

**BYLAWS OF
AMIGOS DE ASPIRA DE PTO, INC.**

**ARTICLE I
Definition & Purpose**

Section 1: Definitions

- a) **Administration** – Employees with leadership and or governance roles within of Las Americas ASPIRA Academy, including but not limited to the Head(s) of School, Assistant Head(s) of School, and or the Board of Directors, that direct and oversee the day-to-day business operations.
- b) **AMIGOS DE ASPIRA DE PTO, INC.** – the legal name of the Parent Teacher Organization that has adopted the students of Las Americas ASPIRA Academy as the financial beneficiaries of our organization.
- c) **Board of Directors** – the current duly elected and or appointed members of the ASPIRA of Delaware Charter Operations (ADCO) Board of Directors, including but not limited to their designated Chairperson(s), Vice Chairperson(s), Treasurer(s), Secretary(ies), Parent Representative(s), Teacher/Staff Representative(s), Director(s), and or Ex-officio Board member(s), which represent the governing body for Las Americas ASPIRA Academy.
- d) **Board Member** – a person holding a title of the AMIGOS DE ASPIRA DE PTO, INC. Executive Board, including but not limited to President, Vice President, Secretary, Social Media Secretary, Treasurer, and or Fundraising Chair, whether the title be individually held or shared with another member of the Executive Board.
- e) **Executive Board** – are the duly elected Board Members of AMIGOS DE ASPIRA DE PTO, INC.
- f) **Member/Membership** – are any person(s) that are a parent, guardian, or other person standing loco parentis or direct relative of a minor child enrolled in and attending Las Americas ASPIRA Academy as well as the Administration, professional and/or supporting Staff members of the Las Americas ASPIRA Academy community.
- g) **Officer** – a Member of the AMIGOS DE ASPIRA DE PTO, INC. having been duly nominated, elected, and affirmed to organize and execute the day-to-day business operations of AMIGOS DE ASPIRA DE PTO, INC. on behalf of the broader Membership.
- h) **Parent Teacher Organization** (abbreviated as PTO) – are the Membership, Administration, professional and/or supporting Staff members of the Las Americas ASPIRA Academy who meet, organize, and collaborate to advance the objectives of AMIGOS DE ASPIRA DE PTO, INC.
- i) **Staff** – the paid full-time and or part-time employees of Las Americas ASPIRA Academy that are not within roles of leadership and or governance of Las Americas ASPIRA Academy’s day-to-day operations.
- j) **Voting Member** - anyone meeting the qualifications as a Member as designated in Article III Section 1 of these Bylaws and who pays a five-dollar (\$5) contribution to the PTO upon registering for the current year membership.
- k) **Early Childhood Development Center** (abbreviated as ECDC) – Is the daycare/Pre-school program offered by Las Americas ASPIRA Academy located on site.

Section 2: Name

The name of the Parent Teacher Organization shall be AMIGOS DE ASPIRA DE PTO, INC. (herein referenced as “the PTO”) and will be located at 326 Ruthar Drive, Newark, DE 19711-8017.

Section 3: Description

The PTO is a non-profit organization that exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Section 4: Purpose

- a) To promote the education and well-being of all children at home, in school, and in the community.
- b) To provide a forum for discussion and foster communication between parents, administrators, educators and the community.
- c) To encourage parental involvement.
- d) To enhance the educational facilities and opportunities for the students of Las Americas ASPIRA Academy including the **Early Childhood Development Center (ECDC)** not otherwise provided for in the school budgets.
- e) To promote volunteer programs and resources for Las Americas ASPIRA Academy.
- f) To sponsor projects and events for the benefit of Las Americas ASPIRA Academy students including the **Early Childhood Development Center (ECDC) students**.
- g) To raise funds as needed to accomplish the above objectives.

ARTICLE II

Policies

Section 1: Affiliations of AMIGOS DE ASPIRA DE PTO, INC.

- a) The PTO is organized exclusively for the 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 "Internal Revenue Code").
- b) The PTO shall be noncommercial, nonsectarian, and nonpartisan.
 - 1. The PTO shall not, either directly or 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 in attempting to influence legislation by propaganda or otherwise.
 - 2. The name of the organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the organization and school.
- c) The PTO shall work with the Board of Directors, Administration and Staff of Las Americas ASPIRA Academy to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy.
 - 1. The PTO recognizes that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.

