

**BY-LAWS OF
SPRINGDALE PARK ELEMENTARY SCHOOL**

PARENTS AND TEACHERS ORGANIZATION, INC.

(Revised May 2016)

ARTICLE I. PURPOSE

Section 1.1 Purpose. The purposes of The Springdale Park Elementary School (“SPARK”) Parents and Teachers Organization, Inc. (“PTO”) shall be:

- (a) to promote the involvement of all guardians of students attending the Springdale Park Elementary School (“School”) to enrich the student's educational experiences;
- (b) to encourage positive communication and cooperation between guardians, administration, and the community that will support the educational objectives and goals as set forth by the principal, teachers, guardians, state, cluster, and Atlanta Public Schools (“APS”) Board of Education;
- (c) to raise and distribute funds within the School and community for academic support, educational enrichment and community building of the students of the School;
- (d) to promote a safe, fun learning environment for the students of the School; and
- (e) to engage in any lawful activity permitted under the Georgia Nonprofit Corporation Code (O.C.G.A. 14-3-101 et seq.) consistent with these purposes.

ARTICLE II. NONPROFIT STATUS

Section 2.1 Tax Exempt Status. The PTO is a non-profit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code (the Code).

Section 2.2 Maintenance of Nonprofit Status. The PTO shall not be operated for pecuniary gain or profit. No part of the property or the net earnings of the PTO shall inure to the benefit of, or be distributable to, any of its Members or other private persons, except that the PTO is authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein. The PTO shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of its exemption from federal laws by any corporation exempt from federal income tax under Section 501(c)(3) or Section 170(c)(2) of the Code.

Section 2.3 Payment of Liabilities and Distribution of Assets upon Dissolution. The dissolution of the PTO may be authorized by a resolution to dissolve adopted by three-fourths of the Officers of the Board of Directors at a special meeting of the Board of Directors held for such purpose. Upon dissolution, the Board of Directors shall, after paying the liabilities of the PTO, distribute all of the remaining assets of the PTO to any other 501(c)(3) organization operating for the same purposes for which the PTO was organized and operated. Such exempt organization shall be selected by the vote of three-fourths of the Officers of the Board of Directors. In the event that, upon dissolution of the PTO, the Officers of the Board of Directors

shall fail to act in a manner herein provided within 60 days, the Principal of Springdale Park Elementary shall make such distributions to a qualified 501(c)(3) organization to be used exclusively for the benefit of Springdale Park Elementary.

ARTICLE III. MEMBERS

Section 3.1 Membership. Any person who wishes to financially support SPARK shall be eligible for membership in the PTO. Membership is voluntary. Each individual Member of the PTO shall pay annual dues to the PTO in an amount set annually by the Officers of the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1. Powers. The property, affairs, and business of the PTO shall be governed by its Board of Directors (“Board”) as defined in Section 4.2. Board responsibilities include, but are not be limited to, the following:

- (a) establishing and evaluating PTO objectives;
- (b) developing and implementing activities and policies of the PTO;
- (c) assisting in the PTO fundraising efforts;
- (d) ensuring fiscal responsibility of the operations of the PTO; and
- (e) filling all vacancies to elective offices.

Section 4.2 Number. The Board of Directors shall consist of:

- (a) President or co-Presidents (maximum of two);
- (b) Vice President or co-Vice President (maximum of two)
- (c) Secretary
- (d) Treasurer
- (e) At Large Officers (maximum of 5)
- (f) School Representatives
 - One or two SPARK Teachers designated by the Principal (Teacher Representatives); and
 - The Principal of SPARK (or the Principal’s Designee)

The offices of President and Vice President may be held by a single person or shared, but shall total no more than three (3) individuals. Either position with a co-leadership shall act as a single unit with a single vote.

Section 4.3 Officers and Executive Committee

- (a) The Officers of the PTO Board consist of non-School Representative members of the Board.
- (b) The Executive Committee consists of the President(s), Vice President(s), Secretary and Treasurer.
- (c) The Vice President, Secretary, Treasurer, and At-Large Officer positions shall be proposed by the President or co-Presidents after discussion with each elected candidate

and approved by a majority vote of the Officers.

