



## **PREAMBLE**

**East Wake Academy Parent Teacher Alliance is authorized by the Board of Directors of East Wake Academy First Charter under the guidelines hereinafter set forth. This action by the Board of Directors was taken in the belief that such an organization will be a positive and supporting element in the ongoing efforts to advance East Wake Academy (hereinafter referred to as EWA) and its mission.**

## **ARTICLE I: NAME AND OFFICES**

**Section 1 Name** The name of the corporation shall be Parent Teacher Alliance (hereinafter referred to as PTA). PTA is a nonprofit incorporated and organized under the North Carolina Nonprofit Corporation Act.

**Section 2 Offices** The principal and registered office of PTA shall be located within the state of North Carolina at such places as the Executive Board determines.

## **ARTICLE II: PURPOSE AND STATUS**

**Section 1 Purpose** PTA is organized as a nonprofit corporation and operates exclusively for charitable and educational purposes in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) of the Internal Revenue Code or corresponding section of any successor provision of the Internal Revenue Code.

The purpose of PTA includes but is not limited to:

- 1.a To serve as the Parent Teacher Organization of East Wake Academy (“EWA”)
- 1.b To support EWA teachers and staff, in order that our children may achieve their potential in academics, morals, values and social excellence.
- 1.c To be a positive and supporting element in the ongoing efforts to advance the mission of EWA
- 1.d To obtain volunteers that will take an active role in and outside of the classroom to meet the purpose of PTA
- 1.e To encourage community and involvement among EWA families.

## **Section 2 Activities of PTA**

2.a No funds may be distributed to any member, officer or private person except when PTA is authorized by Executive Board vote to provide reasonable compensation for services rendered or to further the purposes of PTA.

2.b PTA will not be involved in or participate in any political campaign on behalf of or in opposition to any candidates.

2. c PTA will not carry on activities not permitted to be carried out by a non-profit organization under section 501(c)(3) of the Internal Revenue Code.

2.d All funds collected by PTA through any means, belong to PTA to promote and implement programs, services, projects or activities adopted and approved by the Executive Board to meet the purpose of PTA.

2.e Should PTA be dissolved, after paying any outstanding debts, any remaining funds or assets will be given to one or more 501(c)(3) nonprofits.

**Section 3 Non-Discrimination policy.** PTA will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

## **ARTICLE III: MEMBERSHIP AND DUES**

**Section 1 Membership** Membership in PTA shall be voluntary. Only parents and/or legal guardians or grandparents of a child/children currently enrolled in EWA and current members of EWA staff and faculty are eligible to become members. Membership will be offered to all such EWA families and staff.

**Section 2 Membership Dues** All members shall pay annual dues. Annual dues amount will be determined by vote of the PTA Executive Board annually. PTA may offer discounted rates to EWA staff and PTA Executive Board members at a rate to be determined annually by the Executive Board. A member must pay dues at least 10 business days prior to any meeting to be considered a member in good standing with voting rights.

**Section 3 Membership Rights** Only members of PTA shall be eligible to vote in business meeting(s) and serve in any elected or appointed positions.

## **ARTICLE IV: GENERAL MEMBERSHIP MEETINGS**

### **Section 1 General Meetings**

General meetings of PTA membership will be scheduled by the Executive Board and held at minimum 3 times per fiscal year (including Annual meeting). Annual meeting will be held each April and is for electing officers and conducting other business that should arise. All meetings

will be scheduled in advance and placed on the EWA events calendar. Any changes to general or annual meeting dates must be posted at least five days prior to the new meeting date.

## **Section 2 Special Meetings**

Special meetings may be called by the president, any two members of the Executive Board or any five general members submitting a written request to the secretary. Notice of any special meetings called will be given to general membership at least 10 business days prior to the meeting date. Notice may be given through one or more of the following methods: flyers, email, phone call, text message, social media posts, sandwich board signs or other methods as appropriate. If the date of a special meeting must change for any reason, notice must be given at least three business days in advance of the next scheduled meeting.

## **Section 3 Quorum**

A quorum will be 8 members of PTA. If a quorum is not reached and there is a vote needed, the meeting will adjourn and be rescheduled. The quorum requirement for the rescheduled meeting is 5 PTA members. If a 5 member quorum is not reached, meetings will be rescheduled, reducing the quorum by 50% until a quorum can be reached.

