

**BYLAWS
OF
EXPLORIS MIDDLE SCHOOL PTO**

ARTICLE I — Name

ARTICLE II — Purpose

ARTICLE III — Indemnification

ARTICLE IV — Membership

ARTICLE V — Meetings

ARTICLE VI — Officers

ARTICLE VII — Board of Directors

ARTICLE VIII — Election of Officers

ARTICLE IX — Revenue

ARTICLE X — Parliamentary Authority

ARTICLE XI — Amendments

ARTICLE XII — Dissolution

ARTICLE I — Name

This organization shall be known as the Exploris Middle School PTO, hereinafter referred to in these Bylaws as the PTO.

ARTICLE II — Purpose

Section 1. The PTO is formed for the purpose of supporting the teachers, staff and students of Exploris Middle School (EMS) and to encourage active parent participation by providing meaningful ways for parents to support the mission of EMS as stated in the charter renewal application approved by the North Carolina State Board of Education on _____. The mission of EMS is: “To create a challenging and supportive learning community that engages each student in understanding and building a connected, just and sustainable world.” The key goals of EMS are: building upon a foundation of proficiency in basic skills, EMS seeks to enhance the growth of independent learners, critical and creative thinkers, and active and responsible participants in our global society.

Section 2. No part of the net earnings of this organization shall inure to the benefit of any private shareholder or individual; no substantial parts of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Subsection (h) of Section 501 of the Internal Revenue Code) and it shall not

participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. The PTO is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law, the Code.)

Section 4. Notwithstanding any other provision of these Bylaws, this organization will not carry on any other activities not permitted to be carried on by (a) an organization exempt from Federal income tax under Section 501(c) (3) of the Code, or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III — Indemnification

Any person who at any time serves or has served as a director or officer of the PTO shall have the right to be indemnified by the PTO to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, seeking to hold him/her liable by reason of the fact that he/she was acting in such capacity, and (b) reasonable payments made by him/her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he/she may have become liable in any such action, suit or proceeding.

The Board of Directors of the PTO shall take all such action as may be necessary and appropriate to authorize the PTO to pay the indemnification required by these Bylaws, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him/her and giving notice to, and obtaining approval by, the members of the PTO; provided, however that he/she shall be entitled to no such indemnification if he/she acted unreasonably or outside the scope of his/her responsibility.

Any person who at any time after the adoption of these Bylaws serves or has served in any of the aforesaid capacities for or on behalf of the PTO shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of these Bylaws.

ARTICLE IV — Membership

Section 1. General membership

Membership in the PTO is automatically available to any parent of a student at EMS, who subscribes to the purposes and mission statement of EMS.

Section 2. Dues and member rules

The Board of Directors for the PTO, as defined in Article VII, may establish dues and other requirements for individual membership, or family membership, as it deems appropriate. The Board may also establish rules related to continued membership in the PTO.

Section 3. Membership term

The membership year shall run from the beginning of the EMS academic year until the beginning of the following academic year. Only members of the PTO shall be eligible to participate in the meetings or to serve in any elected or appointed positions (with an exception for the parents of newly admitted students—these parents will join the PTO at the beginning of their student's first EMS academic year.)

ARTICLE V — Meetings

Section 1. General meetings

Meetings of the PTO shall be conducted at a time and place determined by the Board. At least one annual general meeting for the introduction of new officers and approval of the budget shall be held at the beginning of the school year.

Section 2. Board of Directors meetings

Meetings of the Board of Directors shall be held monthly or as deemed necessary by the the PTO President and will be open to all the PTO members. Board meetings will be announced in the electronic newsletter. Executive Committee members are expected to attend or notify the President of their absence and provide appropriate reporting of activities since the previous meeting.

Section 3. Called meetings

The Executive Committee may order special meetings of the Board of Directors with a notice of at least two weeks.

Section 4. Executive Committee meetings

Meetings of the Executive Committee shall be called at the discretion of the President.

