

BECHTEL ELEMENTARY SCHOOL PTO CONSITUTION AND BYLAWS

CONSTITUTION

ARTICLE 1 – NAME

Section 1. The name of this organization shall be Bechtel Elementary School Parent Teacher Organization, herein after referred to as the BES PTO.

Section 2. The location of the organization shall be at Bechtel Elementary School in Okinawa, Japan, with the approval of the current school administrator.

Section 3. BES PTO shall be a self-sustaining, nonprofit organization. It is not an instrumentality of the United States and may not receive financial assistance of non-appropriated funds from the Armed Forces. Neither the Federal government nor its non-affiliated institutions have any vested interest in the assets of the BES PTO; nor will either make any claim to the BES PTO assets or incur or assume any obligation of the BES PTO. This organization shall not engage in activities, which compete with any non-appropriated, fund activities.

ARTICLE II – AUTHORITY AND PURPOSE

Section 1. Upon approval of the Commanding General, Marine Corps Base, Camp Smedley D. Butler, this constitution is hereby established.

Section 2. The “Articles of Organization” of BES PTO include:

- a. The bylaws of this organization and,
- b. The certificate of incorporation or articles of incorporation (in cases in which the organization is a corporation) or the articles of association by whatever name (in case in which the organization exists as an unincorporated association).

Section 3. The purpose of the BES PTO is:

- a. To promote the welfare of the children and youth in the home, school and community.
- b. To bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth.
- c. To develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental and social education.

Section 4. The objectives shall be promoted through educational programs directed towards parents, teachers and the general public and developed through conferences, committees, projects and programs; and are governed and qualified by the policies set forth in Article III.

ARTICLE III – BYLAWS AND OTHER REGULATIONS

Section 1. Bylaws shall be formulated and upon approval of the Commanding General, Marine Corps Base, Camp Smedley D. Butler, shall have the same force and effect as if published as part of the constitution.

Section 2. BES PTO shall be non-commercial, non-sectarian, and non-partisan. It fully supports the Department of Defense policy on equal opportunity and shall not discrimination membership eligibility on the basis of race, color, religion, sex or national origin. It shall not accept invitations from, not participate in, any activity or organization that does not conform to the Department of Defense policy or that discriminates on the basis of race, color, religion, sex or national origin.

Section 3. The name of BES PTO or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any members in their official capacities or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of BES PTO.

Section 4. BES PTO shall not directly nor indirectly participate or intervene (in any way, including the publishing or distribution of statements) 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 by propaganda or otherwise.

Section 5. BES PTO shall work with the school to provide quality education for all children and youth and shall seek to participate in the legal responsibility to make decisions that have been delegated by the United States Congress to the Secretary of Defense.

Section 6. BES PTO or any of its committees may cooperate with other organizations and agencies concerned with child welfare, but a PTO representative shall make no decisions that bind the group he/she represents.

Section 7. The BES PTO shall have on hand/display with BES PTO Constitution, a copy of the MCCA guidelines that govern Independent Private Organizations for Marine Bases.

Section 8. The BES PTO acknowledges that it is not a government instrumentality and therefore is not entitled to immunities and privileges afforded government agencies and is responsible for taxes and insurance as required by law to protect its members and its assets.

ARTICLE IV – MEMBERSHIP AND DUES

Section 1. Membership of the BES PTO will be on a voluntary basis. Subject to approval of the Commanding General, Marine Corps Bases, Camp Smedley D. Butler, the following personnel are eligible to participate:

- a. General membership shall be extended to all BES parents, teachers and faculty.
- b. Civilian membership, defined as other SOFA status individuals.

Section 2. BES PTO shall conduct an annual enrollment of membership during school registration but may admit persons to membership at any time. The annual membership is valid during the BES PTO school year.

Section 3. Each member shall pay such annual dues to BES PTO as determined by a majority vote of the general membership in attendance at the meeting in which a vote is taken.

Section 4. A copy of the constitution and bylaws shall be made available to any member upon request and can be viewed on BES website.

