

**CODE OF REGULATIONS  
OF THE UPPER ARLINGTON HIGH SCHOOL PARENT TEACHER ORGANIZATION**

ARTICLE 1

**Name**

The name of the corporation shall be Upper Arlington High School Parent Teacher Organization (the "Corporation").

ARTICLE 2

**Objectives**

This organization shall exist for educational and charitable purposes:

1. To promote the well-being and education of all Upper Arlington High School (UAHS or the school) students.
2. To foster communication by and among parents and students of UAHS in order that they may cooperate effectively in providing for the superior education of the students of UAHS.
3. To respond with volunteers and raise available funds, to meet the needs of the Upper Arlington High School as identified by the Corporation and School staff.

ARTICLE 3

**Mission Statement**

The Corporation goals will include, but are not limited to, promoting the education and well being of the UAHS students. To respond with volunteers and available funds to meet the needs of the UAHS as identified by the Corporation and the UAHS staff.

## ARTICLE 4

### **Policies**

1. The Corporation shall initiate and fund programs that are designed to achieve the above-stated objectives and shall promote cooperation among School personnel, parents/guardians and students of Upper Arlington, Ohio.
2. The Corporation shall be noncommercial, nonsectarian, and nonpartisan. No issue unrelated to school function shall be endorsed by or given financial support by the Corporation.
3. Neither the name of the corporation nor the names of any committee members or Board officers shall be used in connection with commercial concerns or partisan interest (as a representative of UAHS PTO) not appropriately related to promotion of above stated objectives.
4. The Corporation may cooperate with other organizations and agencies affiliated with the Upper Arlington school district provided such cooperation is consistent with the above-stated objectives.
5. The Corporations fiscal year will be July 1 - June 30th.

## ARTICLE 5

### **Members**

#### Section 5.1. Membership

1. Membership in the Corporation shall be open to parents and guardians of students of Upper Arlington School district and the staff of Upper Arlington High School.
2. Only Members of the Corporation shall be eligible to hold office, introduce motions, and vote. To hold an office on the PTO board, in addition to being a member of the Corporation, you need to be a parent or legal guardian of a current student of Upper Arlington High School.
3. All Corporation members have the privilege to vote. Members have an opportunity to be nominated or self nominated to hold office or committee chair. Members have the privilege to volunteer on a committee.

## Section 5.2. Dues

1. Payment of dues shall be required for membership in the Corporation. Dues shall be established by the Corporation's Board of Directors ("Executive Board") subject to the affirmative vote of members.

## Sections 5.3 Meetings

1. Meetings of the members may be held at any physical space or virtually as designated by the Executive Board.
2. Regular meetings of the members may be held at such periodic intervals at such time as the Executive Board may specify.
3. A meeting of the members shall be held during the spring with the purpose of electing the Executive Board members for the following fiscal year.
4. Special meetings of the members may be called by the President or, in the absence, death, or disability of the President, the President-elect, a majority of the Executive Board, or by fifty percent (50%) of the members.

## Section 5.4 Notice of Meeting

1. Each member shall furnish the Secretary with an electronic mail address to which notices of meetings and other notices or correspondence may be addressed.
2. Notice of the time and place of each meeting shall be given to each member either by publication in the school newsletter on the Corporation website or electronic mail transmission at least 10 days ahead of the meeting. In the event a meeting needs to be rescheduled, the Board will attempt to give 72 hours notice or depending on the circumstances, at the discretion of the Board.
3. The Secretary shall, upon a written request of any person or persons entitled to call a meeting of the members, deliver notice of such meeting to the members. If the Secretary refuses the request, the person or persons entitled to call a meeting of the members may give written notice to the members in the manner provided in this section.
4. Every notice of a special meeting of the members meetings called by the President, the President-elect or any two (2) Board Officers, must state briefly the purpose specified by the person or persons calling such a meeting

## Section 5.5. Quorum and Manner of Action

1. The members present at a meeting shall constitute a quorum for the transaction of business at any meeting of the members.
2. The act of a majority of the members present at a meeting for which proper notice has been given shall authorize any action by the Corporation.

