

**BYLAWS OF THE
WOODGROVE HIGH SCHOOL
PARENT-TEACHER-STUDENT ORGANIZATION
(A Nonprofit Corporation)**

ARTICLE I. Name.

The name of the corporation is the **WOODGROVE HIGH SCHOOL PARENT-TEACHER-STUDENT ORGANIZATION** (hereinafter referred to as the Corporation or WHS PTSO), a charitable, nonprofit corporation incorporated in the State of Virginia.

ARTICLE II. Principal Office.

The principal office of the Corporation is 36811 Alder School Rd., Purcellville, Virginia 20132.

ARTICLE III. Purposes.

Section 1. The objectives of the WHS PTSO are:

- a. to enhance and enrich the educational environment at Woodgrove High School (WHS) by supporting all endeavors, social, extracurricular and academic, of the students and staff;
- b. to improve the environment at WHS by promoting parent/guardian involvement through communication, parent volunteering and dialogue with school staff;
- c. to provide support and service to the students, families, educators and community and to promote a spirit of caring, good citizenship and respect for others; and
- d. to encourage positive relationships between the WHS community, businesses and neighbors.

Section 2. The Corporation is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, with the specific purpose of making distributions to and on behalf of organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, the sole recipient and beneficiary of said distributions being the Woodgrove High School (WHS) and its affiliated activities.

ARTICLE IV. Membership and Dues.

Section 1. Qualifications.

The Corporation shall have one class of members, each entitled to an equal vote. An individual who is or becomes a part of one of the following constituent groups during the PTSO Year shall be eligible for membership and become a member upon payment of annual dues in the WHS PTSO:

- a. Parents or guardians of WHS students;
- b. Teachers and staff members of WHS; and
- c. Students of WHS.

(The PTSO Year is the 12-month fiscal period for the Corporation that begins with the first day in July each year and continues through the last day in June in the following calendar year.)

Section 2. Dues.

The Board of Directors shall establish dues for membership in April of each year for the following school year. These membership dues may be waived at the discretion of the Board of Directors. A person who is a member by virtue of waived dues shall have the same voting rights as a dues paying member. Also, only dues paying members may serve in an elected or appointed position with the exception of those members by virtue of waived dues. No dues shall be refunded or pro-rated and no waiver of dues shall be rescinded in the middle of a PTSO Fiscal Year (FY).

ARTICLE V. Meetings.

Section 1. General.

General membership meetings shall be held as established and determined by the Board of Directors. At the first meeting of the fiscal year, the membership shall approve a budget, approve plans for the current year and conduct a membership drive.

Section 2. Annual.

The Corporation shall hold an annual meeting of the membership at least 45 days prior to the end of the current school year for the purpose of electing officers of the organization for the following fiscal year, receiving year end reports from officers and committees and consideration of an annual budget.

Section 3. Special.

A special meeting of the membership may be called by the majority of the Board of Directors or the President. Special meetings shall be held at WHS or a well-established alternate location designated by the Board of Directors.

Section 4. Notification.

- a. Notice for general, annual and special meetings will be given via publication in the School Monthly Newsletter, by e-mail, phone, public posting, and/or on the WHS web site.
- b. Notice for an annual meeting shall contain names of all nominees for officers as designated by a nominating committee appointed by the Board of Directors.
- c. Notice of any special meeting shall state the purpose for which the meeting is being called. Notice of special meetings shall be given to members no less than seven (7) nor more than sixty (60) days before the date of the meeting.
- d. Notice of any meeting to act on an amendment of the Articles of Incorporation or to act on dissolution of the Corporation shall be delivered via publication in the School Monthly Newsletter, by phone, public posting, by email and/or on the WHS web site, to no less than two-thirds (2/3) of the WHS PTSO members in good standing. The notice shall state that the purpose or one of the purposes, of the meeting is to consider the proposed amendment or dissolution and shall contain or be accompanied by a copy of any proposed amendment. Such notice shall be given at least thirty (30) days before the date of the meeting.

