**ARTICLE I NAME**

**AND PURPOSES**

**Section 1.01. Name.** The name of the organization is the GCA Parent Teacher Organization

(GCA PTO).

**Section 1.02. Purposes.** The purpose of GCA PTO is to enhance and support the educational experience of students, and teachers at Gilbert Classical Academy (GCA) by fostering relationships between students, parents, teachers and the administration and by volunteering and providing financial support. GCA PTO shall operate exclusively for educational, scientific, and charitable purposes as defined in Section 501 (c)(3) of the Internal Revenue Code.

**Section 1.03.** Political Activity. The organization shall not participate in any way 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.

**ARTICLE II MEMBERS AND MEETINGS**

**Section 2.01. Qualifications.** Members must be parents and/or guardians of current GCA

students, and who pay the annual dues.

**Subsection 2.01.01. Annual Dues.** Dues for members shall be set by the GCA PTO Executive Board (Executive Board).

**Subsection 2.01.02. Teacher Membership.** All GCA teachers, administrators, and regular staff are recognized as active members of the GCA PTO without regard to payment of annual dues, as long as they express interest and register as a member annually.

**Subsection 2.01.03.** Membership Roster. A list of registered members by name will be maintained and accessible to the general public during normal school hours.

**Subsection 2.01.04.** Members must be registered at least 30 days prior to their ability to vote for any items including the election of officers and budget items.

**Section 2.02. Membership Meetings.** An Annual Meeting of the GCA PTO membership shall be held in May of each year. All other meetings of the membership shall be arranged by the Executive Board and called by the President.

**Section 2.03. Parliamentary Authority**. The authority for this organization shall be Robert’s Rules of Order Newly Revised.

**ARTICLE III**

**THE EXECUTIVE BOARD**

**Section 3.01. Authority of Executive Board.** The Executive Board is the policy-making body of the GCA PTO and may exercise all the powers and authority granted to the GCA PTO by law.

**Section 3.02. Executive Board Members.** The Executive Board shall be comprised of no less than four (4) Officers: a President, a Vice-President, a Secretary and a Treasurer, and such other Officers as the Executive Board may designate. No employee of Gilbert Public Schools *who is employed at Gilbert Classical Academy* may be an Officer on the Executive Board. An employee of Gilbert Public Schools *who is employed anywhere else in the District* may hold an Executive Board office, EXCEPT FOR the office of Treasurer; regardless of the office held, such employee will not be considered at any time to be an authorized signatory on any GCA PTO bank account.

**Section 3.03. Election of Executive Board Members.**

**Subsection 3.03.01. Nominating Committee.** At least forty-five (45) days prior to the Annual Meeting, the Executive Board shall appoint a Nominating Committee composed of from three or 5 (3 or 5) GCA PTO members, no more than one of whom may be a member of the Board, making best efforts to appoint representatives from a broad spectrum of the GCA PTO membership.

**Subsection 3.03.02. Duties of the Nominating Committee.** The Nominating Committee shall collect and consider the nominating forms submitted by the membership and shall select nominees for all Executive Board offices for the following year, and shall present its nominations as a ballot at the Annual Meeting.

Candidates interested in running for an officer position must turn in a GCA Nomination Form. Acknowledgement of receipt and acceptance of the application must be made by the Nominating Committee. The GCA Nomination Form must be submitted at least 48 hours prior to the election.

A list of candidates shall be completed and posted to the general public at least 48 hours prior to the election.

**Subsection 3.03.03. Nominations from the Floor.** The Nominating Committee may also consider nominations made from the floor at the Annual Meeting only if they were unable to identify a candidate during the nomination process.

**Subsection 3.03.04. Voting.** The Nominating Committee shall call for a vote by the GCA PTO membership. Vote will be by ballot by each registered member (Section 2.01.04) and the winner will be the candidate who receives the majority vote.

**Section 3.04. Term of Office.** A newly-elected Officer's term of office begins the July 1st following the Annual Meeting and ends on June 30th of the next year. An Officer may hold a particular office for no more than three (3) consecutive one-year terms, EXCEPT THAT an Officer may continue in Office beyond a third term if no other candidate is nominated for that Office.

**Section 3.05. Removal; Resignation.** An Officer may be removed by the unanimous vote of the remaining Executive Board members whenever in the Board's judgment the best interest of the GCA PTO will be served thereby. A resignation tendered by an Officer is effective upon receipt of written notification by the Secretary of the GCA PTO.

**Subsection 3.05.01. Vacancies.** A vacancy on the Executive Board by reason of resignation, death, incapacity or removal from office shall be filled by a majority vote of the remaining Board members. In the event of a tie vote, the President shall choose the succeeding Officer. The succeeding Officer will fill the unexpired term of that Officer’s predecessor.

**Section 3.06. Executive Board Meetings.** The Executive Board shall hold at least two (2) regular meetings per school semester. Meetings shall be at such dates, times and places as the Board shall determine.

**Subsection 3.06.01. Notice.** Executive Board meetings may be called by any Officer by notice emailed, mailed, or telephoned to each member of the Executive Board not less than forty-eight (48) hours before such meeting.

**Subsection 3.06.02. Quorum.** A quorum shall consist of a majority of the Executive Board attending in person or through teleconferencing. All decisions will be by majority vote of those Board members present at a meeting at which a quorum is present. If less than a majority of the Officers is present at said meeting, a majority of the Officers present may adjourn the meeting without further notice.