## Section 5.6. Voting

1. Each member shall be entitled, in person, virtual, or by proxy, to one vote on each matter to be voted upon by the members.
2. The corporation will follow “Roberts Rules of Order” as the final rulemaking authority.

## Section 5.7. Action without Meeting

1. Any action that may be authorized or taken at a meeting of the members may be authorized or taken without a meeting in writing, via email to the members who would be entitled to notice of a meeting. Any such writing or writings shall be filed with or entered upon the records of the Corporation.

## ARTICLE 6

### **Board Officers**

#### Section 6.1. Board Officers

1. The Executive Board of the Corporation shall consist of the following officers, with the number of votes for each position reflected in parentheses: President (1), President-elect (1), Treasurer (1), Treasurer-elect (1), Secretary (1), Membership Chair (0) Past president (0) and or the Member At Large Chair (0). The Principal of Upper Arlington High School may serve on the committee as an ex-officio member. The Executive Board shall constitute the Board of Directors for purposes of Ohio nonprofit corporation law and shall have the same rights and duties.
2. It is determined that the Executive Board consists of 5 total votes and remains so in the event that any position is held as a multiple or co-chair position. The Executive Board shall have the power with a 3/5 majority vote to approve, on behalf of PTO membership, on any item presented and performing within them By-laws of the United States.
3. Any two or more offices may be held by the same person, except for either treasurer.

#### Section 6.2. Duties of the Executive Board

1. The President shall be the chief executive officer of the Corporation, shall preside

at all meetings of the members, unless another person is designated as by the Executive Board, all meetings of the Executive Board, shall be a member ex-officio of all committees, and shall perform such other duties as may be prescribed in the By-Laws, if any, or assigned to the President by the Executive Board.

2. The President-elect shall act as an aide to the President and shall perform duties of the President in the absence of that Executive Board Officer. The President-elect shall direct such activities as designated by the Executive Board. The President-elect shall chair the committee to review the Code of Regulations and By-Laws, if any, every three years.
3. The Secretary shall keep an accurate record of all meetings of the Corporation and of the Executive Board. The Secretary shall deliver by mail or electronic mail transmission the minutes of the previous Executive Board meeting to all members of the Executive Board prior to the next meeting. The Secretary shall deliver by mail or electronic mail transmission the minutes of the previous general membership meeting to all members of the Board Officers prior to the next general membership meeting.
4. The Treasurer shall receive all monies of the organization; shall keep an accurate record of receipts and expenditures; and shall pay out funds only as properly authorized. All monies of the Corporation shall be deposited by the Treasurer into a federally-insured financial institution.
  - i. The incoming and outgoing Treasurers and Presidents will review the annual budget and update it before the beginning of each school year. The budget will be presented for corrections, additions, and approval at the first general membership meeting of the fiscal year.
  - ii. The Treasurer shall present a statement of account at every general membership meeting and at other times when requested by the Executive Board, and shall make an annual report at the end of the fiscal year to be presented at the first Executive Board meeting in August or September of each year.
  - iii. An annual report of Corporation gifts to the Upper Arlington School shall be made to the Board of Education following the end of the fiscal year and at the general membership meeting in August or September.
  - iv. Financial records shall be made available for inspection upon request.
  - v. The Treasurer shall comply with any requests from the Treasurer of the Upper Arlington Board of Education. The Treasurer's accounts may be examined annually by an auditing committee of not less than two members of the Corporation to confirm that the Treasurer's report is

correct. The members shall sign a statement of the fact at the end of the report.

