purpose.

## **Article XI: Additional Procedures**

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Any procedure not clarified in these Bylaws shall be governed by Robert's Rule of Order, Revised, in all cases to which they are applicable and not inconsistent with these Bylaws.

## **Article XII – Conflict of Interest Policy**

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect this 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.

### **Section 2. Definitions.**

a. Interested Person. Any Council Officer, or Committee Chair, or Member with Council-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 Officers and Members of committees with Council-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 Council or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Council or Committee members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.



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- i. An interested person may make a presentation at the Council 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 Council President or Committee Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - iii. After exercising due diligence, the Council 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 Council or Committee shall determine by a majority vote of the disinterested Officers and Committee Chairs 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 Council 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.