



IMMANUEL  
LUTHERAN SCHOOL  

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ALEXANDRIA, VIRGINIA

Immanuel Lutheran School Parent-Teacher League

Bylaws

**Article I – Organization Name**

The name of the organization shall be the Immanuel Lutheran School Parent-Teacher League (PTL). The PTL is located at Immanuel Lutheran School, 1801 Russell Rd., Alexandria, VA 22301.

**Article II – Purpose**

The PTL is organized for the purpose of supporting the education of children at Immanuel Lutheran School through volunteer parental involvement and financial support and by fostering relationships among the school teachers, administrators, staff, school board, and parents. The PTL shall not seek to control the policies of the School or interfere with the School's disciplinary policies and curriculum. Individual cases of misunderstanding and differences of opinion between parents and teachers are not to be discussed in a meeting of the PTL. In keeping with its purpose, the PTL shall be educational and devoted to child welfare interests, and will not engage in any activities that are against Immanuel Lutheran School's policies or procedures.

**Article III – Membership**

**Section 1.** Every parent or guardian of a child enrolled at Immanuel Lutheran School may be a member of the PTL and shall have the right to vote on any issue that is put to a vote. The Immanuel Lutheran School headmaster and any staff member employed at the school, as well as the Pastor of Immanuel-Evangelical Lutheran Church and any Communicant members may be members of the PTL and shall have voting rights.

**Section 2.** Dues, if any, will be established and administered by the PTL Executive Board.

**Article IV – Executive Board Officers and Elections**

**Section 1. Officers.** There shall be a PTL Executive Board, consisting of the following officers:

- a. **President.** The president shall preside over meetings of the PTL and the Executive Board, serve as the primary contact for the head master and the school board, represent the PTL at meetings outside of the organization, coordinate the work of all the officers and committees so that the purpose of the organization is served.
- b. **Vice President.** The vice president shall assist the president and carry out the president's duties in his or her absence or inability to serve.
- c. **Secretary.** The secretary shall keep records of the organization, take and record minutes, and provide for the retention of all official and historical records of the PTL.
- d. **Treasurer.** The treasurer shall receive and deposit all funds of the organization, keep accurate records of receipts and expenditures, and pay out funds in accordance with the approval of the Executive Board. He/she will present a financial statement at every meeting and upon request of the Executive Board. The treasurer will, in conjunction with the Executive Board, develop an annual operating budget and will prepare a year-end financial report.

The Executive Board may transact all necessary business pertinent to this PTL between business meetings and such other business as may be referred to it by the PTL. It may review the work of the committee chairmen, and present a summarization report at each meeting. The Executive Board shall have authority to make decisions which cannot wait until the next business meeting. These decisions shall be presented to the assembly.

**Section 2. Other Executive Board Members.** In addition to the officers named in Section 1 of this article, the Pastor of Immanuel Evangelical-Lutheran Church (or his designee) and the Immanuel Lutheran School headmaster (or his/her designee) shall serve as members of the PTL Executive Board.

**Section 3. Nominations and Elections of Officers.**

Election of officers will be held at the last PTL meeting of the school year. A nominating committee consisting of one school staff member, and one Executive Board member, and one PTL member may name at least one candidate for each office and present the slate of candidates prior to the election. Nominations from the floor may also be made at the election meeting. Voting may be by voice vote if a slate is presented, and by ballot vote if more than one person is running for an office. The nominating committee shall count and report the results of the election.

**Section 3. Eligibility for Office.** PTL members are eligible for office if they are members in good standing and will have a child enrolled at Immanuel Lutheran School during the school year for which they seek the PTL office.

**Section 4. Terms of Office.** PTL officers are elected for one-year terms and may serve no more than two consecutive terms in the same office. Each person elected shall hold only one PTL office at a time.

**Section 5. Vacancies.** If there is a vacancy in the office of president, the vice president will become president. In the event of a vacancy for any other PTL officer position, the president shall appoint a PTL member to fill the vacancy for the remainder of the officer's term.

**Section 6. Removal from Office.** An officer can be removed from office for failure to fulfill his/her duties upon a two-thirds vote of those present (assuming a quorum) at a regular PTL meeting where previous notice has been given. An officer shall be considered to have resigned if he/she no longer has at least one child enrolled at Immanuel Lutheran School.

#### Article V – Meetings

**Section 1. General PTL Meetings.** General PTL meetings shall be held to conduct the business of the PTL. In keeping with the purpose of the PTL, topics under the jurisdiction of the Board of Education or the school administration will not be on the PTL agenda. General meetings shall be held during the school year, scheduled at the discretion of the Executive Board, and with notification provided to all families with children enrolled at Immanuel. At least four regular meetings shall be held.

