

AMENDED BYLAWS of Bridgewater Middle School PTSO

Effective August 26, 2025

ARTICLE I – NAME, DESCRIPTION & PURPOSE

Section 1 – Name

The name of the organization shall be *Bridgewater Middle School Parent Teacher Student Organization* (PTSO). The PTSO is located at 5600 Tiny Road, Winter Garden, Florida 34787.

Section 2 – Description

The PTSO is a nonprofit, volunteer-driven organization that exists for charitable, educational, and scientific purposes, including making distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code. The PTSO operates in accordance with Florida law governing nonprofit associations and parent-teacher organizations.

Section 3 – Purpose

The mission of the PTSO is to promote a high-quality educational experience in the pursuit of academic excellence for all students. The PTSO will foster a positive, enriched learning environment by:

1. Sponsoring activities and programs that promote academic achievement, personal development, and enrichment opportunities for students.
2. Facilitating open communication, collaboration, and partnerships among administration, teachers, students, and parents.
3. Coordinating parent, student, and community volunteers to support school programs, events, and initiatives.
4. Supporting teacher and staff professional development, classroom resources, and other educational needs through fundraising and advocacy.
5. Advocating for school policies and initiatives that enhance student learning, well-being, and safety.
6. Promoting inclusivity, equity, and active engagement across the entire school community.

7. Conducting fundraising and resource development activities to support the mission and programs of the PTSO, in compliance with applicable laws and ethical standards.

8. Serving as a liaison between the school community and local organizations, businesses, and government agencies to promote student and family engagement.

Section 4 – Non-Discrimination

The PTSO shall not discriminate on the basis of race, color, religion, sex, national origin, age, disability, or any other characteristic protected by law in any of its activities or operations.

Section 5 – Fiscal Year

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

ARTICLE II – MEMBERSHIP

Section 1 – Eligibility

Membership is open to all Bridgewater Middle School parents, guardians, students, teachers, staff members, and adults standing *in loco parentis* for a student at the school.

Section 2 – Rights

All members in good standing shall have the right to vote, hold office, and participate in activities of the PTSO. To be eligible to vote in any PTSO election or decision, a member must have been enrolled as a member for no fewer than thirty (30) calendar days prior to the vote. Proxy or absentee voting is not permitted.

ARTICLE III – OFFICERS

Section 1 – Executive Board

The Executive Board shall consist of the following officers:

- President
- Vice President
- Secretary
- Treasurer
- Director of Sponsorships
- Director of Communications
- Community Liaison
- Director of Volunteers

The positions of **President, Vice President, Secretary, Treasurer, and Director of Communications** are required to be filled at all times.

Section 2 – Term of Office

The term of office for all officers is one (1) year, beginning immediately upon election and ending upon election of successors. A transition period of up to thirty (30) days shall be provided to ensure continuity. Nothing shall prohibit an officer from serving consecutive terms, unless prohibited by the Bylaws.

Section 3 – Qualifications

Any member in good standing may serve as an officer subject to the 30 day membership requirement.

Section 4 – Officer Responsibilities and Expectations

(a) Acknowledgment of Responsibilities: By accepting a position as an officer of the Bridgewater Middle School PTSO, each officer acknowledges that their role carries responsibilities beyond the title. Officers are expected to actively participate in Executive Board meetings, school-related activities, PTSO events, and other initiatives that support the mission of the organization.

(b) Active Participation: Officers shall:

1. Attend and contribute to all scheduled Executive Board meetings and PTSO events.
2. Actively support and engage with school activities, programs, and initiatives, demonstrating leadership and community involvement.
3. Serve as ambassadors of the PTSO, promoting collaboration, volunteerism, and school-community engagement.