Section 5. Voting.

- a. No general membership quorum is required for meetings. Each member is entitled to one (1) vote. All matters shall be determined by the vote of a majority of the

members present and voting on such matters, except as otherwise prescribed by law, the Articles of Incorporation, or these Bylaws.

- b. A vote of two-thirds (2/3) of the members present shall be required to approve an amendment to the Articles of Incorporation or dissolution of the Corporation, to approve an amendment to these Bylaws, or to remove an Elected Officer.
- c. Voting by proxy shall not be permitted.
- d. To be eligible to vote, an individual must have paid annual dues at least five (5) days prior to a general, annual, or special meeting.
- e. Voting for the election of officers shall be accomplished by written ballots or by voice if there is only one candidate for each position.
- f. Voice vote or a show of hands shall accomplish voting on other issues.
- g. Only a member who is in good standing on the date of adoption of the resolution to dissolve the Corporation and who continues to be a member in good standing on the date of a special meeting called for dissolution shall be entitled to vote on dissolution.

ARTICLE VI. Officers.

Section 1. Election and Qualifications.

The officers of the WHS PTSO shall be President, Vice President of Events, Vice President of Fundraising, Secretary, and Treasurer. No person shall hold more than one (1) office at the same time. Officers shall preside over all meetings of the membership and shall perform such other duties as the Board of Directors by resolution may designate.

- a. The initial Elected Officers as designated in the Articles of Incorporation shall serve until the first Annual Meeting of the WHS PTSO. Thereafter, Elected Officers shall be elected by the members at the Annual Meeting.

Section 2. Term.

The newly Elected Officers shall be seated at the next scheduled WHS PTSO meeting, for a one (1) year term coinciding with the PTSO FY. The Treasurer shall assume duties upon completion of an audit of the finances. No Elected Officer may serve more than two (2) consecutive terms in the same office, unless the position is vacant at the time of election.

Section 3. Resignation and Removal.

Any officer may resign by filing a written resignation with the Board of Directors. Any Elected Officer may be removed from office by a vote of two-thirds (2/3) of the members present at a general or special meeting, with advanced notice.

Section 4. Vacancy.

- a. In the case of a vacancy among Elected Officers for any reason, a successor shall be selected by the vote of a majority of the then-serving members of the Board of Directors for the unexpired portion of the term.
- b. In case a vacancy occurs in the office of the President, the Vice President of Events shall automatically become President and serve notice of the election to fill the vacancy in the office of the Vice President of Events within sixty(60) days.

ARTICLE VII. Duties of Officers.

Section 1. President.

The President shall

- a. preside over all meetings of the Board of Directors and the Executive Board; preside over all meetings of the membership;
- b. be a member ex-officio of all committees, except the nominating committee;
- c. perform such other duties as the Board of Directors by resolution may designate;
- d. see that all orders and resolutions of the Board of Directors are carried into effect.

Section 2. Vice President of Events. The Vice President of Events shall

- a. perform such duties as the Board of Directors or President may designate;
- b. in the absence of the President, perform the duties and exercise the power of the President.
- c. be the main contact for student and staff events sponsored by the PTSO and submit a report to the General Membership Board Meeting(s).
- d. be the liaison to the Board and report on all special events including but not limited to Fall Student Events, Staff Appreciation Week, Graduation assistance and any other events voted in by the PTSO Board.

Section 3. Vice President of Fundraising. The Vice President of Fundraising shall

- a. perform such duties as the Board of Directors or President may designate;
- b. in the absence of the President and the First Vice President, the Second Vice President shall perform the duties and exercise the powers of the President.
- c. become the main contact for all programs that bring income to the PTSO and submit a report to the monthly General Membership Board Meeting(s).
- d. these events may include but are not limited to the following: Spirit Nights, Yard Sign Campaign, Hershey Park Tickets and any other fundraisers voted in by the current PTSO Board.