5. Each of the President, the Treasurer and Treasurer-elect shall have the authority jointly or severally to sign, execute and deliver in the name of the Corporation any deed, mortgage, bond, instrument, agreement or other document evidencing any transaction properly authorized by the Executive Board or membership, as applicable, except where the signing or execution thereof shall have been expressly delegated to another Board Officer or person on the Corporation's behalf. Checks written that exceed \$5,000.00 in value are required to have two signatures of authorized Board Officers.
6. In the absence of any Executive Board Officer or assistant Executive Board Officer or for any other reason which the Executive Board may deem sufficient, the Executive Board may delegate the authorities and duties of any Executive Board Officer.
7. The Executive Board shall have the authority to approve up to five hundred dollars (\$500) for the Corporation's expenditures on behalf of the Corporation without a vote by the general membership. The President shall have the authority to approve up to one hundred dollars (\$100) in expenditures. The dollar amounts set forth in this Section may be changed from time to time by the affirmative vote of the membership without amending this Code of Regulations.
8. In addition to the foregoing, each Executive Board Officer shall perform all duties as may from time to time be delegated to each of them by this Code of Regulations or by the Executive Board or any committee of Executive Board Officers as provided herein.

### Section 6.3 Nominations for Board officers

1. Opportunities shall be given to the general membership to submit nominations to the Executive Board Committee.
2. Nominations may be made for others or self nominations.
3. Only those who have expressly consented to serve, if appointed, shall be eligible to be a board officer.
4. If more than one candidate is interested in a board position officer, the volunteers may be asked to move to a different position or a majority vote of the general membership shall decide the position. In addition, in the event that there are multiple people interested/nominated for a PTO Executive Board Position and the position cannot be easily determined, the President-elect will form a nominating committee to determine the slate for approval at a General Membership Meeting.

5. No person shall serve more than two consecutive terms in the same office; however, the Executive Board affirmative vote by the majority of general membership may override term limitations at their discretion.
6. In the absence of any Board Officer or assistant Board Officer or for any other reason which the Executive Board may deem sufficient, the Executive Board may delegate the authorities and duties of any Board Officer, or any assistant Board Officer to any other Board Officer or Assistant Board Officer.
7. Executive Board Officers shall be elected to one-year terms. Each Executive Board Officer shall hold office until a successor's term begins and the successor takes office. Executive Board Officers shall assume their official duties at the close of the fiscal year.

#### Section 6.4. Resignation

1. Any Board Officer or assistant Board Officer may resign at any time by giving written notice to the Executive Board or to the President or Secretary.
2. A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of such resignation shall not be necessary to make it effective unless so specified in the resignation.

#### Section 6.5. Removal

1. Any Board Officer may be removed, with or without cause, at any time by the majority vote of the Executive Board. The Executive Board may fill such vacancy in a temporary role by a Corporation member until nomination is made and has an affirmative vote of a majority of the members at a regular or special meeting of the members.
2. Any vacancy by reason of this Section may be filled with a member by a vote of the majority at the same meeting. The members present at the meeting shall constitute a quorum for the transaction of business.

#### Section 6.6. Vacancies

1. If a Board Officer dies or resigns, the Executive Board may fill such vacancy in a temporary role by a Corporation member until nomination is made and has an affirmative vote of a majority of the members at a meeting of the members.

#### Section 6.7. General Powers

1. The affairs of the Corporation shall be conducted and its property managed under the direction of the Executive Board, except as otherwise provided by the

law of the State of Ohio, by the Articles of Incorporation or by this Code of Regulations.

#### Section 6.8. Bylaws

1. The Executive Board may adopt Bylaws to govern its own proceedings so long as the Bylaws are consistent with the laws of the State of Ohio and the Articles of Incorporation.

#### Section 6.9. Meetings

1. Regular meetings of the Executive Board (in person or virtually) may be held at such periodic intervals between meetings and at such time as the Executive Board may specify.
2. Special meetings of the Executive Board may be called by the President or any two (2) Board Officers.

#### Section 6.10. Place of Meeting and Electronic Meetings

1. Meetings of the Executive Board may be held at any place or virtually as specified by the Executive Board.
2. Any meeting of the Executive Board may be held through any electronic communication permitted under the laws of the State of Ohio as long as all members are able to participate and such participation shall constitute attendance at such a meeting.