(c) Event Attendance Requirement: To ensure adequate participation and engagement, officers are required to attend **no less than 50% of the PTSO events held during the school year**. Officers are strongly encouraged to attend additional school events and activities, serving as visible role models of community involvement. “PTSO events” includes, but is not limited to fundraisers, school-wide programs, and official meetings. PTSO Events shall not include school organized events which do NOT require PTSO participation, for example Theatre performances, school concerts, school awards ceremonies, amongst others.

(d) Failure to Meet Expectations: Officers who fail to meet the 50% attendance requirement, or otherwise fail to fulfill their duties and responsibilities, may be subject to **removal for cause** under the procedures outlined in the bylaws for officer removal.

(e) Documentation and Reporting: Officer participation and attendance shall be tracked by the Executive Board. Any action regarding dismissal for failure to meet these responsibilities shall be documented in the meeting minutes and reported to the membership.

Section 5 – Duties

(a) The Duties of the Executive Board shall include:

- Establish and approve the annual budget.
- Oversee committees and organizational programs.
- Approve unbudgeted expenditures not exceeding \$1,000.
- Ensure the PTSO remains compliant with these bylaws and applicable nonprofit laws.
- Serve as advocates for the mission of the PTSO within the school and community.
- Any other duties as may be necessary to the effective operation and administration of the organization consistent with the organization's Articles of Incorporation.

(b) The Duties of the President shall include:

- Provides overall leadership and direction for the PTSO.
- Presides over all General Membership and Executive Board meetings.
- Serves as the primary representative of the PTSO to school administration, faculty, and community partners.
- Oversees all organizational activities, initiatives, and committees.
- Ensures the organization operates in alignment with its mission, bylaws, and financial policies.
- Coordinates with officers to ensure responsibilities are fulfilled.
- Maintains all official records of the PTSO.
- Fills vacancies on the Executive Board by executive action.
- Serves as an authorized signatory on financial accounts.
- Contributes agenda items for both general and executive meetings.
- Assist in preparation of fiscal year budget for approval.

(c) The Duties of the Vice President shall include:

- Assists the President in the performance of their duties.
- Presides over meetings in the President's absence.
- Provides support and guidance to committee chairs and volunteers.
- Helps coordinate PTSO events and programs.
- Oversees special projects as assigned by the President or Executive Board.
- Serves as an authorized signatory on financial accounts when required.
- Any other duties assigned to the officer from time to time at the discretion of the President which are consistent with the position to ensure the effective operations of the organization.

(d) The duties of the Secretary shall include

- Records and distributes accurate minutes of all meetings.
- Maintains official organizational records, including bylaws, policies, and past minutes.
- Handles official correspondence, including notices of meetings, elections, and amendments.
- Maintains a roster of members and officers.
- Assists with public relations and documentation of PTSO activities.
- Ensures historical records are preserved and accessible for future leadership.
- Any other duties assigned to the officer from time to time at the discretion of the President which are consistent with the position to ensure the effective operations of the organization.

(e) The duties of the Treasurer shall include:

- Acts as the custodian of all financial matters of the PTSO.
- Receives, deposits, and disburses funds in accordance with approved policies.
- Maintains accurate financial records in compliance with GAAP.
- Prepares and presents monthly financial reports to the Executive Board and General Membership.
- Prepares the annual budget with input from the Executive Board.
- Coordinates the annual financial review or audit.
- Ensures proper financial controls, including dual authorization of disbursements.
- Maintains supporting documentation for all financial transactions.
- Serves as an authorized signatory on financial accounts.
- Any other duties assigned to the officer from time to time at the discretion of the President which are consistent with the position to ensure the effective operations of the organization.

(f) The duties of the Director of Sponsorships shall include:

- Leads fundraising and sponsorship efforts.
- Develops strategies to secure sponsorships, partnerships, and business contributions.
- Manages relationships with donors and sponsors.
- Ensures sponsor recognition and fulfillment of agreements.
- Collaborates with the Treasurer to ensure income is properly recorded and reported.
- Any other duties assigned to the officer from time to time at the discretion of the President which are consistent with the position to ensure the effective operations of the organization.