Section 2: Financial Beneficiaries

- a) No part of the net earnings of the PTO organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private individuals except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE I, Section 4 hereof.
- b) Notwithstanding any other provision of these Articles, the PTO shall not carry on any other activities not permitted to be carried on
 - 1. by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or
 - 2. by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III

Membership

Section 1: Membership will consist of

- a) any parent, guardian, or other person standing loco parentis or direct relative of a minor child enrolled in and attending Las Americas ASPIRA Academy.
- b) Any persons of the licensed Staff, Administration, and or Board of Directors working at Las Americas ASPIRA Academy.

Section 2: Any Member shall have the privilege of making motions and serving on committees.

Section 3: A Voting Member shall be defined as anyone meeting the qualifications as a Member as designated in Section 1 of this Article and who pays a five-dollar (\$5) contribution to the PTO upon registering.

Section 4: The membership year will run from September 1 through August 31 of each calendar year.

Section 5: Membership will be denied or revoked to anyone with a balance due to the PTO.

ARTICLE IV

Officers

Section 1: Executive Board

- a) The Executive Board shall consist of the following Officer titles: President, Vice President, Secretary, Treasurer, Social Media Secretary, and Fundraising Chair.
- b) Officer positions may be shared by no more than two (2) persons per office.

Section 2: Election of Officers

- a) Any PTO Member is eligible to be a Board Member, but they must become a Voting Member upon their election if they are not currently a Voting Member for the current membership year.
- b) Officers for the next school calendar year shall be elected by the June meeting of the PTO, by a majority of the Members present, using a ballot system.
- c) Candidates for any office may be self-nominated or Member-nominated.
 - 1. Candidates nominated by other Members must accept the nomination prior to their name being placed onto the ballot.
- d) Persons may declare their candidacy
 - 1. Prior to the election to be placed on the ballot after speaking with current Board Member
 - 2. In person during the meeting of the PTO prior to voting commencing
- e) A designated person cannot be sent on a candidate's behalf to place them on a ballot or to cast a vote in their name.

Section 3: Term of Office

- a) Officers may serve a term of two (2) consecutive one (1) year terms without re-election unless another candidate for the position presents themselves for a position currently occupied by two (2) Officers, in which case an election would be held to determine the new Officers.
- b) A person shall not be eligible to serve more than two (2) consecutive terms in the same office unless there are no other candidates for that position.
- c) Outgoing Officers will end their duties and new Officers shall assume their duties at the close of the summer meeting of the Executive Board
 - 1. Date of said meeting is subject to change yearly at the mutually agreed upon date and time of the incoming and outgoing Executive Board.
- d) In the event that any Officer cannot fulfill his/her duties and wishes to step down, the decision as to whether or not he/she shall be replaced will be decided by majority vote at the discretion of the Executive Board.

Section 4: Qualifications

- a) Any PTO Member in good standing as defined by Article III Section 1 may be elected an Officer of the PTO as long as they currently are or will become a Voting Member upon certification of their election.
- b) Nominees for any position shall not violate any terms as set in Section 3 of this Article.

**ARTICLE V
Duties**

Section 1: Executive Board - General

- a) Develop the PTO's annual budget
- b) Establish and oversee committees to conduct the work of the PTO
- c) Establish fundraising programs
- d) Approve, by majority vote of the Board, unbudgeted expenditures of no more than \$200.00
- e) Create and dissolve standing committees and appoint said committee chairpersons
- f) Under the direction of the Treasurer(s), prepare the annual budget for the PTO and present it for approval at the first general meeting of the PTO Membership for the membership and academic school year
- g) Executive Board Meetings shall be held at the discretion of the President(s), or by a majority of the Executive Board Officers
- h) Five (5) Executive Board Officers shall constitute a quorum for the transaction of business
- i) The Executive Board may transact business in an emergency; however, no action shall be taken in conflict with the general goals, objectives and mission of the PTO
- j) The Executive Board will undertake to approve the plans of work of the standing committees
- k) The power to form special committees and appoint their members rests with the Executive Board
 - 1. special committees shall be created for a specific time and/or task and shall cease to exist when that time or task has been completed
- l) The Executive Board may authorize the payment of other unbudgeted PTO bills, not to exceed a cumulative total of \$1,000 in between PTO general meetings
- m) Ratification of the payment of these bills must occur at the next General meeting and must be recorded in PTO minutes
- n) At the beginning of his/her term of office, each Officer of the Executive Board shall be furnished with a copy of these Bylaws and shall be responsible for making a thorough study of them
 - 1. Copies may be furnished in hard copy or electronic format
- o) A copy of these Bylaws shall be made available to any Member of the PTO upon request
- p) When a recommendation for an item of business or an announcement that has had prior consideration by the Executive Board is brought to a general or Executive Board meeting, it may be referred to a committee and/or the Executive Board for study