Section 4. Secretary. The Secretary shall

- a. document and keep a record of all meetings and proceedings of the Corporation;
- b. prepare agenda for meetings;
- c. handle correspondence required for the administration of the Corporation;
- d. send notices of meetings to membership;
- e. organize and oversee the PTSO Senior Scholarship program
- f. perform other duties as assigned.

Section 5. Treasurer. The Treasurer shall

- a. cause all moneys of the Corporation to be deposited in Federally insured accounts for the Corporation and disbursed as directed by resolution;
- b. keep accurate records of financial receipts and expenditures;
- c. prepare monthly financial statements and report at all scheduled meetings of the Board of Directors and of the membership;
- d. maintain a list of paid membership dues;
- e. at the end of the PTSO FY, prepare an annual report to be presented at the annual meeting;
- f. have the annual report and accounts reviewed at the end of each PTSO FY by an auditor or three (3) member audit committee, who, satisfied that the Treasurer's Annual Report is correct, shall submit a signed audit report to the Corporation;
- g. shall provide documentation for audit of finances if there is a resignation or change in

Treasurer position. This audit shall not be performed in lieu of the year end audit;

- h.** prepare and present an Annual Budget to the Board of Directors, to be presented to the membership at the first meeting of the PTSO FY;
- i.** shall represent the Corporation in all matters related in any way to the Corporations application for exemption from federal income taxation, including any annual reporting and return filings with the Internal Revenue Service or the State of Virginia.

ARTICLE VIII. The Executive Board.

Section 1. Members.

The Executive Board shall consist of five (5) elected officers, each with an equal vote. The officers of the WHS PTSO shall be President, First Vice President, Second Vice President, Secretary, and Treasurer. No person shall hold more than one elected office at the same time. Officers shall preside over all meetings of the membership, and shall perform such other duties as the Board of Directors by resolution may designate. The Principal shall serve as a member of the Executive Board in an advisory capacity as a non-voting member for the duration of his/her tenure as Principal of Woodgrove High School.

Section 2. Duties.

The Executive Board shall

- a. perform the duties delegated to it by these bylaws;
- b. develop goals for the Corporation for presentation to the Board of Directors and general membership for approval;
- c. meet within thirty (30) days after the start of the school year for the purpose of appointing standing committee chairpersons;
- d. appoint special committee chairpersons as necessary;
- e. transact the business of the Corporation between meetings of the Board of Directors.

Section 2. Meetings.

- a. The Executive Board shall meet in regular session.
- b. A special meeting of the Executive Board may be called by the President or upon request of three (3) members of the Executive Board provided at least three (3) days notice is given, except under emergency conditions wherein a quorum of the Executive Board is present.

Section 3. Quorum.

A majority of the members of the Executive Board shall constitute a quorum for the transaction of business.

ARTICLE IX. Board of Directors.

Section 1. Authority and Members.

The affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation.

- a. The Board may do all such lawful acts as are by law, or by the Articles of Incorporation, or by these Bylaws directed to be exercised and done by the members.
- b. A Director must be a member of the WHS PTSO.
- c. The Board of Directors shall consist of a minimum of five (5) Elected Officers and three (3) appointed members – the principal, a WHS faculty member and a student representative.
- d. Chairpersons of standing committees shall also comprise membership of the Board of Directors with voting privileges. Only individuals who have paid PTSO annual dues may serve as a Chairperson of a Standing Committee.

Section 2. Appointments.

- a. The Principal shall serve as a member of the Board of Directors for the duration of his/her tenure as Principal of Woodgrove High School.
- b. The faculty representative shall be nominated by the Principal and shall be appointed by the majority vote of the members of the Board of Directors and shall serve a one (1) year term
- c. The student representative shall be a student in good standing at Woodgrove High School and shall be nominated by the student council in conjunction with the Principal of WHS. The student representative shall be appointed by the majority vote of the members of the Board of Directors and shall serve a one (1) year term.