(g) The duties of the Director of Communications shall include:

- Develops communication strategies to engage parents, staff, and the community.
- Manages newsletters, email campaigns, social media, and the PTSO website.
- Ensures consistent branding and messaging across all communication channels.
- Publicizes PTSO events, activities, and opportunities for involvement.
- Ensures members are informed of PTSO decisions and activities.
- Any other duties assigned to the officer from time to time at the discretion of the President which are consistent with the position to ensure the effective operations of the organization.

(h) The duties of the Community Liaison shall include:

- Serves as a point of contact between the PTSO and local organizations, businesses, and civic groups.
- Promotes collaborative efforts that support school initiatives and student programs.
- Represents the PTSO at community meetings or events when appropriate.
- Helps identify and secure community resources for school needs.
- Any other duties assigned to the officer from time to time at the discretion of the President which are consistent with the position to ensure the effective operations of the organization.

(i) The duties of the Director of Volunteers shall include:

- Recruits, trains, and schedules volunteers for PTSO and school activities.
- Maintains a database of volunteers and their areas of interest.
- Communicates opportunities for involvement to parents and guardians.
- Recognizes and appreciates volunteer contributions.
- Works with officers and committee chairs to ensure adequate volunteer support for events.
- Any other duties assigned to the officer from time to time at the discretion of the President which are consistent with the position to ensure the effective operations of the organization.

Section 6 – Removal of Officers

(a) **Removal by President:** The President may remove any officer of the Executive Board for cause which “cause” shall include but not be limited to neglect of duties, misconduct, financial impropriety, or actions contrary to the mission of the PTSO. Such removal shall be documented in the Executive Board meeting minutes and communicated in writing to the officer.

(b) Removal by Executive Board: Any officer may be removed from office by a **majority vote of the Executive Board** for failure to fulfill their duties, obligations, and responsibilities as defined in these Bylaws or in the officer's position description.

(1) . **Notice:** The officer proposed for removal shall receive written notice of the proposed action at least **seven (7) days** prior to the meeting at which the vote will take place. The notice shall include the reasons for the proposed removal.

(2) **Opportunity to Respond:** The officer shall have the opportunity to address the Executive Board in person or in writing prior to the vote. The officer may present evidence or statements in defense of their actions or performance.

(3) **Vote and Effective Date:** Removal shall be effective immediately upon passage of the majority vote of the Executive Board, unless the Board determines a delayed effective date to ensure continuity of operations.

(d) Filling Vacancies: Any vacancy created by removal shall be filled in accordance with the succession procedures set forth in these Bylaws.

(e) Documentation: All removal actions, including the vote count, rationale, and any response from the officer, shall be documented in the Executive Board meeting minutes and reported to the membership at the next regular meeting for informational purposes only.

Section 7 – Vacancies, Succession Procedure, Automatic Succession

(a) In the event of a vacancy, the President shall appoint a qualified member to serve the remainder of the term by executive action. If the vacancy is one of the five required positions defined above, then the President shall appoint a qualified member within seven (7) days of the creation of the vacancy. Further, if the vacancy is created during the nominating time frame and within forty-five (45) days prior to the expiration of the remainder of the officer's term, then the President shall fill the vacancy by selecting from the pool of nominees for that office. **If such a nominee accepts the appointment, then that nominee shall also serve the upcoming term for the next fiscal year.**

(b) In the event of a vacancy in the office of President, the Vice President shall automatically assume the office of President for the remainder of the unexpired term, without any further action or vote of the Executive Board. The Executive Board shall, as soon as practicable, update all records to reflect this succession.

(c) Temporary Vacancies: If an officer is temporarily unable to perform their duties (e.g., due to illness or leave of absence), the President may assign the officer's duties to another qualified member for the duration of the absence. Temporary assignments do not confer the title or term of office.

