

**BYLAWS**  
**of**  
**Inman Middle School PTO**

**(As adopted by the Board of Directors on \_\_\_\_\_, 2017)**

**ARTICLE I – CORPORATE AFFAIRS**

**1.1 NAME** – The name of the organization shall be Inman Middle School PTO (“the Corporation”).

**1.2 PURPOSES** – The Corporation is a nonprofit corporation organized, and at all times thereafter to be operated, exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (referred to herein as the “Code”), including: (i) enhancing and supporting the academic and social experience at Inman Middle School; (ii) developing a closer connection between school and home for students at Inman Middle School; (iii) providing support to teachers and staff, and encouraging parent involvement, at Inman Middle School and throughout the Grady High School cluster; (iv) raising and providing funds for Inman Middle School and throughout the Grady High School cluster through volunteer and financial support; and (v) engaging in any lawful acts or activities related to the foregoing that are consistent with the provisions of section 501(c)(3) of the Code.

**1.3 ORGANIZATION AND OPERATION** – The Corporation is organized and is to operate as a nonprofit organization, and it is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code, and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to sections 170, 642, 2055, and 2522 of the Code (to the extent such sections are then in effect). The Corporation is incorporated in Georgia, and its corporate affairs and activities shall be governed by the laws of that State.

**1.4 REGISTERED OFFICE AND AGENT** – The Corporation shall maintain a registered office and registered agent within Georgia as required by statute. The address of the registered office may be changed from time to time by the Board of Directors. The Corporation may also have offices and places of business at such other places as the Board of Directors may from time to time determine, and the Corporation’s registered office may, but need not be, identical with its principal office.

**1.5 BOOKS AND RECORDS** -- The Corporation shall keep correct and complete books and records of account, shall keep minutes of the proceedings of the Board of Directors, and shall keep at its registered or principal office a record of the names, addresses, and telephone numbers of the members of the Board of Directors.

**1.6 FISCAL YEAR** – The fiscal year of the Corporation shall be from June 1 to May 31.

**1.7 EFFECTIVE DATE** – These Bylaws shall become effective on the date of their adoption by the Corporation’s Board of Directors.

## **ARTICLE II – MEMBERS**

**2.1 MEMBERSHIP** -- Membership in the Corporation shall be open to any person who supports and is interested in the charitable mission of the Corporation and who makes a contribution to the Corporation at a Membership level determined by the Board of Directors. Membership shall be renewable each fiscal year, and shall terminate, subject to reinstatement by payment of a contribution at the then-current Membership level, each June 1.

**2.2 MEMBERSHIP RIGHTS AND PRIVILEGES** – Members of the Corporation shall be entitled to vote on the members of the Board of Directors.

**2.3 NO ASSIGNMENT** – Membership in the Corporation is nontransferable and non-assignable.

**2.4 CONTRIBUTIONS** – The Board of Directors may, from time to time, determine contribution levels for its Members, and such contributions will be payable in advance on the first day of the fiscal year of the Corporation or otherwise as the Board of Directors may by resolution provide.

**2.5 ANNUAL MEETINGS** – An annual Member meeting shall be held for the purpose of electing members of the Board of Directors pursuant to Article III of these Bylaws and for transacting any other business that may properly come before the Members; provided, however, that during the 2017-18 fiscal year there will be two annual meetings: one in August 2017 and one in May 2018. Thereafter, there shall be one annual meeting per year. The Chairperson of the Board of Directors shall fix the time, date, and place for the annual Member meeting.

**2.6 SPECIAL MEETINGS** – Special Member meetings may be called at any time by the Chairperson of the Board of Directors.

**2.7 NOTICE OF MEETINGS** – The Members shall be given at least six (6) and no more than sixty (60) days’ notice of each Annual Meeting, and at least three (3) and no more than sixty (60) days’ notice of each Special Meeting. Notice of meetings may be given personally or by first class mail, electronic mail, facsimile, or other form of electronic transmission, and shall be deemed given when mailed or when the electronic mail, facsimile, or other form of electronic transmission is sent. The notice of any Member meeting shall state the place, date, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called.

**2.8 QUORUM AND TRANSACTION OF BUSINESS** – A quorum for the transaction of business shall be 15 Members. If a quorum is present, the Members may act upon a majority vote of the Members present at the meeting. Every Member shall have one vote. Absentee or proxy voting is not allowed.

**2.9 PARTICIPATION BY TELEPHONE** – Participation in a meeting by telephone is not allowed unless specifically authorized by the Board of Directors, in which case the authorization for Members

to participate by telephone will be included in the notice of the relevant meeting. When participation by telephone is allowed, the Members may participate by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

### **ARTICLE III – DIRECTORS**

**3.1 GENERAL** – The affairs of the Corporation shall be controlled and managed by a Board of Directors consisting of a minimum of seven (7) members. The Board shall consist of the Principal of Inman Middle School and one teacher representative appointed by the Principal, each of the foregoing as an *ex officio* voting Director, and the number of other Directors as shall be determined from time to time by the Directors, who shall be elected by the Members of the Corporation at the annual Member meeting. Only Members of the Corporation are eligible for election to the Board.

