

VALLEY FORGE ELEMENTARY SCHOOL

PARENT-TEACHER ORGANIZATION

(A PENNSYLVANIA NON-PROFIT
CORPORATION)

BY-LAWS

BYLAWS
of
VALLEY FORGE ELEMENTARY SCHOOL
PARENT-TEACHER ORGANIZATION

(A Pennsylvania Non-Profit Corporation)

April 6, 2021

ARTICLE I

OFFICES AND FISCAL YEAR

Section 1.01. Registered Office. The registered office of the corporation in the Commonwealth of Pennsylvania shall be at 99 Walker Road, Wayne, PA 19087, until otherwise established by a vote of a majority of the board of directors in office, and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the articles of the corporation.

Section 1.02. Other Offices. The corporation may also have offices at such other places within or without the United States of America as the board of directors may from time to time appoint or the business of the corporation requires.

Section 1.03. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July in each year.

ARTICLE II

BOARD OF DIRECTORS

Section 2.01. Powers. The board of directors shall have full power to conduct, manage, and direct the business and affairs of the corporation; and all powers of the corporation are hereby granted to and vested in the board of directors.

Section 2.02. Qualification and Selection. Each director of the corporation shall be a natural person of full age, shall be an officer of the corporation and shall meet such other qualifications as may be established from time to time by the Valley Forge Elementary

held. Every such notice shall state the time and place of the meeting. Nine to ten PTO meetings will be held throughout the school year. *(updated 04/2021)*

Section 2.09. Special Meetings. Special meetings of the board of directors shall be held whenever called by the president or by two or more of the directors. Notice of each such meeting shall be given to each director by telephone or email at least 24 hours before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.

Section 2.10. Quorum, Manner of Acting, and Adjournment. Except as otherwise provided in Section 2.09 of this Article, and provided that notice shall have been given as provided in Section 2.08 or Section 2.09 of this Article, one-third of the directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Every director shall be entitled to one vote. Except as otherwise specified in the articles or these bylaws or provided by statute, the acts of a majority of the directors present at the meeting at which a quorum is present shall be the acts of the board of directors. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting from time to time until a quorum is present. The directors shall act only as a board and the individual directors shall have no power as such, except that any action which may be taken at a meeting of the directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the secretary of the corporation.

Section 2.11. Interested Directors or Officers; Quorum. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the board of directors which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors and the board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or
- (b) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the board of directors.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors which authorizes a contract or transaction specified in this section.

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ARTICLE III

NOTICE – WAIVERS - MEETINGS

Section 3.01. Notice, What Constitutes. Whenever written notice is required to be given to any person under the provisions of the articles, these bylaws, or the Nonprofit Corporation Law, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by fax or email, to the address supplied by him or her to the corporation for the purpose of notice, If the notice is sent by mail or by fax, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a fax for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these bylaws.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 3.02. Waivers of Notice. Whenever any written notice is required to be given under the provisions of the articles, these bylaws, or the Nonprofit Corporation Law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.03. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 3.04. Exception to Requirement of Notice. Wherever any notice or communication is required to be given to any person under the provisions of the articles or these bylaws, or the Nonprofit Corporation Law, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

Section 3.05. Conference Telephone Meetings. One or more persons may participate in a meeting of the board of directors or of a committee of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE IV

OFFICERS

Section 4.01. Number, Qualifications and Designation. The officer of the corporation shall be a president, a vice-president, a vice-president for membership and services, a vice-president for social functions, a vice-president for fundraising, a vice-president for clubs, a secretary, a treasurer and an assistant-treasurer and such other officers as may be elected in accordance with the provisions of Section 4.03 of this Article. Any number of offices may be held by the same person. The officers of the corporation shall be natural persons of full age.

Section 4.02. Election and Term of Office. The officers of the corporation be elected in accordance with the procedures established from time to time by the PTO, and each such officer shall hold office until the next annual organization meeting of directors and until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal. No officer shall hold the same office for more than 3 consecutive years, unless no one is available to fill the position. *(updated 04/2021)*

Section 4.03. Subordinate Officers, Committees and Agents. The board of directors may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws, or as the board of directors may from time to time determine. The board of directors may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

Section 4.04. Resignations. Any officer or agent may resign at any time by giving written notice to the board of directors, or to the president or the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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Section 4.05. Removal. Any officer, chair of any committee, employee or other agent of the corporation may be removed, either for or without cause, by the majority vote of the board of directors or other authority which elected, retained or appointed such officer, committee or other agent whenever in the judgment of such authority the best interests of the corporation will be served thereby. *(updated 04/2021)*

Section 4.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the board of directors or by the officer or committee to which the power to fill such office has been delegated pursuant to Section 4.03 of this Article, as the case may be, and if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term. The vacant position should be advertised for 30 days and if not filled then it will be appointed. *(updated 04/2021)*

Section 4.07. General Powers. All officers of the corporation, as between themselves and the corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the corporation as maybe determined by resolutions or orders of the board of directors, or, in the absence of controlling provisions in resolutions or orders of the board of directors, as may be provided in these bylaws.