Section 5. The following memberships are available:

- a. Individual Membership Level in which fee of five dollars (\$5.00) shall be paid to the Treasurer of the BES PTO.
- b. Family Membership Level for which a fee of ten dollars (\$10.00) shall be paid to the Treasurer of the BES PTO.
- c. Bechtel Bulldog Booster Level in which a fee of twenty dollars (\$20.00) shall be paid to the Treasurer of the BES PTO.

ARTICLE V – OFFICERS AND BOARD OF DIRECTORS

Section 1. Officers and Board of Directors

- a. Only BES PTO members in good standing may hold office in the BES PTO.
- b. The officers for the BES PTO, elected from the membership, shall be President, Vice President, Secretary, and Treasurer; this group of officers, with the addition of three (3) members at large, a school representative (usually the Principal or Vice Principal) and a teacher representative shall be designated the Executive Council. Officers shall assume their duties at the close of the general membership meeting in which they were elected, or immediately upon appointment and shall serve until the next election.

Section 2. A Nomination and Election Committee, consisting of at least three (3) members of the BES PTO, will be appointed by the Executive Council and will be established at least two (2) months prior to elections at the final general membership meeting. The committee shall:

- a. Select and secure the consent of at least one nominee for each office.
- b. Furnish a list of the nominees, together with appropriate biographical information, to each member of the Executive Council at least thirty (30) days prior to the annual election.
- c. Report at the final general membership meeting (or before the final general membership meeting online) and present the nominations to the general membership, at which time additional nominations may be made from the floor (or via e-mail) provided the consent of the nominee has been secured, and the nominee is present.
- d. Have full charge of the election at the general membership meeting for which they were appointed to serve.
- e. Be responsible for printing the official ballot listing (or presenting a list online) all the names of the nominees and with sufficient space for write-in votes.
- f. Tabulate the votes and report the results to the general membership.
- g. Not be eligible to be nominated for any position the committee is trying to secure.

Section 3. An officer of the BES PTO may be removed for cause by a majority written vote of the general membership.

Section 4. The Executive Council shall have the authority to act on any and all matters concerning the BES PTO except those requiring approval of the Commanding General, Marine Corps Base, Camp Smedley D. Butler, or a vote of the BES PTO general membership or as otherwise specifically provided for in the bylaws of the BES PTO. Expenditures of the BES PTO in excess of \$350.00 must be presented and approved by the general membership.

Section 5. In the event of a vacancy on the Executive Council, the remaining members of the Executive Council shall appoint an officer to serve for the remainder of the unexpired term. If a vacancy of the Presidency occurs, the Vice President shall automatically fill the vacancy; thus creating a vacancy of the Vice Presidency and shall be filled as a routine vacancy. All appointees shall be confirmed at the general meeting following their appointment and shall assume their duties at the close of that general meeting.

Section 6. An officer may resign his/her office by notifying the President in writing. In the event an officer ceases to reside in the geographical area of Okinawa, Japan this shall constitute a vacancy.

Section 7. Officers are eligible for re-election to the same office; however no individual shall be eligible for the same office for more than two (2) consecutive terms. A person who has served in an office (whether by election or appointment) for more than one half of a full year between elections shall be deemed to have served a full term in such office.

Section 8. Duties of the elected officers are as defined in the bylaws.

ARTICLE VI- QUORUMS AND MEETINGS

Section 1. The Executive Council shall meet at least monthly or at the call of the President. A simple majority of the Executive Council shall constitute a quorum. The Council members will exercise their powers to propose ideas or matters to be voted on by the general membership.

Section 2. A general membership meeting will be held, at a minimum, during the months of November, February, and May. The general membership meeting in February shall be the annual meeting at which time a nominating committee will be formed for the election of officers for the next year. A simple majority vote with the exception that constitutional amendments shall be affected as defined in the constitution, Article X.

Section 3. Upon written request of at least fifty percent (50%) of the voting membership of the BES PTO, the President shall be required to call a special membership meeting. The President may call a special membership meeting at his/her discretion.

Section 4. All members shall be notified, if possible, of the time, place and subject matter of the special membership meeting and only that business for which the meeting is called shall be transacted.

ARTICLE VII – VOTING

Section 1. Only members in good standing shall be allowed to vote on any matter requiring a vote.