**3.2 TERM OF OFFICE & ELECTION** – The duration of the terms of directors shall be as determined from time to time by the Board by resolution, to a maximum of two (2) years plus one month for each term. A Director may serve up to three (3) terms consecutively. Vacancies created (i) by an increase in the number of Directors; (ii) by expiration of the terms of Directors; or (iii) by the death, resignation, or incapacity of any member of the Board of Directors may, or if necessary to assure that there are at least seven (7) members of the Board of Directors, shall, be filled by election by the Members. Directors shall serve until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

**3.3 ANNUAL MEETING** – The Board of Directors shall meet annually at a time, date, and place which shall be fixed by the Chairperson of the Board. Failure to hold the annual meeting shall not invalidate otherwise valid corporate acts.

**3.4 REGULAR AND SPECIAL MEETINGS** – The Board of Directors may establish a schedule for regular meetings other than the annual meeting, and special meetings of the Board of Directors may be called at any time by the Chairperson of the Board or by a majority of the Board. Notice of a special meeting of the Board of Directors stating the time and place of such meeting shall be given by the person or persons calling the meeting to each member of the Board of Directors.

**3.5 NOTICE OF MEETINGS** – All Directors shall be given at least six (6) and no more than sixty (60) days' notice of annual and regular meetings and at least two (2) and no more than sixty (60) days' notice of special meetings, except that notice of annual and regular meetings may be given by publication of an annual calendar of meetings distributed at least thirty (30) days in advance of the first meeting in such calendar. Notice of meetings may be given personally or by first class mail, electronic mail, facsimile or other form of electronic transmission and shall be deemed given when mailed, or when the electronic mail, facsimile, or other form of electronic transmission is sent. Neither the business to be transacted at, nor the purpose of, any annual or regular meeting of the Board need be specified in the notice of the meeting except in the following cases: the removal of Directors; the removal of officers; amendments to the Bylaws; amendments to the Articles of Incorporation; or the dissolution, liquidation, merger, consolidation, recapitalization, or other

reorganization of the Corporation. Any meeting of the Board of Directors or any committee thereof may be held at such place as may be determined by the person or persons calling the meeting.

**3.6 QUORUM & TRANSACTION OF BUSINESS** – A quorum for the transaction of any business shall be a majority of Directors then in office. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Board of Directors may act upon a majority vote of the Directors present at the meeting. Every Director shall have one vote. The powers of a Director are exercisable only by the Director herself or himself and not by any proxies, attorneys, conservators, guardians, fiduciaries, or other persons representing a Director.

**3.7 ACTION WITHOUT MEETING** – Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if a majority of the members of the Board consent in writing or by electronic transmission to the adoption of a resolution authorizing such action; provided, however, that if the Articles of Incorporation or these Bylaws require the vote of a greater number of Directors, such greater number must so consent. The written consent shall be filed with the minutes of the proceedings of the Board of Directors of the Corporation.

**3.8 PARTICIPATION BY TELEPHONE** –Members of the Board of Directors or any committee thereof may participate in any meeting of the Board or any committee thereof by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

**3.9 RESIGNATION & REMOVAL** – Any Director, by notice in writing to the Chairperson of the Board or the Secretary, may resign at any time. A Director who is incapacitated shall be deemed to have resigned from the Board of Directors as of the date of his or her incapacity. A Director shall be considered incapacitated for purposes of these Bylaws if (a) the circumstances reasonably indicate that such Director has disappeared or is unaccountably absent for a period of greater than three (3) months; or (b) any court of competent jurisdiction appoints a legal representative or guardian as to the person, the assets and property, or both, of such Director. Any Director may be removed from office with or without cause by the affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors then in office. Once a Director is removed or has resigned, the vacancy shall be filled by the Members of the Corporation. Directors shall serve until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

**3.10 NO COMPENSATION** – The Directors of the Corporation shall receive no compensation for their services as Directors.

#### **ARTICLE IV – COMMITTEES**

The Board of Directors by resolution may designate from among its members one or more committees, including, but not limited to, an Executive Committee and a Nominating Committee, which shall have the full power and authority of the Board of Directors, except as limited by law or in

the Articles of Incorporation or these Bylaws. Each such committee shall consist of two (2) or more Directors, and each such committee, to the extent provided herein or in such resolution, shall have such authority, and shall perform such duties and functions, not inconsistent with law, as may be delegated to it by the Board of Directors. However, no such committee shall have authority as to any of the following matters:

- (a) the dissolution, merger, or consolidation of the Corporation;
- (b) the sale, lease or exchange of all or substantially all of the property of the Corporation;
- (c) the distribution of the property of the Corporation;
- (d) the designation of any such committee or the filling of vacancies in any committee;
- (e) the number of directors on the Board of Directors;
- (f) the amendment of the Articles of Incorporation;
- (g) the amendment or repeal of the Bylaws or the adoption of new Bylaws;
- (h) the amendment or repeal of any resolution of the Board of Directors that by its terms cannot be amended or repealed except by action of the Board.