Section 4.08. The President. The president shall be the chief executive officer of the corporation and shall have general supervision over the activities and operations of the corporation, subject, however, to the control of the board of directors. The president shall sign, execute, and acknowledge, in the name of the corporation, contracts or other instruments, authorized by the board of directors, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, or by these bylaws, to some other officer or agent of the corporation; shall have general authority to sign checks on behalf of the corporation, including the sole and exclusive authority to sign checks representing reimbursements and/or disbursements to the treasurer, excepting that the president shall not be authorized to sign checks to the president, such authority resting solely with the treasurer; and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned to him or her by the board of directors. The position of President can be held by no more than two individuals. The President(s) are authorized and required to cosign checks over \$500. *(updated 04/2021)*

Section 4.09 The Vice-President. The Vice President will be the second in command of the corporation under the President and shall perform the duties of the president when the president is not available and should otherwise perform those duties assigned to him or her by the president. The Vice President will hold their position for one year with the understanding that they will move into the President's position the following year for a one year term as President*. The Vice-President position can be held by no more than two individuals. *(updated 04/2021)*

*The Vice President may choose to serve as President for two years but must decide & commit halfway through their Vice President term. If a two year commitment has been made, no new Vice President will be elected during the first year of the President's two year term.

Section 4.10. The Vice-President of Volunteers. The vice-president volunteers will oversee the recruitment and selection of all volunteer positions for the corporation and administer of all school services functions as sponsored by the corporation. The Vice-President of Volunteers is a position can be held by two individuals. *(updated 04/2021)*

Section 4.11. The Vice-President of Socials. The vice-president for social functions shall oversee the planning and administration of all social functions sponsored by the corporation. The Vice-President of Socials position can be held by two individuals. *(updated 04/2021)*

Section 4.12. The Vice-President of Fundraising. The vice-president for fundraising shall oversee the planning and administration of all fundraising events and activities sponsored by the corporation. The Vice-President of Fundraising position can be held by two individuals. *(updated 04/2021)*

Section 4.18 The VFES farm and beautification chair. The farmer shall oversee all of the functions of the Vfes garden, courtyard, school beautification, and outdoor decorations also including any fundraisers. This position can be held by 2 people.

ARTICLE V

LIMITATION OF PERSONAL LIABILITY OF DIRECTORS; INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 5.01. Limitation of Personal Liability of Directors. A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) the director has breached or failed to perform the duties of his or her office as defined in Section 5.02 below; and
- (b) the breach of failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section 5.01 shall not apply to:

- (x) the responsibility or liability of a director pursuant to any criminal statute; or
- (y) the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 5.02. Standard of Care and Justifiable Reliance.

- (a) A director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the board or directors upon which her or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

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(i) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(ii) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;

(iii) A committee of the board of directors upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

- (b) In discharging the duties of their respective position, the board of directors, committees of the board and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities in which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section 5.02.
- (c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

Section 5.03. Indemnification in Third Party Proceedings. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other of the fact that her or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if her acted in good faith and in a manner reasonably believed to be in, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action , suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which her or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 5.04. Indemnification in Derivative Actions. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation , or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys fees) actually and reasonably incurred in connection with the defense or settlements of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in , or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Chester County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 5.05. Mandatory Indemnification. Notwithstanding any contrary provision of the articles or these bylaws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 5.03 or Section 5.04 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

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Section 5.06. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Section 5.03 or 5.04 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (a) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or
- (b) If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5.07. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in paragraphs 1 through 3 above.

Section 5.08. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

Section 5.09. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred, by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

Section 5.10. Reliance on Provisions. Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE VI

MISCELLANEOUS

Section 6.01. Corporate Seal. The corporation shall have a corporate seal in the form of a circle containing the name of the corporation, and such other details as may be approved by the board of directors.

Section 6.02. Review of Financial Records. The board of directors shall determine, each year, the advisability of having the financial records of the corporation reviewed by an independent third party. In those instances where the board determines that a review is in order, the review shall be performed by an independent party having no involvement with or in any way related to any officer or member of the board of the corporation.

Section 6.03. Contracts. Except as otherwise provided in these bylaws, the board of directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.04. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the board of directors shall from time to time determine.

Section 6.05. Amendment of Bylaws. These bylaws may be amended or repealed, or new bylaws may be adopted, by vote of a majority of the board of directors of the corporation in office at any regular or special meeting or directors. Such proposed amendment, repeal or new bylaws, or a summary thereof, shall be set forth in any notice of such meeting, whether regular or special. The bylaws shall be reviewed every 3 years by the current PTO Board. *(updated 04/2021)*

Section 6.06. Check Signing. Except as otherwise expressly provided herein, the president and the treasurer shall be the sole and exclusive individuals having the power to sign checks and the treasurer and assistant treasurer may issue drafts on behalf of the corporation. *2011 Addendum to Check Signing:* If the President is unavailable for an extended period of time, the Treasurer has the authority to ask other bonded board members to sign a check. Additional bonded board members with check signing authority in addition to the President and Treasurer shall not exceed four persons. *2021 Addendum to Check Signing:* Any check over \$500 has to be signed by the Treasurer and cosigned by either the PTO President or PTO Assistant Treasurer. *(updated 04/2021)*

Section 6.07. Fourth Grade Party Funds. The funds raised by the Fourth Grade Party Committee will be used by the VFES Fourth Grade to fund a party at the end of each school year. The funds raised must be used by that current fourth grade class before they begin their fifth grade year at another school. Any money left over will revert back to the PTO, except for \$1000 which will stay in the Fourth Grade Party fund. *(updated 04/2021)*

Section 6.08. Fourth Grade Party Rules. The 4th Grade Party Committee will cap the cost of the student gift at \$25 and it can only be changed with the PTO Executive Board's approval. There is no cap on the cost of the 4th Grade Party but only funds raised by the 4th Grade Party Committee will be used to finance the party. All communications from the 4th Grade Party committee must be approved by the PTO President(s) and the VFE Principal before they are sent to parents. The 4th Grade Party Committee Chair(s) will give monthly updates to the PTO Board. The 4th Grade Party Chairs will include their committee members in all matters pertaining to the party. *(updated 06/2021)*

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