

LUDLOW-TAYLOR PARENT-TEACHER ORGANIZATION
659 G Street NE
Washington, DC 20002

BYLAWS OF

LUDLOW-TAYLOR PARENT-TEACHER ORGANIZATION

ARTICLE I—NAME

The name of this organization is the **Ludlow-Taylor Parent-Teacher Organization** (“LT PTO”).

ARTICLE II—PURPOSES

Section 1. The purpose of the LT PTO is to support the development and education of all children enrolled at Ludlow-Taylor Elementary School (“LTES”), located in Washington, DC, with the following goals in mind:

- a. to promote the welfare of LTES students and families;
- b. to provide a forum for parents and guardians of LTES students to collaborate with LTES teachers and administrators in order to further the welfare of LTES students and families;
- c. to provide resources necessary to enhance the welfare of LTES students and families; and
- d. to foster and encourage the development of a welcoming community of caring adults who are dedicated to providing LTES students with all of the resources and support necessary to help such students develop socially, emotionally and educationally.

Section 2. The LT PTO pursues the goals outlined in Article II, Section 1 through an advocacy and educational program directed toward LTES students, parents, teachers and administrators, as well as the general public. This program is implemented through conferences, committees, projects, and programs and is governed and qualified by the basic policies set forth in Article III.

Section 3. The LT PTO is organized exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter referred to as the “Internal Revenue Code”).

ARTICLE III—BASIC POLICIES

The following are the basic policies of the LT PTO:

- a. The LT PTO shall be non-commercial, non-sectarian and non-partisan.
- b. The LT PTO shall work collaboratively with LTES, its teachers and its administrators to promote the welfare of LTES students and families and shall seek

to participate in establishing LTES policies to achieve the same, recognizing that the legal responsibility for decision-making has been delegated by the public to the DC State Board of Education (SBOE) and the Office of the State Superintendent of Education (OSSE).

- c. No part of the net earnings of the LT PTO shall inure to the benefit of, or be distributable to, its members, directors, trustees, Officers, or other private persons except that the LT PTO shall be authorized and empowered to pay reasonable compensation for services rendered by unaffiliated third-parties and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- d. Notwithstanding any other provision of these articles, the LT PTO shall not pursue any activities not permitted to be carried out (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- e. Upon the dissolution of the LT PTO, after paying or adequately providing for any then existing debts and obligations, all remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and whose purposes are in accordance with those of the National Parent Teacher Organization.
- f. The LT PTO and/or members thereof acting in any official capacity on behalf of the LT PTO, shall not, directly or indirectly, participate or intervene 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.

ARTICLE IV—BOARD OF DIRECTORS

Section 1. The affairs of the LT PTO shall be managed by its Board of Directors (the “Board”).

Section 2. The Board shall be comprised of five (5) to nine (9) Officers elected in accordance with Article V of these Bylaws.

Section 3. The Board shall perform the following duties for each school year:

- a. Develop a strategic plan (the “Strategic Plan”), to include an annual budget, designed to achieve the goals of the LT PTO.
- b. Implement the Strategic Plan, including the approval of expenses in accordance with the associated annual budget.

- c. Form committees (both standing and ad hoc as necessary) (the “Committees”) dedicated to furthering the implementation of the Strategic Plan and appoint chairs and members to the same.
- d. Oversee and support the work of the Committees.
- e. Carry out such additional business as may be referred by the LTES community (to include parents and guardians of LTES students, LTES teachers and LTES administrators, collectively the “LTES Community”).
- f. Present information to the LTES Community and the general public at regularly scheduled meetings.

Section 4. If any member of the Board at any time ceases to meet the qualifications thereof or fulfill the duties of the position, that person may be removed from the Board by a resolution adopted by a supermajority of the Board.

Section 5. Regular meetings of the Board shall be held with the date and time to be determined by the Board..

Section 6. Special meetings of the Board may be called by any member upon two days’ notice to each other member of the Board.

Section 7. At all meetings of the Board, a supermajority of the members of the Board shall constitute a quorum for the transaction of business.

Section 8. Board members shall not be compensated for their service but may be reimbursed for authorized business expenses incurred on behalf of the LT PTO.

Section 9. Upon expiration of the term of office, or when individuals cease to be eligible for membership on the Board, they shall automatically cease to be a member of the Board and shall be relieved of all duties and responsibilities incident to such membership. All records, books, funds and other materials pertaining to the position shall be turned over to the President(s).

ARTICLE V—OFFICERS (ELECTIONS AND VACANCIES)

Section 1. The Officers of the LT PTO shall be President(s), First Vice President, Second Vice President, Secretary, Treasurer, and Assistant Treasurer, subject to sufficient qualified (as defined below) volunteers for the same being available. Solely in the event that sufficient qualified volunteers are not available, the Board may, via a resolution adopted by a majority of the Board, amend the required offices (the “Amended Offices”) subject to the following conditions:

- a. Any resolution pertaining to the establishment of Amended Offices may only be effective for one (1) year.

- b. No resolution pertaining to the establishment of Amended Offices may reduce the number of Board members below five (5).
- c. The offices of President (at least one), Treasurer and Assistant Treasurer must be filled, although a resolution pertaining to the establishment of Amended Offices may allow for up to two Co-Presidents serving together.

Section 2. Officers shall be elected in the month of June. Any person who is a parent or guardian of a student enrolled in LTES is eligible to vote.

Section 3. The vote shall be conducted by secret ballot and a majority vote shall elect.

Section 4. The following provisions shall govern the eligibility of individuals to be Officers of the LT PTO:

- a. An elected Officer of the LT PTO shall have a child enrolled at LTES for the school year beginning the following August.
- b. A person who has served in an office for more than one-half of a full term shall be deemed to have served a full term in such office.

