

Parent-Teacher Organization  
For Exceptional Children

Constitution and By-Laws  
Revised September 2009

Article I

The official name shall be Parent-Teacher Organization for Exceptional Children Inc.

Article II  
Mission Statement

The mission of the organization is to provide planned recreational activities, socialization opportunities, and instructional opportunities for intellectually impaired individuals in the Metro-East area without regard to sex, race, religion, or national origin. As a part of its mission, the organization strives to provide worthwhile information and programming for parents as well as to increase community awareness, not only to the needs of the handicapped, but positive awareness of their strengths, attributes, and dignity.

Article III  
Membership

Membership is open to all persons with an intellectual impairment as well as all persons interested in their welfare. In addition, members will be those who are current in payment of dues; the amount of dues to be decided by the Board of Directors. In the event that a member cannot pay dues due to financial hardship, the Board may choose to waive that membership requirement.

The membership secretary will hold the official membership list for PTOEC and only names appearing thereon will be considered official members of the organization. The membership list will be updated periodically or at least once yearly.

The Board may, by a 2/3 vote of those present at a Board meeting, remove any member who has demonstrated activities or actions that are detrimental to the purpose and reputation of the organization.

Paid members of the organization will be allowed one vote per member family or per single member. Families are defined as those adults who have legal guardianship or power of attorney for the special needs individual. Individual members must be their own guardian to vote.

One general membership meeting will be held per year – the date to be determined by the board – where the board will present items for the membership's consideration and approval.

Article IV  
Board of Directors

Section A - General Responsibility

The Board of Directors will be responsible for the overall operation, fiscal management, and policies of the organization; including the organization and coordination of programming, the

hiring/termination of employees, annual budget recommendations, paying day to day bills and other necessary activities to ensure the smooth operation of the organization.

#### Section B - Composition

The Board shall consist of a maximum of 14 members. Membership on the Board may be achieved in one of two ways as follows: a. Candidate is nominated by a Board member and accepted by the majority of Board members present at an official meeting; or b. Candidate is elected at a special election by receiving 50% plus one of the PTOEC members who vote in the special election. A majority of the Board members may call for a special election or a majority of PTOEC members may call for a special election. If called, the election will be held within 45 days of the call and written ballots will be employed.

*\*See amendment 5, January 11<sup>th</sup>, 2014.*

#### Section C - Officers

The Board shall elect from its members the following officers; President, Vice-President, Treasurer, Recording Secretary, and Corresponding Secretary. These officers will be elected by a majority vote of Board members present at the first monthly meeting of each calendar year. Each elected officer will hold office for a one year period. The majority of the Board will appoint temporary officers to serve the remainder of the term if a vacancy occurs.

#### Section D - Meetings

The Board of Directors will meet at least monthly, September through May, and may hold special meetings at the discretion of the Board President or a majority of the Board members. A quorum of one more than half of the current Board will be required to conduct business. Meetings will be held at a time and place selected by the Board. All meetings are open to the general membership; however they may be closed to discuss specific topics deemed by a majority of the board to be sensitive in nature. Minutes of each board meeting will be taken by the recording secretary and posted on the PTOEC website.

#### Section E – Standing Committees

The standing committees deemed necessary for the successful delivery of services by the organization will be chaired by one or more board members who will be responsible for obtaining committee members, holding meetings, and making recommendations for action and financial expenditures to the Board of Directors. The current standing committees are: Fundraising, Special Olympics, Summer Camp Programs, Fun Nights, Speaker Programs, and Sports Banquet. .

#### Section F - Length of Service

Each Board member will serve for a 2 year period.

*\*See amendment 1, October 3<sup>rd</sup> 2012.*

#### Section G - Term Limitation

Each Board Member, other than a parent shall be limited to 3 two-year terms in succession unless this provision is waived by unanimous vote of the Board.

*\*See amendment 2, October 3<sup>rd</sup> 2012.*

#### Section G.1 – SOAD Board Membership

*\*See amendment 3, December 12<sup>th</sup> 2012.*

*\*See amendment 4, January 2<sup>nd</sup> 2013.*

*\*See amendment 6, March 5<sup>th</sup> 2014.*

### Section H - Compensation

Board members shall serve without compensation, though the Summer Camp Director and Sports Coordinator may receive an annual stipend as voted by the Board.