**Section 2. Quorum.** Ten members of the PTL present and voting shall constitute a quorum for the purpose of voting.

**Section 3. Voting.** Each member in attendance at a PTL meeting is eligible to vote; one vote per household. Absentee or proxy votes are not permissible. All matters, except for dissolution of the PTL, shall be decided by a simple majority vote, when a quorum is present. A vote to dissolve the PTL shall require a two-thirds majority vote at any meeting for which at least two weeks' notice has been provided to the PTL membership.

#### Article VI – Committees

Committees may be established by the Executive Board as needed in order to transact business between meetings and to plan and implement special events and activities. Committees shall provide reports and updates to the Executive Board upon request and may be asked provide updates to the PTL membership at a scheduled general PTL meeting.

#### Article VII – Financial Policies

**Section 1. Fiscal Year.** The Fiscal Year of the PTL begins July 1 and ends June 30 of the following calendar year, in coordination with the school year and the fiscal year of Immanuel-Evangelical Lutheran Church. A tentative budget shall be drafted by the Executive Board for each fiscal year and presented for review, consideration, and comment at the first PTL meeting.

**Section 2. Authorities.** The Executive Board shall approve expenses of the organization. Any expenditure of the PTL in excess of \$100 must be approved by a majority of the Executive Board. The PTL president and treasurer shall have authority to sign checks. Any check in excess of \$1,000 shall require two authorized signatures. Contract signing authority in the name of the PTL is limited to the PTL president or his/her specified designee.

**Section 3. Recording and Reporting.** The treasurer shall keep accurate and timely records – in a manual or computer-based accounting system – of any income, disbursements, and bank account information. The treasurer shall reconcile the account(s) monthly) and provide a monthly financial report at each PTL meeting. In the event that a PTL meeting is not convened during a given month, the treasurer shall provide the monthly financial report in writing to the Executive Board. The treasurer shall prepare and present a year-end financial report for the first PTL meeting of the year.

**Section 4. Dissolution.** In the event of dissolution of the PTL, all records, property and funds of the PTL shall be turned over to the Board of Education of Immanuel Evangelical-Lutheran Church to be held in trust or used as it deems necessary.

#### Article VIII – Standing Rules and Policies

Standing rules and policies guiding the conduct of the PTL’s day-to-day business may be approved by the Executive Board. The PTL secretary shall record and maintain files of all standing rules and policies for reference by the Executive Board and the PTL membership.

## Article IX – Conflicts of Interest

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it contemplates entering into a transaction or arrangement that might benefit the private interest of a member of the organization. Although these Bylaws shall govern the day-to-day operations of the PTL, the PTL remains legally and financially a part of Immanuel Evangelical Lutheran Church. This policy is intended to supplement but not replace any state or federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

### **Section 2. Definitions.**

**a. Interested Person.** Any director, principal officer, or member of a committee with Executive Board-delegated powers 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 respective Executive 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 directors and members of committees with Executive Board-delegated powers 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 Executive

Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee 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 Executive Board or committee 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. The chairperson of the Executive Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Executive Board or committee 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 Executive Board or committee 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 Executive Board or committee 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 Executive Board or committee 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 Executive Board and all committees with board delegated powers 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 Executive Board's or committee'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. Compensation.**

a. A voting member of the Executive Board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the Executive Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Section 6. Annual Statements.** Each director, principal officer, and member of a committee with

Executive Board-delegated powers 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.

**Section 7. Periodic Reviews.** To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or

payments for goods and services, further charitable purposes, and do not result in impermissible private benefit or an excess benefit transaction.

**Section 8. Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring that periodic reviews are conducted.

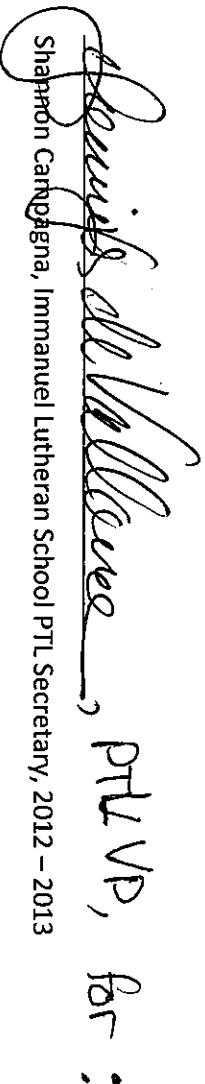
#### Article X – Amendments

These bylaws may be amended by majority vote of a quorum at any regular or special meeting of the PTL, if notification is given at the previous PTL general meeting as well as in writing to all members of the organization and providing the proposed amendments have been submitted in writing at the same time as notification.

These bylaws were adopted on December 4, 2012.



Whitney Work, Immanuel Lutheran School PTL President, 2012 – 2013

 , PTL VP, for ;

Shannon Campagna, Immanuel Lutheran School PTL Secretary, 2012 – 2013