(d) Multiple Vacancies: In the event that multiple officer positions become vacant simultaneously, the Executive Board shall convene as soon as practicable to fill the vacancies according to the procedures outlined above. If both the President and Vice President positions are vacant simultaneously, the Executive Board shall elect one of its members to serve as Acting President until a Vice President can assume the President role, ensuring continuity of leadership.

(e) Documentation: All automatic successions, appointments, and temporary assignments shall be documented in the minutes of the Executive Board meeting and reported to the membership at the next regular meeting.

ARTICLE IV – MEETINGS & VOTING

Section 1 – General Meetings

General PTSO meetings shall be held at least quarterly during the school year or as determined by the Executive Board.

Section 2 – Member Voting

General members in good standing who have met the 30-day membership requirement may vote on:

- Election of officers, subject to the vacancy provisions,
- Amendments to these bylaws if such an amendment is proposed by a member subject to the provisions herein, and
- Any other matters specifically referred to the membership by the Executive Board.

Section 3 – Executive Board Jurisdiction

The Executive Board shall have authority to:

- Conduct the day-to-day business and operations of the PTSO,
- Approve unbudgeted expenditures up to \$1,000 (in the individual rather than collective sense),
- Authorize contracts and agreements,
- Appoint committees and oversee their work,
- Manage fundraising activities and programs,
- Fill vacancies by executive action, and
- Enforce policies and procedures consistent with these bylaws, and
- All other authority conferred to the Board under the Articles of Incorporation and consistent with Chapter 617 of the Florida Statutes.

Section 4 – Quorum

(a) A quorum for member votes shall consist of not less than thirty percent (30%) of the

total membership, or thirty-five (35) members in good standing, whichever is less, present at a duly called meeting. If a quorum is not present, the Executive Board shall be entitled to vote on and approve the matter consistent with its own voting requirements under these Bylaws, provided such action does not exceed the authority reserved to the membership by these Bylaws or the Articles of Incorporation.

(b) A quorum for Executive Board votes shall consist of a majority of board members.

Section 5 – Voting; Majority

Unless otherwise specified in these Bylaws, all actions of the Executive Board and the membership shall be decided by a **majority vote**. A majority vote is defined as more than **50% of the votes cast by members entitled to vote on the matter**, provided a quorum is present. Notwithstanding the foregoing, any amendment to the Bylaws presented by a Member shall require approval by a **two-thirds (2/3) vote** of the members present and voting, provided a quorum is present. Further, adoption of the annual budget shall require that not less than one-third (1/3) of votes cast be for the budget; equivalently, for a budget to be disapproved at least a **two-thirds (2/3) negative vote** is required. This supermajority voting requirement shall not apply to ByLaw Amendments proposed by the Executive Board pursuant to the authority vested in it by the Articles of Incorporation whereby such voting shall be based on majority vote of the board. This supermajority requirement is established to ensure that significant organizational decisions are made with broad consensus and to discourage personal vendettas or partisan opposition from controlling outcomes.

Section 6 – Tie Votes

In the event of a tie vote on any motion presented to the Executive Board, the President shall be entitled to cast a deciding vote to break the tie. The President's tie-breaking vote shall be recorded in the minutes of the meeting.

ARTICLE V – FINANCIAL POLICIES

Section 1 – Fiscal Year

The fiscal year shall begin July 1 and end June 30.

Section 2 – Banking

- All funds shall be maintained in an account in the name of Bridgewater Middle School PTSO at a local financial institution.
- At least two authorized signatures shall be required on all checks and withdrawals.
- Debit cards, if issued, shall be limited to the President and Treasurer.

