

SOUTH DAKOTA NONPROFIT CORPORATION

BYLAWS OF

DAKOTA VALLEY PARENT TEACHER ORGANIZATION, INC.

I. MISSION

DAKOTA VALLEY PARENT TEACHER ORGANIZATION, INC. (hereinafter called the “PTO”) will conduct its activities to promote the purposes for which it was organized and as set forth in the Articles of Incorporation.

The mission of the PTO is to involve the parents and teachers in furthering the education of Dakota Valley students.

II. OFFICES

The principal office of the PTO in the State of South Dakota shall be located at 1150 Northshore Drive, North Sioux City, South Dakota 57049.

The registered office of the PTO is 711 Sioux Point Road, #200, Dakota Dunes, Union County, South Dakota, 57049 and the name of the registered agent is Darrell A. Jesse.

III. MEMBERSHIP AND DUES

Membership in the organization is open to all educators in the Dakota Valley School District and parents or legal guardians of all currently enrolled K-12 students in the Dakota Valley School District located in North Sioux City, South Dakota. A yearly fee will be collected from each member family in an amount determined by the Board of Directors.

IV. BOARD OF DIRECTORS

- A. General Powers. Its Board of Directors shall manage the business and affairs of the PTO, including the control and disposition of its property and funds. In accepting gifts, bequests, and devises, the Directors will manage the affairs in such a manner so as to comply with the meaning of the terms and limitations of the Articles of Incorporation and these Bylaws and so as to not jeopardize the federal income tax exemption of this PTO pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or as may be amended.
- B. Structure of the Board. The number of Directors of the PTO shall be up to ten (10). The Board of Directors shall include a president, vice president, secretary and treasurer. Each position shall be allowed a Co-Director, and remaining positions may be filled by Board Members at Large.
- C. Election. The Membership shall elect the Board of Directors at their annual meeting.

- a. The nominating committee, which is composed of the Board of Directors and board members at large.
- b. The nominating committee shall present a slate of officers at the April general membership meeting or before. At that time, additional nominations will be taken from the floor.
- c. Only those persons who have signified their consent to serve, if elected, shall be nominated or elected to the Board. Only members of the PTO are eligible to serve as a Director.
- d. Directors shall be elected by voice vote at the May annual meeting.

D. Term.

- a. Directors shall assume their official duties following the end of the PTO's fiscal year and shall serve for one year or until their successors shall have been duly appointed.
- b. Any Director may at any time resign by serving written notice thereof on the remaining Directors. Membership on the Board of Directors may also be terminated by passage of a removal resolution of the Board of Directors after any Director has missed more than three consecutive board meetings.
- c. Any vacancy occurring in the Board of Directors may be filled by election by a majority of the then sitting Directors of the PTO. A Director so elected shall serve the unexpired term of his or her predecessor in office of the full term of such new Directorship, as the case may be. In the case a vacancy occurs in the office of the president, the vice president may serve the remainder of the current term and a new vice president shall be elected. Alternatively, a new president may be elected by the majority to fill the remainder of the term.

E. Presumption of Assent. A Director of the PTO who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent was entered in the minutes of the meeting or unless his or her written dissent was filed with the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

F. Informal Action. Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. For purposes hereof, facsimile signatures shall be adequate to show consent.

V. DUTIES OF THE DIRECTORS

A. President. The President shall be the principal executive officer of the PTO and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the PTO.

- a. The President shall, when present, preside at all meetings of the Board of Directors and general membership;

- b. The President may sign any contracts or other instruments that the Board of Directors has authorized to be executed;
- c. The President shall be a member ex officio of all committees;
- d. The President shall coordinate the work of officers and committees of the organization in order that the objectives may be promoted; and
- e. The President shall pay bills in the absence of the Treasurer.

B. Vice President. The Vice President shall:

- a. Assist the President;
- b. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President; and
- c. Chair on a Committee.

C. Secretary. The Secretary shall:

- a. Keep the minutes of the Board of Directors' and General Membership meetings in one or more books;
- b. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c. Be custodian of the corporate records (including Articles of Incorporation, Bylaws, minutes, financial records and filed tax forms); and
- d. Keep a register of the post office addresses of each member of the Board of Directors, which shall be furnished to the Secretary by such member.