Section 3. Meetings.

- a. Regular meetings of the Board of Directors shall be held during the school year. The time and place will be determined by the Board of Directors at its first meeting of the school year.
- b. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board with seven (7) days notice being given.

Section 4. Voting.

Each Elected Officer, appointed member or Standing Committee Chairperson present at a meeting shall be entitled to one (1) vote. If a Chairperson of a Standing Committee is not present, a Vice Chairperson present at the meeting may vote as the Standing Committee representative. In the event that an individual holds more than one position as an Elected Officer and as an appointed Chairperson of one or more Standing Committees, that individual would be entitled to one (1) vote. At meetings of the Board of Directors, a majority of the Elected Officers shall constitute a quorum for the transaction of business. Proxy voting shall not be permitted. In the event that a transaction of business must be addressed and voted upon with short notice by the Board of Directors and a meeting cannot be assembled, electronic voting may be utilized.

Section 5. Compensation.

Directors shall not receive compensation for their services, but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the WHS PTSO.

ARTICLE X. Committees. Section

1. Standing Committees.

- a. The Board of Directors may appoint such standing committees it deems advisable to perform during the entire school year and with such limited authority as the Board shall from time to time determine.
- b. The Executive Board shall appoint the Committee Chairpersons. The Executive Board may also appoint a Vice-Chairperson for a Standing Committee.
- c. The Executive Board shall have the authority at any time to fill vacancies in, change the membership of, or discharge any committee.
- d. The term of each chairperson shall be one (1) year or until the selection of a successor.
- e. No chairperson shall be eligible to serve in the same capacity for more than two (2) consecutive terms unless there is no one willing to serve in such capacity

Section 2. Special Committees.

- a. The Board of Directors may create such special committees as it may deem necessary for a specified time or as may be directed by the Corporation.
- b. Special committee chairpersons shall be appointed by the Executive Board.
- c. Special committee chairpersons are discharged from their duties upon completion of the task assigned.

Section 3. Nominating Committee.

A nominating committee of at least three (3) people shall be appointed by the Board of Directors at least two (2) months prior to the annual meeting. The nominating committee shall elect its own chairman.

- a. The President of the Corporation may not serve on the nominating committee.
- b. The nominating committee shall nominate at least one (1) eligible person for each office and report its nominees at a regular meeting no less than one (1) month prior to the election meeting.
- c. At the Annual meeting, additional nominations may be made from the floor.
- d. Only those persons who have given their consent to serve if elected shall be nominated for or elected to such office.

Section 4. The Chairperson of each Standing or Special Committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

Section 5. The quorum of any committee shall be a majority of its members.

Section 6. The President shall be an ex-officio member of all committees except the nominating committee.

Section 7. Committee Chairpersons shall turn over to the President, without delay, all records, books and other materials pertaining to the committee at the end of the term served or when departing office.

ARTICLE XI. Financial Policies.

Section 1. Check signatures.

All checks or demand for money and notes of the Corporation shall be co-signed by the Treasurer and one other officer.

Section 2. Fiscal Year.

The Fiscal Year of the Corporation shall be July 1 through June 30.

Section 3. Auditors and Auditing Procedures.

There shall be an annual audit conducted by an independent auditor or a three (3) member audit committee selected by the Board of Directors.

- a. An auditing committee or a professional auditor shall be selected by the Board of Directors at least 30 days prior to the end of the fiscal year. An auditing committee shall consist of no fewer than three (3) members and no one with signature authority shall be a member of the auditing committee.

- b. The treasurer shall submit the books to the auditing committee or the professional auditor at the end of the fiscal year. The Audit report shall be submitted in writing to the Board of Directors within three (3) weeks of its receipt by the professional auditor or the auditing committee.
- c. Upon resignation of the Treasurer during a term, the Board of Directors shall select an auditing committee or a professional auditor within one (1) week of the resignation. The audit shall be performed according to the fiscal year end auditing procedures and shall be completed within three (3) weeks of the resignation. This audit shall not be performed in lieu of the year end audit.
- d. The newly elected Treasurer shall not undertake any duties or responsibilities of that office until the audit is presented to and accepted by the Board of Directors.