Section 2: Executive Board - Officers

- a) President(s)

1. Preside at meetings of the organization and serve as the official representative of the PTO
 2. Coordinate the work of the officers and committees in order that the objectives and mission may be promoted
 3. Develop the PTO's annual budget
 4. Establish and oversee committees to conduct the work of the PTO
 5. Promote the programs and goals of the PTO and school
 6. Establish fundraising programs and goals
 7. Approve, by majority vote of the Executive Board, expenditures over \$200.00.
 8. Act as official liaisons with the Board of Directors and or Administration and or Staff of Las Americas ASPIRA Academy for the coordination of programs, fundraisers, and other activities
 9. Maintain the PTO Membership roster and email distribution including but not limited to resolving disputes of membership validity.
- b) Vice President(s)
1. Oversee the committee system of the PTO
 2. Assist the President
 3. Chair meetings in the absence of the President(s)
 4. Assist with the maintenance of the PTO Membership roster and email distribution including but not limited to resolving disputes of membership validity
- c) Secretary(ries)
1. Record and distribute the minutes of all Executive Board meetings and all General PTO meetings
 2. Prepare agendas for official PTO meetings
 3. Hold historical records for the PTO
 4. Make a copy of the current PTO Bylaws available at each Board and General meeting
 5. Post a copy of the current PTO Bylaws online on the PTO webpage of Las Americas ASPIRA Academy website
- d) Social Media Secretary(ries)
1. Manage communications and promote the business of the PTO including, but not limited to, PTO newsletters, email broadcasts, website, and bulletin boards via social media platforms, including but not limited to Facebook, Twitter, and or Instagram
 2. Monitor activity of all social media platforms to ensure usage and shared content is relevant, appropriate, and consistent with the value and purpose of the PTO
 3. Maintain access based on current active Membership of the PTO for security and privacy & conduct of members
- e) Treasurer(s)
1. Serve as custodian of the PTO's finances
 2. Collect revenue
 3. Pay authorized expenses
 4. Compile and maintain the financial reports of the PTO including but not limited to monthly financial activity, and or year-end financial report(s)
 5. Facilitate annual audit
- f) Fundraising Chair(s)
1. Research, develop, and organize fundraising opportunities for the PTO
 2. Promote the PTO to raise funds for programs developed and approved by the Executive Board and accepted by the Administration.

Section 2: All Officers shall perform the duties outlined above as well as any other duties prescribed in these Bylaws and as may be delegated to him/her.

Section 3: All current Officers shall deliver all official materials at the close of their service to their office to their duly elected successors on or before August 31st.

Section 4: Executive Board Meetings

- a) The Executive Board shall meet monthly during the school year, or at the discretion of the President(s)
- b) Meetings of the Executive Board may be held in person, teleconference, video conference, and or via any other multimedia communication platform.

Section 5: Removal

- a) An officer can be removed from office, by a majority vote of the Executive Board, for the following reasons:
 1. Missing more than two (2) consecutive Board meetings
 2. Failure to perform assigned duties

3. Corruption
 4. Any act that brings dishonor to the PTO organization or negates the objectives of the PTO
- b) Removal shall take place after the Board has met in an effort to discuss the problem and all attempts have been made to remedy the same
 - c) Removal shall be done by a majority vote of the Board.
 - d) No Officer has the right to change any decision that the Executive Board has made via majority vote
 - e) If a Board member intentionally does not follow thru with the decision of the Executive Board, it will result in the removal of that Board Member from their position on the Executive Board with immediate effect.

Section 6: Vacancies

- a) Vacancies shall be made known to the Membership immediately for informational purposes and or the solicitation of the Membership to fill the vacated position
 1. Anyone in the Membership may declare their candidacy for any vacated role up until such docketed time of discussion and or vote during the next general meeting of the PTO Membership
 - i. Should more than one (1) candidate present themselves for any vacated position, a special election will take place at the next general meeting of the PTO Membership from the date of vacancy to determine the new Officer
 - ii. Any and all special elections shall follow the structure and rules of election as defined in Article IV, Section 2 of these Bylaws
 2. Should only one (1) candidate present themselves for any vacated position by the next general meeting of the PTO Membership, their appointment may be certified by majority vote of the Executive Board alone, at the discretion of the Executive Board.