### Section I - Resignation

Any Board member may resign by providing written notice to the Board. The Board has two board meetings to replace the board member.

### Section J - Removal of Directors

The Board may, by a 2/3 vote of those present at an official Board meeting, remove any of its members who have demonstrated activities or actions that are detrimental to the purpose and reputation of the organization.

The entire board may be removed by the membership by a vote of 2/3 majority of the entire membership at the annual meeting.

## Article V Dissolution

The PTOEC Organization may be dissolved by a 2/3 vote of the Board of Directors recommending to the general membership that such action is warranted. Upon dissolution, all just debts shall be paid to creditors. Any equipment will be donated to other agencies dealing with the intellectually impaired. Any funds remaining will also be donated to agencies servicing the intellectually impaired.

## Article VI Amendments

These Bylaws may be amended by a 2/3 vote of the Board of Directors present at a meeting which has been previously designated as the occasion for voting on amendment. Prior to the designation of a date to amend the Bylaws, a copy of the amendment will be furnished to each Board member.

## Article VII Fiscal Policy

### Section A - Fiscal Year

The organization's fiscal year will be from January 1 of any given year to December 31<sup>st</sup> of the same year.

### Section B - Checks and fund transfers

Normally, all transactions will be conducted by check and/or debit-credit card. Amounts that exceed the any item in the annual approved budget line will require two signatures.

Authorized signature shall be the President, Vice-President, or the Treasurer. Payment of amounts authorized in the annual budget may be signed by the President or Treasurer.

Opening or closing of accounts will require Board approval.

### Section C - Budget

The Board will pass an annual budget of proposed and anticipated expenditures with that budget being balanced or showing a surplus. Deficit spending may be approved by the Board under special circumstances; however no deficit amounting to more than 1/3 of reserves may be approved.

### Section D - Audit

The Organization will have an annual audit prepared by an independent accounting firm.

### Section E - Indebtedness

The Organization will not be allowed to borrow funds for operational expenses. Borrowing for long term acquisitions will require 2/3 Board approval.

## Amendments

Amendment 1 – October 3<sup>rd</sup>, 2012: Article 4, Section F is amended to read, “Each Board member will serve for a three-year period.”

Amendment 2 – October 3<sup>rd</sup>, 2012: Article 4, Section G is amended is amended to read, “Each Board Member shall be limited to one three-year term unless this provision is waived by unanimous vote of the Board. Board members must wait one year before re-applying to serve on the board for another three-year term. Former board members may continue as members of standing committees as they wish.”

Amendment 3 – December 12<sup>th</sup>, 2012: Article 4, Section G.1 was inserted and reads, “Because the SOAD is expected to be present at all board meetings, and because much of PTOEC’s business is concerned with Special Olympics, the SOAD will remain a voting board member as long as he or she chooses to hold the position. If the SOAD is not able to complete his/her responsibilities or if it becomes necessary to remove the SOAD for inappropriate behavior, that individual will also lose his or her voting rights on the board.”

Amendment 4 – January 4<sup>th</sup>, 2013: Article 4, Section G.1 was amended to read, “Because the SOAD is expected to be present at all board meetings, and because much of PTOEC’s business is concerned with Special Olympics, the SOAD will remain a voting board member as long as he or she chooses to hold the position. If the SOAD is not able to complete his/her responsibilities or if it becomes necessary to remove the SOAD *as outlined in section J “Removal of Directors” in the PTOEC bylaws*, that individual will also lose his or her voting rights on the board.” \**Changed language is in italic.*

Amendment 5 – January 11<sup>th</sup> 2014: Article 4, Section B – Composition was amended to read; “The Board shall consist of a maximum of 14 members.” The previous number of board members was 12.

Amendment 6 – March 5<sup>th</sup> 2014: Article 4, Section G.1 was amended to read, “A SOAD is not a director and does not have voting rights. Consequently, they are not subject to term limits. A SOAD can resign or removed at any time.”