ARTICLE VI — Officers

Section 1. Executive Committee

The officers of the PTO shall be President, President-elect, Vice President for Buildings and Grounds, Vice President for Academic Support, Vice President for Fundraising, Vice President for Volunteers, Secretary and Treasurer and will be known as the Executive Committee. The immediate Past President of the PTO is an ex-officio, non-voting member of the Executive Committee. The Executive Committee is empowered to conduct business on behalf of the PTO with a majority vote, should action be required between regular monthly board meetings or should a quorum not be present at a monthly PTO Board of Directors meetings. The Executive Committee is charged to develop a budget for the PTO and to approve the Board of Directors committee chair positions. The budget and nominees for the full board are to be presented for approval at the annual general meeting at the beginning of the school year.

Section 2. President

The President of the PTO shall preside at all meetings and shall determine their agendas. The President shall be the official spokesperson for the PTO and the depository of all official documents. This officer shall also be responsible for attending the EMS Board of Directors meetings and maintaining communication between the EMS Board and the PTO Board. The President, with the approval of the Executive Committee, has the power to appoint chairpersons and may designate the powers and responsibilities of the committees and fill vacancies of the Board of Directors as needed. The President will also coordinate liaison activities with school organizations as appropriate, and will work with a legislative liaison who will keep the PTO informed about laws which will impact the school.

Section 3. President-Elect

The President-elect shall assist the President and preside in the President's absence. Should the President be unable to fulfill the duties of that office, for any reason, the President-elect shall assume the duties of that office. This position may be held concurrently with another executive office OR be a separate position, as determined to be the most effective transition from year to year.

Section 4. Vice President for Academic Support

The Vice President for Academic Support (VP-AS) shall assist the President and shall perform other duties as assigned. This VP shall maintain communication with and oversee academic support for the school. This will include, but may not be limited to, cultural arts, community resources, PTO portion of the school website and requests that relate to support for academic activities. The VP-AS, with approval of the Executive Committee, will appoint committee chairs for these activities who will also serve as members of the Board of Directors.

Section 5. Vice President for Buildings and Grounds

The Vice President for Buildings and Grounds (VP-BG) shall assist the President and shall perform other duties as assigned. The VP-BG shall maintain communication with and oversee: buildings and grounds maintenance, furnishings, carpool, parking, and other responsibilities related to the physical environment of the school. The VP-BG, with approval of the Executive Committee, will appoint committee chairs for these activities and others, as necessary, who will also serve as members of the Board of Directors.

Section 6. Vice President for Fundraising

The Vice President for Fundraising (VP-FR) shall assist the President and shall perform other duties as assigned. The VP-FR shall maintain communication with and oversee fundraising, including: Pass the Hat, Soap Sales, Box Tops, the Frolic, and other active and passive fundraising activities. Other fundraising campaigns may be conducted with the approval of the PTO Board. The VP-FR, with approval of the Executive Committee, will appoint committee chairs for these activities, as necessary, who will also serve as members of the Board of Directors.

Section 7. Vice President for Volunteer Coordination

The Vice President for Volunteer Coordination (VP-V) shall assist the President and shall perform other duties as assigned. The VP-V is the volunteer coordinator and shall maintain communication with and oversee: test proctors, hospitality functions (including teacher appreciation events, graduation, and sunshine committee tasks), and other activities requiring volunteers. The VP-V, with approval of the Executive Committee, will appoint committee chairs for these activities and other events as necessary who will also serve as members of the Board of Directors.

Section 8. Shared positions

VP positions, secretary, and treasurer may be shared by two persons, with one person serving a first term while the other person is in the second year, for greater continuity and ease of transition between school years. It is suggested that each executive officer will serve for two years. When positions are shared, each executive officer may vote.

Section 9. Secretary

The Secretary shall record the minutes of all meetings of the Executive Committee, Board of Directors and all sessions of the meetings of the PTO, and shall present these for approval by the Board. The Secretary shall assist the President with general correspondence of the board and maintain all non-financial records of the PTO. The Secretary shall further serve as chair of the Bylaws Committee which will consist of at least three Board of Directors members appointed by the president. The Bylaws committee shall review these Bylaws annually and recommend amendments, as necessary, to the membership as required in Article XI of these Bylaws. In addition the secretary shall oversee an annual review of job descriptions for distribution to incoming officers.

Section 10. Treasurer

The Treasurer shall be responsible for the funds of the PTO, distributing them in accordance with the approved budget, and documenting this according to generally accepted accounting principles. Both the President and Treasurer must approve all expenditures outside the approved budget line items before issuing a PTO check. The Treasurer shall provide a financial report for each Board and annual meeting, as well as

propose a budget for approval by the membership at the annual general meeting. The PTO accounts shall be reviewed at reasonable intervals by the school's accountant.