**Subsection 3.06.03. Participation in Meeting by Conference Telephone.** Members of the Executive Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

**Section 3.07. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if all the members of the Board consent in writing thereto. Such consent shall have the same force and effect as a unanimous vote of the Board.

**Section 3.08. Indemnification.** No executive officer or member of this corporation shall be personally liable for the debts or obligations of GCA PTO of any nature, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE IV FINANCIAL ADMINISTRATION**

**Section 4.01. Fiscal Year.** The Fiscal Year of the GCA PTO shall be July 1-June 30. The

Fiscal Year may be changed by the Executive Board, in its discretion.

**Section 4.02. Annual Budget; Approval by Membership.** A Budget for the current Fiscal Year shall be presented to the membership at the first meeting called by the President for that Fiscal Year, or at a subsequent meeting if the Executive Board so determines and notice is given thereof. The Budget shall be approved by majority vote of the membership present at that meeting.

**Section 4.03. GCA PTO Banking Procedures.** All funds shall be kept in a checking account in the name of GCA PTO requiring two signatures of the Executive Board and held at a local financial institution. All financial activity shall be recorded in a manual or computer-based accounting system. The Treasurer shall reconcile the account monthly and report all financial activity monthly. The GCA PTO shall leave a minimum of $3000 to remain in the GCA PTO budget at the end of each fiscal year.

**Section 4.04. Disposition of Assets.** Upon termination or dissolution of GCA PTO, Inc., all cash funds and assets lawfully available for distribution, shall be distributed to Gilbert Classical Academy Student Senate. If the GCA Student Senate does not exist, then in succession of order, all cash funds and assets will be distributed to the general fund at Gilbert Public Schools to Gilbert Classical Academy, or to another non-profit organization as determined by the current Executive board members, pursuant of Internal Revenue Code 501(c)(3).

Section 4.05. **Section 1: Allocation of Resources.** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, officers or other private persons except to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes of the organization.

**Section 4.06: IRS Compliance.** Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income tax under section 501 (c) (3) of the Internal Revenue code.

**ARTICLE V**

**AUTHORITY AND DUTIES OF OFFICERS**

**Section 5.01. President.** The President shall preside at all meetings of the Executive Board. The President shall call and preside at all meetings of the GCA PTO membership. The President shall perform all such duties as are attendant to the Office of President, in connection with the Executive Board, and shall perform such other duties as are designated by the Executive Board.

**Section 5.02. Vice-President.** The Vice-President shall preside at meetings of the Executive Board in the absence of or at the request of the President. The Vice-President shall perform such other duties as designated by the President.

**Section 5.03. Secretary.** The Secretary shall attend all meetings of the Executive Board and all meetings of the GCA PTO membership, including the Annual Meeting, and shall record minutes thereof. At the President's request, the Secretary shall prepare an agenda for any given meeting.

**Subsection 5.03.01. Custodian of Corporate Records.** The Secretary shall keep and archive all meeting minutes and all other GCA PTO records that pertain to the existence of the GCA PTO as a corporate entity. The records of this organization are open for member review. The GCA PTO Book of Record will be kept in the office and made available upon request for member inspection. This notebook will contain: (a) Current bylaws (b) Articles of Incorporation, (c) minutes to all of the member meetings (d) operating budget, approved revisions, and monthly financial reports, (e) current membership enrollment list of names. Upon the end of his/her term in Office, the Secretary shall transfer all such records to the incoming Secretary, or other Officer designated by the Executive Board.

**Section 5.04. Treasurer.** The Treasurer shall transact all GCA PTO financial business, in accordance with the GCA PTO Banking Procedures.

**Subsection 5.04.01. Budget.** At the start of each Fiscal Year, the Treasurer shall prepare a preliminary Budget for that Fiscal Year and present that Budget to the Executive Board for approval by majority vote. The Treasurer shall present the Board-approved Budget to the membership for approval in accordance with Section 4.02.

**Subsection 5.04.02. State Corporate Filings.** In connection with the Executive Board, the Treasurer shall see to the filing of any forms or reports required by the State of Arizona, including but not limited to the GCA PTO Annual Report, required to be filed in each Fiscal Year by the Arizona Corporation Commission.

**Subsection 5.04.03. Federal Tax Filings.** The Treasurer, in connection with the Executive Board, shall see to the filing of any forms or reports required by the U.S. Government. The Treasurer shall see to the filing of Form 990 with the I.R.S. If a Treasurer's term of Office has expired prior to the filing of any such form or report, the Treasurer shall ensure that the incoming Executive Board is aware of such filing deadlines.

**Subsection 5.04.04. Custodian of Financial Records.** The Treasurer shall keep and archive all financial records of the GCA PTO in accordance with the GCA PTO Banking Procedures. The Treasurer shall keep and archive all records that pertain to the GCA PTO as a tax-exempt entity, including but not limited to all Internal Revenue Service filings, correspondence, and reports. Upon the end of his/her term in Office, the Treasurer shall transfer all such records to the incoming Treasurer, or other Officer designated by the Executive Board.

**ARTICLE VI COMMITTEES**

By majority vote, the Executive Board may establish Committees of the Board. Any such Committee must be composed of at least two (2) persons and may include non-Board members. The Board may make provisions for appointment of the Chair of any such Committee, establish such procedures to govern its activities, and delegate thereto such authority as the Board in its discretion deems necessary to benefit the GCA PTO.

**ARTICLE VII AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the membership in attendance, provided that notice is given of the proposed amendment in the notice of the meeting at which such action is taken.