Section 3 – Financial Controls (GAAP Compliance)

The PTSO shall follow generally accepted accounting practices for nonprofit organizations,

including cash-basis accounting as appropriate for an organization of this size. These practices shall include but not be limited to:

1. **Dual Authorization** – All disbursements over \$200 must be approved by two officers.
2. **Segregation of Duties** – No individual may both approve and disburse funds. The Treasurer shall not countersign their own disbursement.
3. **Monthly Reporting** – Treasurer shall present monthly financial statements to the Executive Board, including income, expenses, and reconciled balances.
4. **Budgetary Control** – Expenditures must align with the approved budget. Any deviations exceeding \$1,000 require Executive Board approval.
5. **Recordkeeping** – All receipts, invoices, and bank statements shall be retained for seven (7) years.
6. **Annual Audit** – An annual financial review or audit shall be conducted by an audit committee or independent reviewer appointed by the Executive Board.

Section 4 – Ending Balance

The PTSO shall maintain a minimum year-end balance of \$5,000.

Section 5 – Contracts

Only the Executive Board may authorize and execute contracts on behalf of the PTSO.

Section 6 - Funding Commitments

With the exception of binding contractual liability expenses necessary for the operation of the PTSO, The Executive Board shall not commit funds for the following fiscal year, except for necessary binding contractual obligations, without the express written approval of the incoming Executive Board. For example, teacher grants not dispersed during the fiscal year will not be a binding commitment for the incoming executive board, and the Executive Board will explicitly inform grant recipients or other donees that no entitlement to the grant or donation exists in the following fiscal year.

ARTICLE VI – AMENDMENTS

Section 1 – Proposal of Amendments

Any member of the PTSO may propose an amendment to these bylaws. All proposed amendments must be submitted in writing and delivered to the official PTSO mailbox located at Bridgewater Middle School.

Section 2 – Notice of Proposed Amendments

Proposed amendments will be presented to the membership at the next general meeting. Presentation at the general meeting shall serve as official notice to all members that a vote on the proposed amendment will take place at a subsequent general meeting.

Section 3 – Adoption of Amendments

An amendment shall be considered adopted upon a two-thirds ($\frac{2}{3}$) vote of the members present at the designated general meeting. Proxy or absentee voting is not permitted.

Section 4 - Consistency with Articles of Incorporation

(a) The provisions above are providing members in good standing with an opportunity to participate in the governance of the organization. However, nothing contained in these provisions shall vitiate the powers granted to the Executive Board by the Articles of Incorporation. Consequently, and for clarification, proposals to amend or alter the organizational bylaws can be offered by both the board and general membership and approved or disapproved consistent with the procedures and voting requirements at either the board or member level as the case may be.

(b) Sections 1, 2, and 3 of this Article, shall not apply to ByLaw amendments at the Executive Board level, as all rights regarding the ByLaws are specifically reserved to the Board by the Articles of Incorporation.

(c) Member-initiated amendments require a $\frac{2}{3}$ member vote, while Board-initiated amendments require a majority Board vote, both consistent with the Articles of Incorporation.

ARTICLE VII – DISSOLUTION

Upon dissolution of the PTSO, remaining funds shall be donated to Bridgewater Middle School.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

The most current edition of Robert's Rules of Order shall govern all meetings, provided they do not conflict with these bylaws.

ARTICLE IX – ELECTIONS

Section 1 – Election Schedule

Officers shall be elected annually at the final general meeting of the fiscal year (prior to June 30). Elected officers shall assume their duties immediately and serve a term of one year. The period of time from election to the start of the next fiscal year shall be a transition period.

Section 2 – Nominations

- A Nominating Committee of at least three members shall be appointed by the Executive Board no later than March 31.
- The committee shall solicit nominations from the membership through written notice and communications at least 30 days prior to the election meeting.

- Nominations may also be made from the floor at the election meeting, provided the nominee is present or has provided written consent and such nominee meets the 30-day membership requirement to be eligible to run..

Section 3 – Eligibility

Any member in good standing who has met the 30-day membership requirement prior to the election is eligible to run for office. Notwithstanding the foregoing, any officer removed from the Executive Board for cause or having resigned within the two (2) years of the next election date shall be prohibited from being nominated or serving on the Executive Board during this time. However, such individuals may serve as Committee chairs.