ARTICLE VI Indemnification Clause

The PTO shall indemnify every Board Member, his/her heirs, executors, and or administrators, against all loss, cost and expense, reasonably incurred by him/ her in connection with any action, suit and or proceeding to which he/she may be made a party, by reason of his/her being or having been a Board Member, including reasonable matters wherein he/she shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of negligence, except to the extent such liability, damage or injury is covered by any type of insurance; however, this indemnification shall not cover any acts of gross negligence, willful misconduct or with fraudulent or criminal intent. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Officer or other member of the Executive Board may be entitled.

ARTICLE VII Meetings

Section 1: General PTO Meetings

- a) General meetings of the PTO Membership shall be held to conduct the business of the PTO
 1. Meetings shall be planned to be held monthly during the school year or at the discretion of the Executive Board with specific dates and times shall be determined by consensus of the Board
 2. The general venue for meetings is 326 Ruthar Drive Newark, DE 19711, however meetings may be held in other premises as approved by the Executive Board so long as the venue has space to accommodate the Membership for the academic year.
 3. Meetings may be rescheduled, cancelled, or conducted via a multimedia platform at the discretion of the Executive Board for reasons of inclement weather, unavailable venue, request of the Administration and or Board of Directors, or other such reason that would be deemed reasonable.
 - i. The Executive Board shall make reasonable efforts to reschedule any cancelled meetings of the PTO
 - ii. Should the Executive Board be unsuccessful rescheduling any cancelled meetings of the PTO, they will make all reasonable efforts to communicate the cancellation to the Membership.
- b) Notice of date and time of each general PTO meeting shall be given to the general PTO Membership not less than two (2) weeks prior to said meeting.

Section 2: Voting

- a) Any PTO member in good standing and in attendance at a general PTO meeting is eligible to vote
- b) only 1 vote per household is permitted
- c) absentee or proxy votes are not allowed.

Section 3 – Quorum

- a) Eight (8) members of the PTO Membership present at the meeting and voting constitute quorum for the purpose of voting
- b) If there are not eight (8) members of the PTO Membership in good standing in attendance to constitute the quorum, three (3) Board Members and two (2) Members present at any meeting constitute a quorum for the transaction of business of the organization

ARTICLE VIII Financial Policies

Section 1: Fiscal Year The fiscal year of the PTO starts September 1 and ends August 31 of the following year.

Section 2: Banking

- a) All funds shall be kept in a checking account at a local financial institution in the account name of AMIGOS DE ASPIRA DE PTO, INC.
 - 1. Authorized signatures on PTO checks shall include one (1) Treasurer and one (1) President
 - i. In the case of the President is in need of reimbursement, the check must be signed by one (1) Treasurer and one (1) other Executive Board Officer
 - ii. In the case of a Treasurer needing reimbursement, the check must contain the signature of at least one (1) President and one (1) other Executive Board Officer
- b) The authorizing signatory on any check cannot be the payee/recipient of the check funds
- c) To be reimbursed by the PTO, a reimbursement form, with the receipt and/or invoice stapled to it, must be submitted to one (1) Treasurer of the PTO
 - 1. If the expense is not an item as written in the budget, two (2) Board Members must sign the request form.
- d) There must be a minimum of \$200.00 in the bank account at all times
- e) For any checks that are written to the PTO and are returned for insufficient funds, a letter will be written to the writer of said check(s)
 - 1. The letter will contain:
 - i. a copy of the returned check
 - ii. a request for the original written amount
 - iii. a request for any fees that the bank has charged to the PTO account
 - 2. A returned check fee of \$35.00 **will be levied if balance due is not settled within 30 calendar days of the date of notice.**
 - 3. The check will be returned to the writer upon receipt of cash, money order, or certified check in the full amount due to PTO.
 - 4. **If the account is not brought current within 30 calendar days of the date of notice additional penalties may be levied by Las Americas ASPIRA Academy as outlined in their Parent Agreement referring to negative accounts.**
 - 5. **If a member has more than 3 returned checks within a school year, they will be banned from writing future checks to the PTO.**
- f) A budget will be determined by the President(s) and Treasurer(s) prior to the first general meeting of the PTO Membership each school year
 - 1. The budget will be discussed at that first general meeting and must be approved at the second general meeting
 - 2. All expenditures within the realm of the approved budget are authorized expenditures