## **Section 4 Voting**

All members must vote in person. No voting may be done by proxy.

# **ARTICLE V: EXECUTIVE BOARD**

## **Section 1 General Affairs**

The affairs of PTA will be managed by the Executive Board. The board is responsible for overall policy, day to day operations and business, creating standing and temporary committees, providing final approval for committee plans, preparing and approving annual budgets, preparing and submitting budget reports and business to general membership.

## **Section 2 Membership**

The Executive Board shall consist of the following voting officers, President, K-4 Academy Vice President, Middle Academy Vice President, Senior Academy Vice President, Treasurer and Secretary. The Executive Director of EWA shall be an ex-officio member of the board.

The Executive Board may also consist of non-voting members including but not limited to: EWA Board Liaisons, Principals, Administrative staff, Teacher Liaisons, Committee Chairs and others as appointed.

### **Section 3 Executive Board Meetings**

3.a Regular meetings of the Executive Board will be scheduled in advance and board members will be notified of the recurring meeting date and time. The Executive Board will meet a minimum of six (6) times per year.

3.b Special meetings may be called by the President or a majority of the Executive Board. At least three (3) days notice must be given. The meeting notice will include the purpose of the meeting and the meeting agenda is limited to that purpose.

3.c Alternative to Special meetings. Actions taken by a majority of officers without a meeting requires unanimous written consent to the action in question and is voted and signed by all of the officers via text message or other electronic means. The matter being decided must be filed as meeting minutes of proceedings of the board. Consent to any actions may be in electronic form and may be delivered by electronic means in accordance with the North Carolina Uniform Electronic Transactions Act. Approved and non-approved items will be detailed in the next monthly meeting minutes.

3.d Quorum. A quorum will be 60% of voting officers excluding any vacant seats. The business of the board shall be accomplished by a simple majority vote of officers present. If a quorum is not met, those present may adjourn the meeting and reschedule.

3.e Voting. All members of the Executive Board, with the exception of the Executive Director may cast one vote. No vote may be cast by proxy.

### **Section 4 Informal action by Officers and Attendance by Technology**

Action taken by a majority of officers without a meeting is a board action if written consent to the action is signed by all officers via text or other electronic means and filed with the minutes of the Executive Board. Any one or more Executive Board members may participate in a meeting of the board by means of conference telephone, Zoom call or similar device that allows all persons participating to hear each other. Persons participating in a meeting in this manner will be deemed present and in person at such meeting.

### **Section 5 General Powers and Duties**

The powers and duties of the Executive Board will include:

5. a Creation and/or dissolution of standing and temporary committees and the appointment of chairpersons to such committees. Committees will receive direction from the Executive Board.

5. b The appointment of all persons or organizations to serve the purposes of PTA

5. c The filling of vacancies on the Executive board, even if less than a quorum, until the next annual meeting.

5. d Annual appointment of a three (3) person nominating committee. The nominating committee will propose the slate of officers for consideration by membership at the annual meeting.

5. e Interpretation of the Bylaws and the establishment of policy

5. f The establishment of a budget and approval of non-budgeted expenditures. The expenditure of PTA funds may only be for a purpose approved by the Executive Board.

## **Section 6 Conflicts of Interest**

If any matter should come before the Executive Board or any of its committees, in such a way as to give rise to conflict of interest, any interested party shall make full disclosure of the potential conflict and, if requested, withdraw from the meeting for so long as the matter continues under discussion, except to answer any question that might be asked regarding the situation. If the matter involves an item of business for which a special meeting was called, the interested party shall not be counted to establish a quorum, nor shall the interested party participate in the deliberation or vote on it. Executive Board members will sign annually a Conflict of Interest Policy.