Section 11. Immediate Past President

The Immediate Past President shall assist the President and shall perform other duties as assigned. The Immediate Past President shall serve as an ex-officio, non-voting member of the Executive Committee.

Section 12. Maintenance of Records

Executive officers must retain copies of notes and materials related to their respective offices, including detailed job descriptions of committee chairs, the PTO Bylaws, EMS Bylaws, and PTO Board meeting minutes. These records should be passed to the incoming officers at the final Board meeting of the school year.

Section 13. Attendance at Meetings and Reports

Executive officers are expected to attend Executive Committee meetings and Board of Directors meetings. Should an executive officer be unable to attend a meeting, a written report should be submitted in advance to the President. As a courtesy to the secretary, officers, and committee chairs are requested to submit a summary of their reports at meetings for accurate inclusion in the minutes.

ARTICLE VII — Board of Directors

Section 1. Composition

The Board of Directors shall consist of the Executive Committee, at least one faculty representative appointed in Section 2 below, and the chairs of the committees appointed by the executive officers as described in Article VI—Officers. A roster of the Board of Directors shall be presented at the annual meeting and this roster will be the basis for determining if a quorum is present at Board meetings.

Section 2. Faculty Representative

The EMS principal will designate a faculty representative to serve as a non-voting member of the Board of Directors.

Section 3. Eligibility

All Board members must be members of the PTO with an exception for the parents of newly admitted students. These parents will join the PTO at the beginning of their student's first EMS academic year.

Section 4. Term of Office

No member can serve in any one position on the Board of Directors for more than two consecutive years unless deemed necessary by the President and approved by the Executive Committee.

Section 5. Authority

The Board shall have the power, consistent with Article VI, Section 1, above, to manage all the affairs of the PTO. A quorum for conducting business shall consist of at least one third of the Board of Directors members. Any action of the Board will be considered valid if approved by a majority of the quorum.

Section 6. Vacancies

The President may appoint a qualified member to fill a vacant position on the Board of Directors. Any person who holds an elected position may be removed from office by a majority vote of the quorum present at a Board of Directors meeting.

ARTICLE VIII — Election of Officers

Section 1. Nominations

The Nominating Committee shall have at least three members and shall prepare a slate of officers to be distributed to all members for their vote. The Nominating Committee shall be recruited from the PTO general membership by the president in January, chaired by a member of the Executive Committee, and shall present the proposed slate of executive officers no later than the _____ Board of Directors meeting.

Section 2. Elections

The Executive Committee shall be elected by a majority of votes. Only those who are members of the PTO at the time of the election will be eligible to vote. The method, date and location of this election shall be decided by the Executive Committee.

Section 3. Term of Office

The term of office of anyone serving as an executive officer shall be from July 1 to June 30 each year. No member can serve in any one position on the Executive Committee for more than two consecutive years and officers must be members of the PTO — with an exception for the parents of newly admitted students. These parents will join the PTO at the beginning of their student's first EMS academic year.

ARTICLE IX — Revenue

Any proceeds resulting from PTO activities shall be placed in the PTO treasury within two weeks following the completion of an event.

ARTICLE X — Parliamentary Authority

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern this organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws. The secretary shall be responsible for appropriate adherence to these rules and bylaws at all Board meetings.

ARTICLE XI — Amendments

These Bylaws may be amended at any meeting of the PTO by a two-thirds vote of the members present and voting. Amendments may also be presented electronically for approval by 2/3 of those voting. Notice of the vote and amendment(s) must have been announced to the membership at least two weeks prior to the vote.

ARTICLE XII — Dissolution

Section 1. Membership vote

This organization may be dissolved by motion of the Executive Committee and a two-thirds vote of the membership at any meeting provided a thirty-day notice has been given.

Section 2. Liabilities

All liabilities and obligations of the organization shall be paid; satisfied and discharged, or adequate provision shall be made therefore.

Section 3. Disbursement of Assets

Assets held by the organization upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements. All remaining assets shall be distributed to an organization qualified under the provision of Section 501(c)(3) of the Internal Revenue Code as determined by the Executive Committee and Board of Directors.

END

ADOPTED: _____