Section 3: Reporting

- a) All financial activity shall be recorded in a manual (by-hand) or a computer-based accounting system
 - 1. A secondary, back-up copy shall be kept for any computer-based accounting program used
- b) The Treasurer(s) shall reconcile the account(s) monthly and report all financial activity monthly to the Membership at each general meeting, but at a minimum to the Executive Board should there be just cause to cancel the monthly general meeting of the Membership.
- c) All PTO financial and other pertinent records must be turned over to the incoming Treasurer(s) within ten (10) business days from the summer meeting date of the Executive Board.
- d) The incoming and outgoing President(s) and Treasurer(s) must make themselves available to sign and record the transfer of bank accounts.
- e) Financial records shall include but not be limited to:
 - 1. Bank account records
 - 2. Outstanding debt records
 - 3. History of all transactions, receipts, and tax information
- f) Other pertinent records shall include but not be limited to:
 - 1. Date of contracted events
 - 2. Frequent contacts
 - 3. Willing volunteers' information
 - 4. Sample forms/documents
 - 5. PTO inventory

Section 4: Ending Balance The organization shall leave a minimum of \$200 in the treasury at the end of each fiscal year.

Section 5: Audits

- a) A financial review committee shall review the PTO financial records annually before they are turned over to the new Executive Board
 - 1. The committee should consist of at least one (1) out-going, or current, Board Member and one (1) incoming Board Member, along with at least one (1) other current Voting Member of good standing
 - 2. The committee will be appointed by one (1) President and approved by the Executive Board by majority vote
 - 3. This review committee may not include either the outgoing or incoming Treasurer(s)
 - 4. This review committee will match every financial request with every receipt
- b) The review committee's report will be submitted to the Executive Board at their first meeting of the fiscal year

Section 6: Contracts

- a) Potential contracts shall be reviewed by the Executive Board and approved by majority vote
- b) Contract-signing authority is limited to the President(s) or the President(s)' designee.

**ARTICLE IX
Amendments to Bylaws**

Section 1: Proposition

- a) Any Amendment(s) to these Bylaws may be proposed by any PTO Member.
- b) Any amendment(s) presented at a PTO meeting shall be considered for voting at the next general meeting of the Membership

Section 2: Voting A majority vote by Executive Board Officers and all Voting Members present and voting, is required to adopt an amendment to these Bylaws

**ARTICLE X
Dissolution**

Section 1: Distribution of Funds

- a) Upon confirmation of a vote of dissolution of this organization, the Executive Board shall ensure all debts and obligations of the PTO to be paid or adequately provided
- b) Funds remaining excess of outstanding debts are to be utilized in such a manner to directly benefit the students and or families of Las Americas ASPIRA Academy in an educational and or entertainment manner that meets and or encompasses the spirit of the purposes of this organization as defined in Article I Section 4 of these Bylaws
- c) Any funds or assets that should remain after an exhaustion of Section 1(a) and Section 1(b) of this Article
 - 1. shall be distributed to one or more 501(c)(3) organizations, as defined by the Internal Revenue Service Code or corresponding section of any future federal tax code, as selected and approved by the Executive Board by majority vote, that will benefit the Hispanic community and meets and or encompasses the spirit of the purposes of this organization as defined in Article I Section 4 of these Bylaws
 - 2. shall be distributed to the federal government, or to a state or local government, for a public purpose if
 - i. no 501(c)(3) organizations, as defined by the Internal Revenue Service Code or corresponding section of any future federal tax code, be identified by the Executive Board,
 - ii. no 501(c)(3) organizations, as defined by the Internal Revenue Service Code or corresponding section of any future federal tax code, should be selected and approved by the Executive Board by majority vote

**ARTICLE XI
Bylaw Review**

Section 1: Frequency

- a) The Bylaws of the AMIGOS DE ASPIRA DE PTO, INC. shall be reviewed at minimum once every two (2) years.
- b) A majority vote by Executive Board Officers and all Voting Members present shall constitute their acceptance.

These Bylaws, as originally adopted and prescribed on July 14, 2011, amended and restated May 11, 2017, are herein amended and further adopted on this 14th day of March of 2018.