## **Section 7 Indemnity of Officers and Directors**

When, because of his/her duties or activities as a member of the Executive Board of PTA, a present or former member of the Board or officer, alone or with others, is prosecuted in a criminal action or is sued in an action not brought by the corporation nor brought by any party seeking derivatively to enforce a liability of such member of the Board or officer to the corporation, such member or member of the Board shall be entitled to indemnification or reimbursement by the corporation for any expense, including attorney fees or any liabilities which he/she may have incurred in consequence of such action as the Board in its discretion may determine in accordance with GS\_55A-8-52

## **Section 8 Insurance**

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is a member of the Executive Board, employee or agent of PTA or is or was serving at the request of PTA as a director, officer, employee, agent, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not PTA would have the power to indemnify him against such liability under the provision of these Bylaws.

## **ARTICLE V.I OFFICERS AND ELECTIONS**

### **Section 1 Officers of PTA**

The officers of PTA shall consist of a President, three (3) Vice-presidents, Treasurer and Secretary. The Executive Board may vote to elect additional voting officers as the affairs of PTA require and whose duties the Executive Board may determine. No one officer may act on behalf of PTA when the action of two or more officers is required.

1.a *President*. The president shall be the principal executive officer of EWA PTA and subject to control of the Executive board will supervise and control the management of PTA according to these Bylaws. It is the duty of the President to preside over all meetings of PTA and the Executive Board, make reports to the work of PTA and the Executive Board, serve as the primary contact for EWA Administration and EWA Board, represent the organization at any meetings outside the organization, serve as ex-officio member of all committees except the nominating committee, appoint all committee chairpersons and coordinate the work of officers and committees so that the purpose of the organization is served.

1.b *Vice-Presidents*. It is the duty of each Vice-President to assist the President and carry out the President's duties in his or her absence or inability to serve. In addition, they shall perform other duties and powers as the Executive Board prescribes.

1.c *Treasurer*. The Treasurer shall be the custodian of funds and financial records, keep an accurate record of disbursements, income and bank account and credit card information, prepare and present reports and financial statements for meetings and as requested. In addition, the Treasurer is responsible for assuring all taxes are properly filed in a timely manner.

1.d *Secretary*. It is the duty of the secretary to keep all non-financial records of PTA and the Executive Board including a record of all actions taken by Executive Board without a meeting and record all actions taken by committee's on behalf of PTA, take and record meeting minutes, assist in answering email and other communications. The secretary shall also have general charge over records of PTA and of the PTA seal and affix such seal to any documents requiring the seal and sign such documents that may require his or her signature. The secretary may also perform other duties as required.

### **Section 2 Nominations and Elections**

Elections will be held during the annual meeting. Officers of the Executive Board will be elected by the general membership of PTA. PTA members seeking to serve as officers should provide an interest form to the Executive Board found on the PTA website no later than 30 days prior to the annual meeting. The Nominating committee will verify eligibility and create any needed ballots for voting. Any PTA member in good standing shall be eligible to become an officer with the exception of the Presidency. Only a current or previous PTA officer or any eligible PTA member who has previously served on the Executive Board of a PTO or PTA at another school or a person whose resume and background has been approved by the EWA Executive Director may be elected as President. Executive board members will have a background check upon election to office and again at times determined by EWA Board regulations or EWA school policy.

### **Section 3 Terms of Office and Vacancies**

Each officer shall hold office for a term of two (2) years. Officers may serve up to two (2) consecutive terms in the same office but may serve a third (3<sup>rd</sup>) term if no interest forms for such officer positions have been submitted. Additionally, an officer may be allowed to finish his or her term if his or her child graduates before the end of the officer's term. Any officer may resign from office at any time by delivering a resignation in writing to the Executive Board. Upon expiration of term or in cases of resignation, officers must turn over any records or materials pertaining to their office to the President and turn in any funds to the Treasurer without delay.

The President shall appoint members in good standing to any vacancies (created in any manner), or if the vacancy is for the position of President, such vacancy will be filled by majority vote of the Executive Board and./or duties divided among Vice-Presidents until the next annual meeting or a special meeting to elect a new President is called. No one person shall hold both the offices of President and Treasurer.

\*In order to achieve staggered terms, the following positions will serve for 3 years for the first term only (Term beginning July 2023). President, Treasurer and Vice President Seat 1. All other seat terms and terms following for President, Treasurer and Vice President Seat 1 will be 2 years.

