

**BY-LAWS OF THE COMMONWEALTH GOVERNOR'S SCHOOL**  
**PARENT TEACHER ORGANIZATION (CGS PTO)**  
**A NON-PROFIT 501-3-C CORPORATION**

**ARTICLE I- ORGANIZATION**

A. The name of the organization shall be **THE COMMONWEALTH GOVERNOR'S SCHOOL PARENT TEACHER ORGANIZATION (CGS PTO)**.

B. The organization may at its pleasure, by a vote of the membership body, change its name.

C. The principal office of the corporation shall be located at the Commonwealth . Governor's School Regional Office, 125 University Boulevard, Fredericksburg, VA 22406.

**ARTICLE II- PURPOSES**

The following are the purposes for which this organization has been organized:

A. To support the activities of the students attending the Commonwealth Governor's School (hereinafter referred to as "CGS"), as well as the teachers, CGS Director, and staff of the CGS office, and

B. To enhance the scholastic and social experiences of CGS students.

**ARTICLE III- MEMBERSHIPS**

There shall be one type of membership in the corporation and that shall be a Financial Membership. Those individuals belonging to the financial membership will be referred to as "Members".

A. Financial Membership in this organization shall include all current CGS students, parents of current CGS students, other family members with parental rights for current CGS students, CGS teachers, administrators of the CGS, and all CGS alumni students and parents who contribute to the annual membership dues during the fiscal year as established by the PTO Board.

B. The fiscal year shall begin July 1st and end on June 30th of the next year.

## **ARTICLE IV- MEETINGS**

A. Notification of Meetings: Notification of all meetings shall be made by the Secretary, or such other officer designated by the President. Notification shall be electronically mailed to the e-mail address of each member as listed in the records maintained by the organization. Notification of meetings shall also be posted on the Commonwealth Governor's School (CGS) website under the appropriate heading as determined by the President.

B. Notification of all regularly scheduled meetings shall be given at least seven (7) days prior to the scheduled meeting. The President shall request that members provide a current email address for the purpose of receiving notification of meetings and other organizational news. All members are responsible for providing any updates to the e-mail address maintained in the records of the organization.

C. In lieu of notification by electronic means, the President may decide to provide notice to members via regular mail. Such notice shall be mailed to the postal mail address of each member as listed in the records maintained by the organization, at least 14 days prior to any regularly scheduled meeting.

D. General Membership Meetings: There shall be at least two general membership meetings of this organization held at a time and place designated by the PTO Officers. One general membership meeting must be scheduled within 90 days after the start of the new fiscal year (usually conducted in October). The second general membership meeting must be scheduled no more than 90 days prior to the end of the fiscal year (usually conducted in June). The purpose of general membership meetings shall be to:

1. Receive a report from the President on the activities of the organization.
2. Consider any updating or amendment(s) to the by-laws of the organization.
3. Receive a report from the Treasurer on the financial status of the organization.
4. Elect the following PTO officers: President, Vice Presidents (VP) for Caroline/King George, Spotsylvania, and Stafford counties, Secretary and Treasurer.
5. Such other business as the PTO Board determines is appropriate.

If notice of a general meeting is provided in accordance with this section, a quorum of at least 75% of the PTO Board must be present for the meeting to be held and the presence of the members actually in attendance at the meeting shall be sufficient to constitute a quorum and to conduct the business of this organization, regardless of the actual number of members attending.

The budget for the fiscal year may only be approved by the PTO Board that has been elected to serve for that fiscal year.

E. Regular Membership Meetings: Regularly scheduled membership meetings will occur on a monthly basis. A quorum of at least 50% of the PTO officers must be present for the meeting to be held.