#### Section 6.11 Notice of Meeting

1. Written notice of the time and place of each meeting of the Executive Board shall be given to each Executive Board Officer electronic mail transmission or at least two (2) days before each meeting.
2. Any Executive Board Officer may waive notice of the time and place of any meeting of the Executive Board, either before or after holding the meeting.

#### Section 6.12. Quorum and Manner of Action

1. The presence of a majority of the Executive Board Officers then in office at a meeting shall constitute a quorum for transactions of business at any meeting of the Executive Board.
2. In the absence of a quorum at any meeting of the Executive Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present and notice of any adjourned meeting need not be given.



3. The act of majority of the Executive Board Officers present at a meeting at which a quorum is present shall authorize any action by the Executive Board, unless a greater number is required by the Articles of Incorporation, this Code of Regulation, or Bylaws.

#### Section 6.13. Action Without Meeting

1. Any action which may be authorized or taken at a meeting of the Executive Board may be authorized or taken without a meeting in an electronic mailing approved all of the Executive Board Officers who would be entitled to notice of a meeting of the Executive Board Officers held for such purpose, and such electronic mailing communications shall be made a part of the records of this Corporation.

#### Section 6.14. Ex Officio Members

1. The president may appoint one or more persons as ex officio members of the Executive Board, which ex officio member or members shall be entitled to notice, to be present in person, to present matters for consideration and to take part in consideration of any business by the Executive Board at any meeting of the Executive Board, but which ex officio member or members shall not be counted for purposes of a quorum nor for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction of business by the Executive Board.

## ARTICLE 7

### **Committee Chairpersons**

#### Section 7.1 Purpose

1. Committee Chairpersons will support the mission statement of the Corporation. They will be in direct contact with the treasurers and work within their stated budget or as revised by the Executive Board.
2. They will gather as many members of the general membership as able who volunteer to support their goal.
3. They will update the President or designated executive member of their progress to achieve a goal and either the committee chair or a delegated Executive Board member will report progress to the general membership.

## Section 7.2 Committee Chairpersons

1. Only those who have expressly consented to serve, if appointed shall be eligible to be a committee chairperson.
2. If more than one candidate is interested in a committee chairperson a majority vote of the general membership shall decide the position.
3. Committee chairpersons shall be appointed to one-year terms. Each committee chairperson shall hold office until a successor's term begins and the successor takes office. New committee chairpersons shall assume their official duties at the close of the fiscal year.

## Section 7.3. Alternate and Ex Officio Members

1. The Executive Board may appoint one or more Board Officers as alternate members of any committee, which alternate member or members may take the place of any absent member or members at any meeting of such committee.
2. The Executive Board may appoint one or more persons (including persons who are not Board Officers) as ex officio members of any special committee, which ex officio member or members shall be entitled to notice, to be present in person, to present matters for consideration and to take part in consideration of any business by the committee at any meeting of the committee, but which ex officio member or members shall not be counted for purposes of a quorum nor for purposes of voting or otherwise in any way for purposes or authorizing any act or transaction of business by such committee.

## Section 7.4. Authority and Manner of Acting

1. Unless otherwise provided in the Code or ordered by the Executive Board, any such committee shall act by a majority of its members at a meeting or by a writing or writings signed by all of its members who would be entitled to vote at such a meeting.
2. Unless participation by members of any such special committee at a meeting by means of communications equipment is prohibited by the Articles of Incorporation, this Code, or a resolution of the Executive Board, meetings of any particular committee may be held in person or virtually. Participation in a meeting pursuant to this division constitutes presence at the meeting.
3. An act or authorization of an act by any such special committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Executive Board.

## ARTICLE 8

### **Indemnification and Insurance**

#### Section 8.1. Indemnification

1. The Corporation shall provide indemnification to the fullest extent permitted under Ohio law.

#### Section 8.2. Insurance

1. The Corporation may purchase and maintain insurance, or furnish similar protection, to the fullest extent permitted under Ohio law.

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