Section 4.4 Term of Office and Qualification:

(a) Officers must be dues-paying members of the PTO who are 18 or over, residents of the district of the school, guardians of a current SPARK student, and able to attend required Board meetings.

(b) The Officer term for the PTO shall be the twelve (12) month period beginning June 1 and ending May 31.

(c) All Officers shall serve for a term of one (1) year and shall be eligible for re-election to a second term of one (1) year for a total of two (2) consecutive terms. Officers shall not be eligible for re-election to a third term until they have been absent from the Board for at least for one (1) year.

(d) Officers shall not be entitled to any compensation other than reimbursement for any reasonable expenses incurred on behalf of the PTO. No gifts shall be purchased for Officers, Committee members or Members from PTO funds.

(e) The Principal and the Teacher Representative(s) shall be standing members of the Board of Directors who are non-voting, not elected, and not required to pay PTO annual membership dues. The Teacher Representatives are asked to commit to two (2) year terms with alternating terms.

Section 4.5. Election. The general timeline for annual elections shall be:

- Call for Nominations Committee Members – Open for 2 weeks
- Nominating Committee is formed. Meets and plans - 2 weeks
- Open call for Board nominations – 4 weeks
- Election ballot open – 2 weeks
- New Board announced and in place – for 2 weeks BEFORE school ends

Section 4.6. Board Vacancies.

(a) If an insufficient number of PTO Members accept Officer positions, the Board may appoint Members to the available Officer positions. Any vacancy of an Officer position resulting from the resignation or removal of an Officer shall be filled by a Member approved by a majority of the remaining Officers. Any vacancy in the position of President shall be filled by an existing Officer on the Board of Directors and the Board may appoint Members to the position of the Officer assuming the position of President.

(b) A Board Member may resign by delivering written notice to the President or the Secretary of the PTO.

(c) An Officer may be removed with or without cause by the vote of two-thirds of the Officers or for unexcused absences from the Board Meetings in accordance with Section 7.6 hereof.

ARTICLE V. VOTING OFFICERS

Section 5.1. Voting Officer. The voting members of the PTO Board of Directors shall consist of the Officers and not the School Representatives.

Section 5.2 Powers and Duties. The Officers shall each have the following powers and duties, as well as other powers and duties that may be conferred by the Board of Directors. Any Officer may sign a binding contract on behalf of the PTO for PTO-sponsored events, but all contracts must be approved in writing by the President, Vice President, and Treasurer (or their designees) prior to signing.

(a) President. The President shall preside at all meetings of the Board of Directors and Executive Committee, develop the agenda for meetings of the Board, and have such other powers and duties be assigned to him or her by the Board of Directors or asked of by the Principal. The President will also ensure proper Board and organization compliance and governance.

(b) Vice President. In the absence of the President or in the event of the President's inability to act, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as may be assigned to him or her by the President or by the Board of Directors

(c) Secretary. The Secretary, or his or her designee, shall compile meeting agendas, secure and schedule locations for meetings, attend all meetings of the Board of Directors and Members, and record all the proceedings of these Meetings. The Secretary shall give notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the President or Board of Directors. The Board shall take action to approve or amend Minutes of any Board meeting or General Meeting no later than the next regularly held meeting of the Board of Directors.

(d) Treasurer. The Treasurer shall present and review at each Board Meeting and Meeting of the Members the most recent financial statements and financial condition of the PTO and provide written copies of such documents at each meeting. Such Financial Statements shall include, but not be limited to, an interim and year-to-date profit and loss statement and balance sheet, fundraising results, and any other reports requested by the President or any member of the Board of Directors. The Treasurer shall ensure that the PTO keeps full and accurate accounts of deposits, receipts and disbursements in books belonging to the PTO. The Treasurer shall conduct a monthly all account reconciliation and shall report any discrepancies to the Board.

(e) At-Large Officers. The At-Large Officers shall each have specific duties, as well as such powers and duties as may be conferred by the Board of Directors. Each Officer shall be responsible for selecting Committee Chair(s) under its designated area and for liaising between plenary committee activities and the Board of Directors. Any Officer may propose new committees for approval by the Board.