F. Special Meetings: The President may call a special meeting of this organization when deemed in the best interest of the organization. Notification of a special meeting shall be made to the membership via email to each member's electronic address, at least one (1) day prior to the special meeting and also, if available, posting the notification on the CGS website. The notice shall indicate 1.) Date and time of the meeting 2.) Place of the meeting, and 3.) Business to be transacted at the meeting. A quorum of at least 75% of the elected PTO officers must be present for the special meeting to be held. If notice of the meeting is provided in accordance with this section, the presence of the members actually in attendance at the meeting shall be sufficient to constitute a quorum. No other business but that specified in the notice may be transacted at such special meetings.

#### **ARTICLE V-VOTING**

A. The members in attendance shall have the right to vote on all issues and business transacted at the general, regular, and special meetings.

B. At all meetings, voting shall be by acclamation unless it is unclear as to the decision of the voters. If the decision is unclear, votes shall be taken on an individual basis, either orally or in writing. If an individualized vote count is necessary, the secretary and treasurer shall serve as "Inspectors" of the Election" at the time conclusion of such voting, certify in writing the decision of the voters. This certified writing shall be physically affixed to the minutes of the meeting.

#### **ARTICLE VI- ORDER OF BUSINESS AT GENERAL MEMBERSHIP MEETINGS**

- A. Meeting roll call
- B. Secretary's report
- C. Treasurer's report
- D. President's report
- E. CGS Director's report
- F. Old business
  - Standing committee reports
- G. New business
  - Standing committee reports
- H. Public comments
- I. Meeting adjournment

## **ARTICLE VII- BOARD OF OFFICERS**

A. The business of this organization shall be managed by a Board of Officers (a.k.a. PTO Board), consisting of the elected officers of the organization (a.k.a. PTO Officers), the Director of the Commonwealth Governor's School as ex-officio officer, an appointed CGS Teacher Representative as selected by the Director of CGS, and all standing committee chairpersons.

B. All members of the PTO Board shall be financial members in good standing. The PTO Board shall serve for a term of one year. Such term shall coincide with the fiscal year of the organization.

C. The PTO Board shall have the control and management of the affairs and business of the organization. Such PTO Board shall only act in the name of the organization, and except as provided below, when it shall be regularly convened by its President after due notice to all Board members of such meeting. Notice to the PTO Board of any meetings may be provided by e-mail or regular mail.

D. The elected President of the PTO by virtue of the office shall be the Chairman of the PTO Board and conduct all general, regular, and special meetings.

E. Fifty percent (50%) of the PTO Officers shall constitute a quorum and the meetings of the PTO Board shall be held at times and places as determined by the President. Members of the PTO Board may attend meetings by telephone, video conference, or by written proxy. Actions approved by the PTO Board at meetings shall require the affirmative vote of a majority of the members deemed in attendance at the meeting. Each PTO Board member shall have one vote.

F. If less than fifty percent (50%) of the PTO Officers are not present at a scheduled meeting, the members present may propose actions to be taken by the PTO Board, and the Secretary shall within 7 days of the meeting, e-mail the proposed actions to all members of the PTO Board for a vote. Proposed actions will be considered approved by the PTO Board upon the receipt of affirmative votes of a majority of the PTO Board members no more than 14 days after the notice of the proposed actions.

G. The PTO Board may make such other rules and regulations governing its meeting as it may deem necessary. All such rules and regulations shall be in writing and shall be effective for all meetings convened after the date of adoption. In the absence of specific rules and regulations, the PTO Board will follow the meeting procedures outlined in Article IV above and in accordance with the Roberts Rules of Order.

H. PTO Officer vacancies that occur after the start of the fiscal year, except the office of President, shall be filled by the vote of the majority of the remaining members of the PTO Board. Such replacement shall be for the remainder of the current term of office only.

I. Article VII governs the rules and regulations regarding a vacancy in the elected office of President.

J. A PTO Board Member may be removed by a majority vote of the PTO Board when sufficient cause exists for such removal. Sufficient cause may include misuse of or failure to account for the use of the organization funds, failure to consistently participate in organizational meetings or failure to adequately perform the office duties, or such other acts of nonfeasance or misfeasance. Disagreement with the opinions of other PTO Board members, or expressions, verbal or written, against the policies adopted by the Board as a whole shall not be considered sufficient cause.