Section 2. There shall not be any voting by absentee or proxy by general or civilian members. If members of the Executive Council cannot make meetings they can submit their views/votes in writing to the President/Secretary in a timely manner and they will be read /counted at the next available meeting.

Section 3. Passage of any resolution shall be a simple majority vote of those voting members present, except when otherwise provided for in the bylaws.

Section 4. All proposals at the Executive Council meetings shall require a simple majority to be passed. Voting members of the Executive Council are defined as: Vice President, Treasurer, Secretary, 3 non-elected members at large, school representative and teacher representative (8). The President will remain impartial unless there is need for a tie breaking vote to be cast.

ARTICLE VIII – LIABILITY

Section 1. Adequate and proper insurance shall be carried at all times to protect the membership from liability. A certification indicating that members understand they are personally liable, as provided by law, if the assets of the non-federal entity are insufficient to discharge all liabilities.

Section 2. Fidelity bond coverage shall be obtained for the President and Treasurer whenever cash assets of the BES PTO exceed \$500.00. Such insurance shall be purchased with BES PTO funds and shall cover the positions of the President and Treasurer and not be the individual by name.

Section 3. Events for fundraising or as give backs to the community involving equipment, food or prepackaged foods, not owned by the BES PTO must be approved by the MCCS representative. Event insurance is required.

ARTICLE IX – DISSOLUTION

Section 1. Dissolution of the BES PTO shall be upon the initiative of the membership or the decision by the Commanding General, Camp Smedley D. Butler, to withdraw local authorization to operate aboard the Base.

Section 2. Upon the voluntary or involuntary dissolution of the BES PTO, the BES PTO Executive Council is obligated to:

a. Yield and surrender all books and records and all assets and property to such agency subject, nevertheless, to the provision of section 501(c)(3) of the Internal Revenue Code of 1954 as from time to time amended.

Section 3. Upon disestablishment, the incumbent senior official shall notify the Commanding General, Marine Corps Bases, Camp Smedley D. Butler, (Assistant Chief of Staff, MCCS) of impending action with certification that all indebtedness has been liquidated and residual assets given to BES.

ARTICLE X – AMENDMENTS OR CHANGES

Section 1. Amendments or changes to this constitution may be proposed by the Executive Council or by any member in good standing who submits a written request to the President, using the exact wording of the proposed change. Notice of the proposed change of the constitution, using the exact wording, shall be given to the membership at least ten days in advance of a general membership meeting called to consider the change (or 10 day online vote).

Section 2. Proposed amendments, or changes, shall be adopted when two-thirds (2/3) votes of those present approve the amendment, either at a general meeting or online.

Section 3. Any and all amendments to this constitution will be submitted to the Commanding General, Marine Corps Base, Camp Smedley D. Butler.

Section 4. All amendments or changes to this constitution shall be attached or incorporated hereto.

Constitution accepted:

June 2010

BES PTO President

Date

BYLAWS

ARTICLE 1 – MEMBERSHIP CLASSIFICATION AND PRIVILEGES

Section 1. BES members shall be considered as those who have completed the membership application and have paid the annual dues. They shall be tendered all privileges and benefits within the power of the BES PTO.

Section 2. Any member who is in arrears of any money due the BES PTO is not considered to be in “good standing” and is subject to suspension.

ARTICLE II – MEMBERSHIP APPLICATIONS, RESIGNATIONS, SUSPENSIONS AND EXPULSIONS

Section 1. Memberships are not transferable.

Section 2. Applications for membership, resignations, suspensions and expulsions shall be addressed to the Secretary or Membership Chairperson who shall, not later than the next regular meeting, bring them to the attention of the Executive Council for action.

Section 3. Upon receipt of a qualified application by the Executive Council, the Secretary or Membership Chairperson shall put the name on the membership roster.

Section 4. Resignations shall be addressed to the President or Secretary whom shall, not later than the next regular Executive Council meeting, bring them to the attention of the Executive Council.

Section 5. Upon notification of the Executive Council, resignations shall become effective immediately.

Section 6. For serious infractions of BES PTO rules, the Executive Council may temporarily suspend a member pending a vote for expulsion by a 2/3 majority vote of the general membership in good standing.