ARTICLE VI. COMMITTEES

Section 6.1. Committees and Duties. Committees shall be formed in accordance with the following and shall be designated as standing committees or special committees (collectively referred to as "Committees."). All Committees shall provide recommendations for action to be voted upon by the Officers of the Board of Directors. Committees may be added or removed as a Standing Committee, or duties of such committees amended by a majority vote of the Officers of the Board of Directors.

(a) Standing Committees: The Board shall have as standing committees the following:

- (i) *Audit Committee* – The President, Vice President, and Treasurer shall be members of the Audit Committee and shall cause the books and records of the PTO to be certified annually by a Certified Public Accountant or as otherwise required by its lenders and grantors. The Committee shall be responsible for: (i) reviewing and coordinating annual audit or review, (ii) reviewing and presenting audited financials to Board, and (iii) obtaining audited financial statements.
- (ii) *Nominating Committee* - Shall consist of no more than eight (8) and no less than four (4) Members. The Nominating Committee shall be responsible for managing the Board elections of the PTO in accordance with these Bylaws. The Committee shall be responsible for: (i) Identifying and recruiting candidates for election to the Board of Directors for ensuing terms; (ii) Managing the nominating and election process as prescribed in the Bylaws; and (iii) Recruiting of Committee members.

The Board may add or remove any Standing Committee by a majority vote of the Officers.

(b) Special Committees: Special Committees, which are defined as groups that represent the PTO Board in externally-relevant circumstances, may be created upon the recommendation of any Officer and approval of the Board of Directors. Special Committees, which are made up of PTO members, will have a term not to exceed 18 months. Special Committees shall have such duties as may be designated upon the creation of the Special Committee.

ARTICLE VII. MEETINGS

Section 7.1 Location and Conduct of Meetings and Minutes.

(a) Membership Meetings: Meetings of the PTO Members shall be held in accordance with the following:

General Membership Meetings: There shall be at least two (2) scheduled general meetings of the Membership each year.

Special Meetings: Special meetings of the Membership may be called by the President or by any two members of the Officers of Board of Directors.

(b) Board Meetings: Meetings of the Board of Directors shall be held in accordance with the following:

Initial Meetings: By the October meeting of the Board each fiscal year, the Officers shall review named committee chairs, approve an annual operating budget, provide for the time and place of other regular meetings, and transact such other business as may be properly brought before the meeting.

Recurring Board of Directors Meetings: The Board of Directors shall meet monthly and at such other times as may be requested by any member of the Executive Committee.

Special Meetings: Special meetings of the Board of Directors may be called by the

President(s) or by any two members of the Board of Directors.

(c) Committee Meetings: Each Committee shall hold such meetings as may be reasonably required to manage, in a timely manner, the tasks assigned to it.

Section 7.2 Notice of Meetings.

(a) Notice of any General Meeting of the Members, including the date, time, and place, shall be given at least 10 (ten) days prior to such meeting.

(b) The Secretary shall give each member of the Board of Directors notice of any regular or special meeting at least five (5) days prior to the meeting date. Notice of any Committee meeting shall be given at least 5 (five) days prior to such Committee meeting.

Section 7.3 Quorum. A quorum of the Board for Board of Directors' meetings shall consist of a majority (51%) of the members of the Board. A quorum of the Membership for General Membership Meetings shall consist of at least 15 Members. If a quorum shall not be present, the members present may adjourn the meeting without notice until a quorum is present.

Section 7.4 Action Without A Meeting. Consideration of Motions and votes by the Officers may occur outside of meetings (i.e. via conference call or email). Such votes that take place outside of a regularly scheduled meeting shall be recorded by the Secretary in the following month's Minutes.

Section 7.5 Absences. All Officers are expected to attend all meetings of the Board of Directors. Officers who fail to attend, in person or by telephone, two (2) Board meetings during any fiscal year, shall, at the discretion of the Board, be removed from the Board of Directors.