K. The PTO Board may entertain charges against any Board member to be presented at a hearing during a general membership meeting or special meeting. The charged board member shall be provided notice of the nature of the hearing and the alleged charges against him or her at least 14 days prior to the hearing. A PTO Board member may be represented by counsel upon any removal hearing at no cost to the organization. The PTO Board shall adopt such rules for this hearing as it may deem necessary to provide a fair and unbiased hearing and for the best interest of the organization.

### **ARTICLE VIII- OFFICERS**

A. The elected officers of the organization (a.k.a. PTO officers) shall be as follows: President, Vice President (one each for Caroline/King George, Spotsylvania, and Stafford counties), Secretary, and Treasurer.

B. The Standing Committee Chairperson(s) shall be appointed by the President of the CGS PTO organization. The standing committees include Membership, Fall Social, Winter Social (a.k.a. Snow Ball), Spring Social (a.k.a. Spring Fling), Summer Social (a.k.a. Family Picnic), and the Senior Recognition event.

#### 1. Elected Officers:

a. President- The President shall preside at all membership meetings. By virtue of the office shall be the chairman of the PTO Board. The President shall present at each general membership meeting an annual report of the work of the organization. The President shall appoint all standing committee chairperson(s) and all committees, temporary or permanent. The President shall see all books, reports, and certificates required by law are properly maintained and filed. He shall be one of the officers who may sign checks and drafts for the organization. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

b. Vice President(s)- One of the Vice Presidents may serve as President in the absence or inability of the President. Each Vice President shall be responsible for promoting PTO membership within their representative county. This shall be executed by setting up information and membership sign-up tables at back-to-school nights and open houses at CGS sites. The VP may utilize the services of parent volunteers in this capacity. Each VP shall be responsible for appointing a Teacher Appreciation representative or representatives for their respective county school sites.

c. Secretary- The Secretary shall keep the minutes and records of the organization in appropriate books. The Secretary shall present to the membership at any meeting any communication addressed to him/her/them as Secretary of the organization. The Secretary shall submit to the PTO Board any communications that shall be addressed to him/her/them as Secretary of the organization. The Secretary shall attend to correspondence of the organization and shall exercise all duties incident to the office of Secretary. The Secretary shall be the official custodian of the records of this organization. It shall be the Secretary's duty to file any certificate required by any statute, federal or state. The Secretary shall give and serve all notices, as necessary, to members, officers, and chairpersons of this organization. The President may delegate these duties to another officer.

d. Treasurer- The Treasurer shall have the care and custody of all monies belonging to the organization and shall be responsible for such monies or securities of the organization. The Treasurer shall cause to be deposited in a regular business bank or trust company the monies belonging to the organization. Upon the approval of the PTO Board, the Treasurer may be authorized to cause such funds to be invested in such investments as shall be legal for a non-profit corporation in the state of Virginia. The Treasurer and/or the President must be one of the Officers authorized to sign checks or drafts of the organization. No special fund may be set aside that make it unnecessary for the Treasurer and/or President to sign checks or drafts issued upon it. The Treasurer shall present an annual proposed fiscal budget to the PTO Board for approval. On behalf of the PTO Board, the Treasurer will present the approved annual fiscal budget to the general membership, at a time designated by the PTO Board. The Treasurer will provide at each PTO Board meeting a written account of the finances of the organization and such report shall be affixed to the minutes of the PTO Board meeting. The Treasurer shall exercise all duties incident to the officer of Treasurer.