Section 5. Officers shall assume their official duties following the close of the June meeting in which they are elected and shall serve for a term of two years.

Section 6. There must be at least one President. A vacancy in the office of one co-President will result in a single President. A vacancy occurring in the office of President (meaning no President) shall be filled for the remainder of the unexpired term by the First Vice President. If the First Vice President is unable to serve or the office of First Vice President is vacant, the Second Vice President shall serve as acting President for the remainder of the term. A vacancy in any office other than President shall be filled by a supermajority vote of the Board. Voting shall be by ballot if more than one candidate is presented; and by voice vote if only one candidate is presented. Ten (10) days' notice of the election shall be given in writing to each member of the Board.

Section 7. The Board shall broadly solicit nominations for each office to be filled. Only those individuals who have signified their consent to serve if elected shall be nominated for, or elected to, such office.

Section 8. The names of all nominees that meet the eligibility requirements shall be included on the official ballot.

Section 9. If an Officer's term ends during a period when the Mayor of the District of Columbia has declared a Public Emergency and has closed school to in-person instruction, the position formerly held by that Officer may be filled by a majority vote of the remaining members of the Board until the end of the declared Public Emergency. When the declared

Public Emergency ends, the Board shall promptly schedule elections for the Officer positions that became vacant during the Public Emergency, and the individuals elected shall serve the remainder of the term. However, the Board can schedule a Special Election by majority vote during Public Emergency to fill Officer positions that became vacant during the Public Emergency if it determines that (1) it has means to communicate with parents or guardians of substantially all students enrolled at LTES to solicit nominations and advertise upcoming elections and (2) parents or guardians of substantially all students enrolled at LTES have reasonable means to vote in such a Special Election. Officers elected through such a Special Election shall take the place of any Officers appointed by the Board during the Public Emergency and shall serve the remainder of the term for that position without the need for election at the end of the Public Emergency.

ARTICLE VI—DUTIES OF OFFICERS

The roles and responsibilities of LTO Officers are outlined in *Appendix A: Board Officer Duties*. This appendix may be updated as needed with Board approval, without requiring formal amendment to these bylaws. Officers are expected to fulfill their duties in accordance with the guidelines set forth in the appendix.

ARTICLE VII—COMMITTEES

Section 1. The standing committees of the LT PTO shall be agreed upon by a majority of the members of the Board.

Section 2. The Board may create such special and/or ad hoc committees as it may deem necessary to promote the purposes of the LT PTO and carry on the work of the LT PTO.

Section 3. The term of office of a Committee chair shall be one year.

Section 4. The chair of each Committee shall present a plan of work to the Board for approval. No Committee work shall be undertaken without the consent of the Board of Directors.

ARTICLE VIII—GENERAL MEETINGS

Section 1. Regular meetings of the LT PTO shall be held a minimum of five (5) times each school year following written public notice to the LTES Community of no less than four (4) days. Such meetings shall be open to the entirety of the LTES Community as well as the general public.

Section 2. Special general meetings of the LT PTO may be called by the President(s) or by a majority of the Board of Directors, upon four days' written public notice having been given.

Section 3. The annual meeting shall be held in June.

ARTICLE IX—FISCAL YEAR

The fiscal year of the LT PTO shall begin on July 1 and end on the following June 30.

ARTICLE X—PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the LT PTO in all cases in which they are applicable and in which they are not in conflict with special rules of order or the LT PTO Articles of Incorporation.

ARTICLE XI—AMENDMENTS

Section 1. These Bylaws may be amended at any regular meeting of the Board by a supermajority vote of the members of the Board.

Section 2. The Board by a supermajority vote may authorize a Committee on Bylaws to submit a revised set of bylaws as a substitute for the existing Bylaws.

Section 3. These Bylaws shall be reviewed by the Board at least every two (2) years.

ARTICLE XII—CONFLICT OF INTEREST POLICY

Section 1. Purpose. The purpose of the conflict of interest policy is to protect LT PTO's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

- a. **Interested Person.** Any Officer who has a direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

- a. **Duty To Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Officers who are considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide whether a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.**
 - i. An interested person may make a presentation at the board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. A President of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the board shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflict of Interest Policy.**
 - i. If the board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the board shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Annual Statements. Each Officer shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

As Amended: August 28, 2024.

Appendix A: Board Officer Duties.

Section 1. The President(s) shall:

- a. Preside at all meetings of the LT PTO;
- b. Serve as an ex officio member of all Committees;
- c. Coordinate the work of the Officers and Committees of the LT PTO in order that the purposes may be promoted; and
- d. Perform such other duties as may be provided in these Bylaws.

Section 2. The Vice Presidents shall:

- a. Act as aides to the President(s);
- b. In their designated order, perform the duties of the President(s) in the Presidents' absence or inability to serve; and
- c. Perform such other duties as may be provided for in these Bylaws or directed by the President(s) or the Board.

Section 3. The Secretary shall:

- a. Record the minutes of all meetings of the LT PTO;
- b. Be prepared to read the records of any previous meetings;
- c. File all records;
- d. Have a current copy of the Bylaws; and
- e. Perform such other duties as may be provided for by these Bylaws or directed by the President(s) or the Board.

Section 4. The Treasurers shall:

- a. Have custody of the funds of the LT PTO;
- b. Maintain a full account of the funds of the LT PTO;
- c. Make disbursements as authorized by the Board;

- d. Have checks or vouchers signed by one or more Board-authorized signatories;
- e. Cause to be kept a full and accurate account of the receipts and disbursements in the books belonging to the LT PTO;
- f. Provide a written financial statement to the Board at each meeting; and
- g. Present an annual report of the financial condition of the LT PTO; and
- h. Perform such other duties as may be provided for by these Bylaws or directed by the President(s) or the Board.