ARTICLE XII. General Provisions.

Section 1. Propaganda.

No substantial part of the activities of the WHS PTSO shall be the carrying on of propaganda, or otherwise attempting to influence legislation, (with the exception of school business such as; attendance boundaries, forming speaking groups for the Loudoun County Public School (LCPS) Board, or Loudoun County Board of Supervisors' meetings/hearings/ public comment/input sessions with regard to future LCPS policies issues that might arise and impact WHS). The PTSO will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Participation by the WHS PTSO in regard to future LCPS policies that might arise and impact WHS must be presented to the general membership for discussion with advanced notice. Approval of any such action to be taken on behalf of the WHS PTSO shall require approval of at least two thirds (2/3) of the members present and entitled to vote.

Section 2. Adoption of Bylaws.

The Bylaws shall be adopted at the first meeting of the Executive Board by a majority of the Board membership present, and approved at the next membership meeting by a majority of members present.

Section 3. Amendment of Bylaws.

Amendments to these Bylaws may be made by a two-thirds (2/3) vote of the members present at a meeting of the membership, provided that notice and a copy of the proposed bylaws amendments are provided to the membership at least thirty (30) days prior to the meeting at which the amendments are to be voted upon.

Section 4. Parliamentary Authority.

The Corporation shall be operated in accordance with these Bylaws and the Articles of Incorporation. Meetings shall be conducted in accordance with Roberts Rules of Order, Newly Revised.

ARTICLE XIII. Insurance.

The Corporation shall have the authority to purchase and maintain insurance to protect the Corporation, the Board of Directors, and the officers, employees and agents of the Corporation from liability consistent with these Bylaws.

ARTICLE XIV. Indemnification.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, or settlement shall not create a presumption that the person did not meet that standard of conduct. The termination of any action, suit or proceeding by conviction, or upon a plea of nolo contendere or its equivalent, or an entry of an order of probation prior to judgment shall create a presumption that the person did not meet that standard of conduct. Any indemnification under this section (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent has met the applicable standard of conduct set forth in this paragraph.

Such determination shall be made by one of the following:

- by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding; or
- by independent legal counsel in a written opinion if a quorum of Directors who were not parties to the action, suit, or proceeding is not obtainable, or, even if such a quorum is obtainable, a majority vote so directs.

The Corporation shall indemnify a Director or Officer who entirely prevails in the defense of any proceeding to which he or she was a party because he or she is or was a Director or Officer of the Corporation against reasonable expenses incurred by him or her in connection with the proceeding.

ARTICLE XV. Conflict of Interest.

No part of the net earnings of the PTSO shall inure to the benefit, or be distributable to its members, officers, directors or other private persons, partnerships, estate, trust or corporation having a personal or private interest in the PTSO. The PTSO shall be authorized and empowered to pay reasonable compensation for services and to make payments and distributions in furtherance of the purposes set forth in Article III above.

ARTICLE XVI. Dissolution.

Section 1. Should dissolution of the Corporation become necessary or desired, the Board of Directors shall adopt a resolution recommending that the organization be dissolved and voted upon by the membership at a special meeting. Written or printed notice stating the purpose of this special meeting shall be sent to every member at least thirty (30) days prior to the date of such meeting. Approval of dissolution of the organization shall require the affirmative vote of at least two thirds (2/3) of the members present and entitled to vote.

Section 2. Upon dissolution of this Corporation, after paying or adequately providing for debts and obligations of the Corporation, the remaining assets shall be distributed to Woodgrove High School, organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Adoption of Bylaws
May 25, 2010
REVISED:
October 13, 2020