## 2. Standing Committee Chairperson(s)

a. All standing committee chairperson(s), by virtue of their position, will be appointed members of the PTO Board. The standing committees will be limited to no more than two (2) chairpersons. The standing committees may use member volunteers to carry out their committee responsibilities. The following are the duties and responsibilities of the standing committees;

b. Membership- Plan, coordinate, and conduct the annual membership fundraising drive. Maintain the membership roster and provide membership data and information as requested. The membership fundraising drive is usually held from July thru September.

c. Fall Social- Plan, coordinate, and conduct the annual fall social event. Usually held in October or November.

d. Winter Social- Plan, coordinate, and conduct the annual winter social event also known as the Snow Ball. Usually held in February.

e. Spring Social- Plan, coordinate, and conduct the annual spring social. Usually held between March and May.

f. Senior Recognition Event. Plan, coordinate, and conduct the annual senior recognition event also known as the Senior Banquet. Usually held in May.

g. Summer Social – Plan, coordinate, and conduct the annual summer social also known as the Family Picnic. Usually held before the start of the new academic year (August or September).

## **ARTICLE IX- BUSINESS OF THE ORGANIZATION.**

A. Scheduled events planning and proposed budget. The PTO Officers shall draft an events schedule and proposed budget for the upcoming fiscal year, which details the major events and expenses of the organization. The fiscal year shall begin on August 1st each year. Once the events schedule and budget is adopted by the PTO Board the PTO Board will take actions as necessary to implement the schedule and budget. The financial books of the CGS PTO organization shall be audited by an outside financial authority at least every two years or at the conclusion of a Treasurer's term of less than two years.

B. Amendments to the approved events schedule and annual budget. Any amendments to the business of the organization or the approved fiscal budget, that affects no more than 25 percent of the budgetary outlays, the PTO Board shall approve such amendments by a simple majority of the PTO Board. Any amendments that affect more than 25 percent of the budgetary outlays, the PTO Board shall notify, via email, the financial membership of such proposed changes. If more than 25 percent of the financial membership expresses disapproval of the proposed changes, the PTO Board must convene a "special meeting" to discuss and vote on the proposed changes.

C. Employees and Salaries- The PTO Board shall hire and fix the compensation of any and all employees or contractors that they in their discretion may determine to be necessary for the conduct of the business of the organization. The existence of any employees or contractors, existing or proposed, shall be clearly indicated in the proposed budget for approval at the first general membership meeting.

D. Committees- All committees and committee chairperson(s) of this organization, except standing committees, shall be appointed by the PTO Board and their term of office shall be for a period of one year unless terminated by the action of the PTO Board. These committees may include, but are not limited to, the following:

- a. Merchandise- Plan, coordinate and conduct the PTO's merchandise for the year.
- b. Teacher Appreciation- Plan, coordinate and conduct teacher appreciation for their respective sites.
- c. Teacher Grants- Plan, coordinate and conduct the PTO's teacher grant application process and award(s).
- d. College Forum- Plan, coordinate and conduct the PTO's college forum.
- e. Senior Scholarship- Plan, coordinate, and conduct the PTO's senior scholarship essay contest to award scholarships to CGS seniors.



E. Reports to Membership- The PTO Board shall report to the financial membership by posting the minutes of each PTO Board meeting on the approved CGS website in a timely manner.

**ARTICLE X- CONTRIBUTIONS**

All contributions and donations made to the organization by financial members or others shall be voluntary. The PTO Board may approve activities to raise additional funds for the organization, and any participation by the financial membership shall be voluntary.

**ARTICLE XI- MISCELLANEOUS**

Amendments-The By-laws of the organization may be permanently altered, amended, repealed or added to by an affirmative vote of not less than fifty percent (50%) of the financial members attending a general membership meeting or at a special meeting convened in accordance with the provisions indicated above.

Use of regular mail permitted- In all instances in these by-laws, regular mail may be used in lieu of e-mail.

**These by-laws were presented, voted on, and approved at the CGS PTO meeting conducted on 12 September 2024. These by-laws supersede by-laws adopted on May 20, 2004 and amended on April 11, 2005 and June 24, 2013.**

**Hereby attested:**

**Alexea Juliano, President**



**Vernessa Minnifield, Secretary**