ARTICLE III – DUTIES OF OFFICERS AND MEMBERS

Section 1. It shall be the duty of all officers to conduct the activities of the BES PTO in an efficient and professional manner and to safeguard the interest of the BES PTO at all times.

Section 2. The President shall preside at the meetings of the BES PTO. He/She shall perform all other duties pertaining to this office, to include the following:

- a. Determine the agenda in cooperation with the Secretary.
- b. Calls the meeting to order at the designated time and, if a quorum is present, proceeds with the business.
- c. Maintains a fair and impartial position at all times and encourages members to participate.
- d. Takes no part in any discussion while presiding, refrains from expressing a personal opinion in questions before the house and avoids personal bias when giving information to the association.
- e. Stands to preside and follows the accepted order of business.
- f. Refers to self impersonally as “The Chair”.
- g. Decides all parliamentary questions. The President’s decisions are subject to an appeal by any two members, a majority or tie vote sustaining the decision of “The Chair”; if the association has an official parliamentarian advisor, “The Chair” may seek the parliamentarian’s opinion on any question of procedure, but it is “The Chair” who rules.
- h. States each motion clearly after it has been seconded before allowing discussion.

- i. Calls upon the Vice President to preside when wishing to speak to a motion or to leave "The Chair"; the President then has all the privileges of a member, addressing the officer temporarily presiding in the same manner as any other member and returning to "The Chair" only after the vote has been announced.
- j. May vote when voting is by ballot; in other cases, may cast a vote to break a tie.
- k. Recognizes a BES PTO member who has not previously spoken to the question in preference to one who already has spoken.
- l. Studies information and material secured from predecessor.
- m. Delegates to the Vice President certain administrative duties.
- n. Serves ex officio on all committees except the Nominating Committee.
- o. Calls for required reports at specified times and in accordance with specified procedures.
- p. Consults with officers and chairpersons before each meeting to ensure that details of the meeting are ready as planned.
- q. Represents the BES PTO at necessary meetings.
- r. Motions to approve all expenditures prior to monies being issued.

Section 3. The Vice President shall act as President in the absence of that official. In the absence of both the President and Vice President at any regular meeting or special meeting, the chairperson shall be in the sequence in which the officers are named in the Constitution. Specific duties pertaining to the office of Vice President are:

- a. Assumes the duties of the President in the event of the President's resignation until the position is filled in accordance with the constitution.
- b. Acts as side to the President and assumes responsibility in accordance with duties assigned by the President.
- c. Represents the President upon request.

Section 4. The Secretary shall conduct all correspondence at the direction of the BES PTO or its officers, take the minutes of the meetings, make an accurate record of the proceedings and perform all other duties that properly pertain to this office, such as:

- a. Maintain an accurate record of BES PTO memberships.
- b. Has on hand for reference at each meeting a copy of the constitution and Bylaws; the agenda; the minutes of the previous meetings, including Treasure's reports; a list of committees, including names of members of committees; and a list of the membership.
- c. In consultation with and at the request of the President, prepare in advance of each meeting a complete agenda, showing the order in which business should come before the group.
- d. Read and distribute printed copies of the minutes of the previous meeting, and have available for review all minutes from the current school year and previous school year.
- e. Acts as custodian of all records, except those specifically assigned to others, and promptly delivers all records to successor.
- f. Conducts the correspondence of the BES PTO.

Section 5. The Treasurer shall keep an account of all monies received by and disbursed on behalf of the BES PTO in accordance with generally accepted business practices which shall include as a minimum, provision for the following:

- a. Cash receipts shall be deposited intact in the BES PTO bank account within one (1) week of receipt. A duplicate deposit slip, authenticated by the bank, shall be retained as evidence that the deposit was made.
- b. Disbursements shall be made through the use of preprinted pre-numbered checks, except when made from a petty cash fund (not to exceed \$100) if such a fund has been authorized. Bank statements shall be retained as evidence of payment. Checks which have been voided shall have the signature area cut off to preclude their unauthorized use and shall be retained as part of the BES PTO's records. All checks must bear the signature of a designated bank signatory (President, Vice President, Treasurer or Secretary) on the bank account. A blank check will never be signed.
- c. Bank statements shall be reconciled with the book balance each month. Such reconciliation shall be accomplished in writing and shall be certified by the Treasurer and one other bank custodian (President).
- d. All receipts and disbursements shall be supported by adequate receipts, bills, invoices and other generally accepted accounting documents. Voucher files shall be maintained for all receipts and disbursements and cross-referenced to payments or deposits. Such vouchers shall contain a brief description of the income received or expense incurred and shall be signed by the Treasurer and one of the following: President, Vice President, Secretary, committee chair, or class/club sponsor.
- e. Accounting records shall be maintained on a current basis and all records and related documents preserved in such a manner so as to be readily available for audit.
- f. Audits shall be performed at least annually by a qualified and disinterested party who is not a member of the BES PTO, as of the close of business on or near 30 June. However, additional unscheduled audits may be performed during the course of the accounting year, such as the change of Treasurer. The cost of such audit shall be borne by the BES PTO.
- g. Financial statements shall be prepared and presented at the regularly scheduled Executive Council meetings. Quarterly reports will be prepared and presented at the General Membership meetings for examination. Annually, the Treasurer shall prepare a financial statement consisting of a balance sheet and statement of operations for the entire fiscal year ending on or near 30 June. A copy of each quarterly/annual financial statement shall be submitted for review to the Commanding General, Marine Corps Base, Camp Smedley D. Butler (Assistant Chief of Staff, MCCA).
- h. A record of all property/equipment value more than \$200.00 owned by the BES PTO shall be maintained. This record shall describe the items of property/equipment, the date purchased and the original cost. A physical inventory shall be conducted of all BES PTO property at least annually as of the close of the accounting year on or near 30 June. This inventory shall be made a part of the official records of the BES PTO. Inventory overages and or shortages and the survey/disposition of property/equipment will have the written confirmation of the Executive Council. Where a sizeable quantity of property is owned, a property officer shall be appointed to sign for and be held responsible for the property.
- i. When the Treasurer is relieved, he/she shall invoice to his/her successor all funds, property (if not signed for by a property officer), accounts and records of the BES PTO; and his/her successor shall receipt for them. For this purpose, five copies of the receipts and invoices shall be prepared with all copies being signed by both parties. Distribution of the signed copies shall be as follows:
 - (1) Original -filed with original financial statement.
 - (2) Copy -to President.
 - (3) Copy -to relieved Treasurer.
 - (4) Copy -to relieving Treasurer.
 - (5) Copy - CG, MCCA, PACO
- k. Acts as chairperson on the Budget and Finance committee.

Section 6. Members at Large provide the Executive Council with a broader base of input on issues facing the BES PTO. These officers may be tasked by the President to conduct special assignments from time to time and may fluctuate throughout the year.

Section 7. The duties of the Executive Council shall be to act on all matters of policy, to protect the BES PTO interests and safeguard its welfare and to submit its findings and recommendations to the general membership meetings for approval; to be mindful of the BES PTO interest; to stay informed on issues concerning children and youth; and to observe all regulations governing the operation of the BES PTO.

ARTICLE IV – AMENDMENTS AND CHANGES

Section 1. Amendments and changes to these bylaws can be effected only by a 2/3 majority vote of the voting membership present and in good standing and subsequent approval of the Commanding General.

Section 2. Any proposed amendment or change shall be voted upon at the next regular meeting or online. These proposed amendments and changes shall be published and accessible to all BES PTO members in good standings. In the event of favorable action, any amendments and changes shall go into effect immediately upon approval by the Commanding General unless otherwise specifically provided.

Section 3. Any amendment or change to these Bylaws shall be incorporated or attached hereto.

ARTICLE V – BUDGET

Section 1. A proposed budget shall be presented at the last General Meeting of the school year and voted on at this meeting. Should the proposed budget be amended or declined at the last General Meeting of the new school year, an amended budget must be adopted no later than the first meeting of the new school year.

Section 2. The PTO bank account must retain a minimum balance of \$7,500 at the end of the school year.

ARTICLE VI – MISCELLANEOUS

Section 1. Before being finally accepted to membership in the BES PTO, each member shall read and agree to the mission statement of the BES PTO.

Section 2. Any issues not specifically addressed in these bylaws shall be governed by the Constitution.

Bylaws Accepted:

June 2010

BES PTO President

Date