Section 7.6 Open Meetings. All General Meetings of the Membership shall be open to the Membership. Any Member wishing to be heard shall contact the Secretary at least 10 days prior to the meeting to be added to the agenda if appropriate. Board Meetings are only open to Board Members, their designees, and/or invited guests.

ARTICLE VIII. BOOKS, RECORDS AND BUDGETS

Section 8.1 Records and Right of Inspection.

The PTO shall keep books and records of account and Minutes of the proceedings of its Board of Directors and General Meetings. Minutes from the Board Meetings are available to the Members.

All books and records of the PTO may be inspected by any Officer for any purpose at any reasonable time.

Section 8.2 Budget.

The President and Treasurer shall submit a budget for the following School year for review by the Board of Directors at least fifteen (15) days prior to the first general Membership meeting of the School year. Upon approval by the Board of Directors, the approved Budget shall be recommended to the Membership for approval at the first general meeting of the Membership in any School year. Once approved, the Officers shall be permitted to cause any expense approved in the annual budget to be paid. Any expenditures other than what is provided in the budget must be consistent with the Purposes outlined in the Bylaws, approved by a majority of the Officers, and recorded by the Secretary in the following month's Minutes.

Section 8.3 Bank Accounts.

The PTO shall open only those accounts approved by the Board of Directors. The President

and the Treasurer (or their designees) shall be authorized to be the PTO's signatory on bank accounts.. Any expenditure in excess of \$1,000 shall require two such signatures.

Section 8.4 Checks. The President (or their designee) are the sole authority to sign PTO checks.

Section 8.5 Term. The fiscal year for the PTO shall be the twelve (12) month period beginning June 1 and ending May 31. The School year shall be August through May and shall track the school year as designated by APS.

Section 8.6 Confidentiality Policy. On an annual basis, all Officers and Committee chairs must sign the PTO's Confidentiality Agreement as a condition to their qualification as an Officer or Committee chair.

Section 8.7 Registered Office and Agent. The registered office of the PTO shall be in the State of Georgia, and the PTO shall at all times maintain a registered agent at the address of the registered office.

ARTICLE IX. INDEMNIFICATION

Section 9.1. Mandatory Indemnification. The PTO shall indemnify an Officer or former Officer, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a PTO Officer against reasonable expenses incurred by him or her in connection with the proceedings.

Section 9.2. Permissible Indemnification. The PTO shall indemnify an Officer or Former Officer made a party to a proceeding because he or she is or was a PTO Officer, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

Section 9.3. Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the PTO in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of

- (I) a written affirmation from the Officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and
- (II) (II) an undertaking by or on behalf of the Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the PTO in these Bylaws.

Section 9.4. Insurance. The PTO shall purchase and maintain on Officers, and may purchase and maintain insurance on behalf of employees of the PTO, Officers liability insurance. In addition, the PTO shall purchase and maintain general liability insurance on the property of the PTO.

Section 9.5. Limitations. The provisions for indemnification of Officers contained in this Article IX is valid only if and to the extent the provisions are consistent with the Georgia Code and the Articles of Incorporation. This Article IX does not limit the PTO's power to pay or reimburse expenses incurred by an Officer in connection with her or his appearance as a witness in a proceeding at a time when she or he has not been made a named defendant or respondent to

the proceeding.

ARTICLE X. AMENDMENTS

Section 10.1 Substantive Changes. These By-laws may be amended to provide for any substantive changes at any regular or special meeting of the Members, provided that written notice of any proposed amendments are received by the Members at least thirty (30) days prior to the meeting at which they will be discussed and voted. The proposed changes shall require a two-thirds majority vote of the Members present and voting, and the vote shall be entered into the Minutes.

Section 10.2 Ministerial Changes. These By-laws may be amended to provide for any ministerial changes (to correct mistakes, unclear provisions, organizational changes, or spelling/punctuation corrections) at any regular or special meeting of the Officers, provided that written notice of any proposed amendments are received by the Officers at least ten (10) days prior to the meeting at which they will be discussed and voted. The proposed changes shall require a majority vote of the Officers present and voting, and the vote shall be entered into the Minutes.