## **ARTICLE V – OFFICERS**

**5.1 TERM, ELECTION, & TITLES OF OFFICERS** – The officers of the Corporation shall be elected by the majority vote of the Board of Directors at an annual meeting of the Board and shall serve until their successors are duly qualified and elected. The officers of the Corporation shall consist of a Chairperson of the Board, a President, a Secretary, and a Treasurer. The Board may, in addition, appoint one or more Vice Chairs of the Board and such other officers as the Board determines appropriate. Any two offices may be held by the same person, except the offices of President and Secretary or President and Treasurer.

**5.2 CHAIRPERSON OF THE BOARD** – The Chairperson of the Board shall preside at all meetings of the Board of Directors and shall have all other powers granted by law or by these Bylaws to the Chairperson of the Board of Directors. She or he may delegate her or his authority to preside at such meetings to a Vice Chair or any other director of the corporation.

**5.3 VICE CHAIR(S) OF THE BOARD** – The Vice Chair(s) of the Board, if any, shall discharge such functions as may be assigned by the Chairperson or by resolution of the Board.

**5.4 PRESIDENT** -- The President of the Corporation shall be responsible for the general supervision of the policies of the Corporation and the general management of the financial affairs of the Corporation. The President shall perform such other duties and have such other responsibilities as may be prescribed by the Board of Directors from time to time and shall have the authority to institute or defend legal proceedings if the Directors are deadlocked.

**5.5 SECRETARY** – The Secretary shall keep minutes of all meetings of the Board of Directors and all meetings of the Members and have charge of the minute book and shall perform such other duties and have such other powers as may from time to time be delegated to her or him by the Board of Directors.

**5.6 TREASURER** – The Treasurer shall be charged with the management of the financial affairs of the Corporation. He or she shall in general perform all the duties incident to that office and such other duties as from time to time may be assigned to her or him by these Bylaws or the Board of Directors.

**5.7 OTHER OFFICERS** – The other officers, if any, shall perform such duties as are generally performed by officers with equivalent restrictions on title, if any, and shall perform such other duties and exercise such other powers as the Board of Directors shall request or delegate.

**5.8 RESIGNATION OR REMOVAL** – Any officer, by notice in writing to the Secretary of the Corporation, may resign at any time. Any officer elected by the Board of Directors may be removed by the majority vote of the Board with or without cause at any time. Any vacancy, however occurring, in any office may be filled by the Board of Directors at any annual or special meeting the notice of which specifies such purpose.

**5.9 NO COMPENSATION** – The officers of the corporation shall receive no compensation for their services as officers.

#### **ARTICLE VI – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**6.1 CONTRACTS** – The Board of Directors may authorize any officer or officers, employee or employees, or agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or defined in specific instances.

**6.2 CHECKS** – All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, employee or employees, or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and by either the Chairperson or the President.

**6.3 ENDING BALANCE** – The Corporation shall leave a minimum of \$5,000.00 in its bank accounts at the end of each fiscal year.

#### **ARTICLE VII – DISSOLUTION**

In accordance with Article VII of the Articles of Incorporation, in the event of dissolution of the Corporation, which dissolution shall be authorized by the affirmative vote of not less than a majority of the Directors of the Corporation then in office and approved by the Members, after payment of or provision for all liabilities of the Corporation, all of the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same or similar purposes for which the Corporation is organized and

operating, or to one or more corporations, funds or foundations organized and operating exclusively for charitable purposes, which shall be selected by the Board of Directors of the Corporation and approved by the Members; provided, however, that any such recipient organization or organizations must at that time qualify for exemption from taxation under the provisions of section 501(c)(3) of the Code and must be described in section 170(c)(2) of the Code.

## **ARTICLE VIII – INDEMNIFICATION**

**7.1 GENERALLY** – The Corporation shall indemnify any Director or officer of the Corporation and may, at the discretion of the Board of Directors, indemnify any employee, agent, or advisor of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the Corporation in which he or she was adjudged liable to the Corporation) by reason of the fact that he or she is or was a Director, officer, employee, agent or advisor of the Corporation, against any expenses (including attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, that this provision shall provide for indemnification only pursuant to the procedures provided and to the extent permitted from time to time by the Georgia Nonprofit Corporation Code or any successor law or laws.

**7.2 RIGHTS NOT EXCLUSIVE** – The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which she or he may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

**7.3 INSURANCE** – The Corporation shall be authorized to obtain and maintain insurance on behalf of its current and former Directors, officers, employees, agents and advisors against liability asserted against or incurred by them in such capacity or arising from their status as a Director, officer, employee, agent or advisor, whether or not the Corporation would have power to indemnify such Director, officer, employee, agent or advisor against the same liability under Sections 14-3-851, 14-3-852 and 14-3-856 of the Georgia Nonprofit Corporation Code.

## **ARTICLE IX – AMENDMENT**

These Bylaws may at any time be repealed, altered or amended by the affirmative vote of not less than a majority of the Directors of the Corporation then in office and the approval of the Member of the Corporation. At no time shall the Bylaws contain any provision inconsistent with law or the Articles of Incorporation, and no amendment may be made to the Bylaws which would cause the Corporation no longer to be qualified as an exempt organization described in section 501(c)(3) of the Code.