Section 4 – Voting Procedure

- Elections shall be conducted by secret ballot unless the position is uncontested, in which case a voice vote may be held.
- A simple majority of votes cast is required to elect an officer.
- In the event of a tie, the vote shall be retaken. If the tie persists, the President shall cast the deciding vote.

Section 5 – Installation & Transition

Following the election, outgoing officers shall provide a transition period of up to 30 days, during which they transfer records, files, and responsibilities to their successors.

Section 6 - Officers Required to be Elected

The nominating committee must nominate members for the five required executive board officer positions, subject to the vacancy exception. The nominating committee at its option can nominate members for the remaining board positions at the direction of the Executive Board. If the Executive board decides to reserve nomination of the remaining non-essential board positions, then such positions can be filled in accordance with these bylaws in the new fiscal year subject to the vacancy provisions.

ARTICLE X – CONFLICT OF INTEREST POLICY

Section 1 – Purpose

The purpose of this Conflict of Interest Policy is to protect the integrity of the Bridgewater Middle School PTSO, its members, and its decision-making processes. This policy is intended to ensure that all decisions are made in the best interest of the PTSO and the school community, free from improper influence.

Section 2 – Definition of Conflict of Interest

A conflict of interest arises when a member of the PTSO Executive Board, a committee member, or any other individual in a decision-making role has a personal, familial, professional, or

financial interest that could interfere with the individual's ability to act in the best interest of the PTSO. Conflicts may include, but are not limited to:

1. **Financial Interests:** Direct or indirect financial gain or loss, including employment, investments, or business relationships with the PTSO, its vendors, or partners.
2. **Professional or Organizational Affiliations:** Roles or responsibilities in other organizations that compete with, or have interests adverse to, the PTSO.
3. **Other Interests:** Any situation where an individual's judgment or decision-making may be compromised due to personal bias, favoritism, or perceived obligation.
4. **Spouses / Close Friends:** The mere fact that spouses or partners serve together does not automatically constitute a conflict of interest, provided full disclosure is made and recusal occurs where appropriate. This exemption is intended to place spouses or partners on equal footing with close friends who may also serve together on the Executive Board. While personal relationships of any kind could theoretically influence voting, such influence is inherently difficult to prove and therefore should not, by itself, be considered a conflict of interest absent additional evidence of improper conduct.

Section 3 – Duty to Disclose

All individuals in decision-making roles within the PTSO have a duty to disclose any actual, potential, or perceived conflict of interest. Disclosure should be made as soon as the individual becomes aware of the conflict and prior to any discussion or vote on the matter in question.

Section 4 – Procedures

1. **Disclosure:** Any member who believes they have a conflict must disclose it to the Executive Board before participating in discussion or decision-making. Disclosures shall be documented in the meeting minutes.
2. **Recusal:** Individuals with a conflict of interest must recuse themselves from any discussion, deliberation, or vote regarding the matter. They may provide factual information if requested, but may not attempt to influence the decision.
3. **Review:** The Executive Board shall review disclosed conflicts and determine whether additional actions are necessary to mitigate the conflict, including independent evaluation or oversight.

Section 5 – Documentation

All disclosures, recusals, and determinations regarding conflicts of interest shall be documented in the minutes of the meeting or in a written record maintained by the PTSO Secretary.

Section 6 – Enforcement

Failure to disclose a conflict of interest or to comply with this policy may result in removal from

a decision-making role, as determined by the Executive Board, consistent with the bylaws of the PTSO.

Section 7 – Annual Acknowledgment

All members of the Executive Board and other individuals in key decision-making roles shall annually acknowledge in writing that they have read, understand, and agree to comply with this Conflict of Interest Policy.

ARTICLE XI COMPLIANCE

This organization shall operate in compliance with Chapter 617, Florida Statutes, the Internal Revenue Code §501(c)(3), and other applicable federal and state laws.

Adopted on: August 26, 2025