D. Treasurer. The Treasurer shall:

- a. Have charge and custody of and be responsible for all funds and property of the PTO;
- b. Receive and give receipts for monies due and payable to the PTO from any source whatsoever, and deposit all such monies in the name of the PTO in such banks or other depositories as shall be selected in accordance with the provisions of these Bylaws;
- c. Make disbursements as authorized by the President, Board of Directors, or Organization in accordance with the budget adopted by the Organization;
- d. Facilitate the preparation of the budget and any and all necessary tax filings;
- e. Present a financial statement at each monthly meeting and at other times when requested by the Board of Directors; and
- f. Submit all necessary paperwork and information to complete a professional audit at the end of the fiscal year.

E. Additional Duties of the Board.

- a. The Board of Directors shall present to the membership the proposed budget annually for approval.
- b. The Board of Directors shall file all necessary tax forms each year.
- c. The Board of Directors shall have the power to purchase a bond or maintain insurance on behalf of any person or persons serving on behalf of the PTO.

- d. All Directors shall perform the duties outlined in these bylaws and those assigned from time to time.
- G. Upon the expiration of the term of office, or in the case of a resignation or removal, each Director shall turn over to the president, without delay, all records, books and other materials pertaining to the office and shall return to the treasurer, without delay, all funds pertaining to the office.

VI. MEETINGS

- A. General Membership Meetings. At least four (4) meetings of the general membership shall be held during the school year. Dates of general membership meetings shall be determined by the Board of Directors and announced at the first regular meeting of the year. A five-day (5) notice shall be given of a change of date.
- B. Special Meetings. Special meetings of the organization may be called by or at the request of the President or a majority of the Board of Directors. Notice of any special meeting shall be given at least five (5) days prior to said meeting by written notice delivered personally, e-mailed or mailed to each member of the Board of Directors. Any Director may waive notice of any meeting.
- C. Quorum. Nine (9) members present shall constitute a quorum for the transaction of business at any general membership meeting. A majority of the Board of Directors shall constitute a quorum at any Board of Director meetings, but if less than such majority is present at a meeting a majority of the Directors present may adjourn the meeting without further notice.

VII. IDEMNIFICATION

Except for any prohibition against indemnification specifically set forth in SDCL 47-22, the Board of Directors shall authorize the PTO to pay or reimburse any present or former director, officer, or agent of the PTO any cost of expenses actually and necessarily incurred by her in any action, suit, or proceeding or which she is made a party by reason of her holding such position; provided however, that she shall not receive such indemnification if she be finally adjudicated therein to be liable for negligence or misconduct in office. The indemnification herein provided shall also extend to good faith expenditures incurred in anticipation of, preparations for, threatened or proposed litigation. The Board of Directors may in proper cases extend the indemnification to cover the good-faith settlement of any such action, suit, or proceeding whether formally instituted or not.

VIII. POLICIES

- A. Fiscal Year. The fiscal year of the PTO shall begin on July 1st and end on June 30th.
- B. Contracts. After notification of the members at a general membership meeting, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the PTO.
- C. Loans. No loans shall be contracted on behalf of the PTO.

IX. AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds (2/3) vote of the Members present at any meeting of this organization, providing that the proposed amendments have been presented at the proceeding regular meeting.

X. COMMITTEES OF THE PTO

- A. The Board of Directors or by vote of the general membership may establish and appoint standing and special committees as shall be deemed desirable to promote the objectives of the PTO. A standing or special committee shall limit its activities to the accomplishment of those tasks for which it was appointed and shall have no powers, except those specifically conferred by action of the Board of Directors.
- B. Only members of the PTO shall be eligible to serve in any elective or appointive positions.
- C. All committees shall meet at such time and place as designated by the chairperson of the committee and as often as necessary to accomplish their duties.

XI. PARLIAMENTARY AUTHORITY

The most recent "Robert's Rules of Order" shall be parliamentary authority for all matters of procedure not specifically covered by the bylaws or by specific rules of procedure adopted by the organization.

CERTIFICATE

The undersigned certifies that the foregoing bylaws, consisting of 5 pages, constitute the Bylaws of Dakota Valley Parent Teacher Organization, Inc. as adopted by the Board of Directors effective as of May 18, 2019.

_____, Secretary