### **Section 4 Removal**

Any non-voting members appointed to the Executive Board may be removed by majority vote of the Executive Board with or without cause. Motions for removal of appointed members may be made by any elected officer. Elected Officers may be removed by unanimous vote of other elected officers. Reasons for removal include but are not limited to, failure to fulfill duties of office, repeated failure to attend meetings or events or failure to abide by bylaws. Motion for removal may be made by any elected officer.

### **Section 5 Compensation**

All officers, Executive Board members, committee chairs and members are volunteers and no compensation is provided for services in connection with PTA. The Executive Board may provide reimbursement for expenses incurred in connection with performing duties on behalf of PTA.

## **ARTICLE V.II COMMITTEES**

### **Section 1 General Information**

The Executive Board may create both standing and/or temporary committees, consisting of two or more Executive Board members or other persons as appointed in order to perform projects or services to support and further the purpose of PTA. These committees may exercise all the authority of the board in the management of the affairs of the committee except as to matters which are by law specifically excepted by the authority of such committees. Any committee or members of such a committee may be discharged from service by a majority of Officers present

at a meeting where a quorum is reached or by informal action by the Board as provided by law, in the Articles of Incorporation or the Bylaws of PTA.

## **Section 2 Membership**

Any PTA member in good standing may become a member or be appointed chairperson of a committee. The President and one (1) Executive Board member will be the ex-officio member of all committees. Service is voluntary and no compensation is provided.

## **Section 3 Standing Committees**

The following committees shall be held by the organization and function throughout the school year: Fundraising Committee and Spirit Committee. Sub-committee's may exist, either permanent or temporary under the Fundraising and Spirit Committee's.

## **Section 4 Additional Committees**

The Executive Board may create additional committees, either standing or temporary as needed. Temporary Committees will be dissolved once the purpose of the committee is complete.

## **Section 5 Limitations of Delegation**

The Executive Board may not delegate the following powers to any committee in accordance with Section 55A-8-25(e) of the Act:

5. a To authorize distribution of PTA funds
5. b To approve dissolution, merger, sale, pledge or transfer of any of the assets of PTA.
5. c To elect, appoint or remove Executive Board members or fill vacancies on the Board or committees of the Board.
5. d To adopt, amend or repeal Articles of Incorporation, Bylaws, Policy or Standing Rules of the PTA.

## **ARTICLE V.III GENERAL PROVISIONS**

### **Section 1 Fiscal Year**

The Fiscal Year will begin on July 1 and end on the following June 30, unless otherwise determined by the Executive Board.

### **Section 2 Bank Accounts, Checks and Notes**

The Executive Board will select banks or depositories it deems proper for the funds of PTA and will determine who shall be authorized on PTAs behalf to sign checks, drafts or other orders for payment. Two (2) authorized signatures will be required on all checks over the amount of \$200.00.



### **Section 3 Annual Financial Review**

PTA Board accounts shall be reviewed annually by a certified public accountant who will provide an opinion regarding (1) how fairly the financial statements represent PTA's financial position (2) processes and procedures adherence (3) accountability and usage of funds and (4) opportunities for improvement upon policies and procedures. The Executive Board shall select and engage the auditing firm at least 30 days before the end of the fiscal year. The annual review shall be completed before the filing of the annual return including extension.

### **Section 4 Contracts**

The Executive Board may authorize any officer or officers or agents in addition to those specified in these Bylaws to enter into any contract on behalf of PTA. Unless authorized by the Executive board, no officer or other persons shall have any power or authority to bind PTA by any contract, pledge its credit or render it liable for any purpose or amount.

- **Section 5 Amendments**

These Bylaws may be amended by the Executive Board at a meeting by a two-thirds vote of the officers present and voting, provided the proper notice of the proposed amendments shall be given at least two weeks prior to the meeting upon which the amendment is voted upon.

### **Section 6 Parliamentary order**

Robert's Rules of Order, (most current edition) shall govern meetings of PTA when they are not in conflict with PTA Bylaws or North Carolina Law

### **Section 7 Standing Rules**

Standing rules may be approved by the Executive Board, and the secretary shall keep a record of standing rules for future reference. Bylaws of PTA shall always be applied first and only Bylaws are followed in case of conflict between Bylaws and Standing Rules.