

INNOVATION ACADEMY PTO BYLAWS

ARTICLE 1

The name of this organization, according to the Articles of Incorporation, shall be Innovation Academy PTO (Parent Teacher Organization).

ARTICLE II PURPOSES AND POLICIES

1. The Organization is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, 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, or the corresponding section of any future federal tax code. To the extent that the following conforms to such charitable and educational purposes, the general nature of the business to be transacted by the Organization is more specifically described as follows:

- a. to provide a forum for the promotion of communication between the Innovation Academy staff and families of Innovation Academy students;
- b. to provide a forum for the expression of the needs and wishes of these families as they relate to the programs and operations of the school and Amphitheater School Board and Administration
- c. to coordinate and organize various fundraising efforts to fund school projects and programs not provided by the Amphitheater district;
- d. to coordinate programs and activities which will contribute to the quality of education for the students of Innovation Academy; and
- e. to provide all members in monthly general meetings, the opportunity to become involved, including voting for budgets, elections, policies, etc.

2. The foregoing enumeration shall not be deemed to limit or restrict the general powers of the Organization and the enjoyment and exercise thereof, as conferred by the laws of the State of Arizona under which this Organization is formed.

3. The name of the organization and the names of any members in their official capacities shall be used only in the furtherance for the purposes of the organization and not in connection with any commercial or sectarian interests.

4. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the proposes set forth herein. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Organization shall not carry on any activities not permitted to be carried on by (a) an Organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future federal tax code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

ARTICLE III MEMBERSHIP

Membership shall be composed of all parents/guardians with children who attend Innovation Academy and all Innovation Academy staff members. Should a parent or guardian be between students at Innovation Academy with one having just left Innovation Academy and one coming in the following year, he/she would be eligible for membership for one year only until the subsequent child arrives. Members must vote in person for any PTO meeting motions. At a minimum, General meetings, where all members may vote, will be utilized to approve all budgets, transactions exceeding \$500, (this is not required if the transaction is in the approved budget as a line item), voting in of officers, and modifications to Bylaws. The Principal has an advisory role to the PTO and is not a voting member. Staff may vote at meetings and may act in an advisory role, but may not serve on the board.

ARTICLE IV DIRECTORS

General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

1. *Number, Tenure, and Qualification of Directors.* The authorized number of directors shall be at least equal to the number of officer positions as described in Article V. There must always be an odd number of directors, with a minimum of 3 directors. The initial Board of Directors shall be comprised of seven (7) directors.

2. *Regular Meetings of the Board of Directors.* A regular annual meeting of the Board of Directors is to be held in August at such time and place as the Board of Directors may determine. Additional regular meetings may be held at regular intervals at such places and at such times as the Board of Directors may determine.

3. *Special Meetings of the Board of Directors.* Special meetings of the Board of Directors may be held whenever and wherever called for by the President, or the number of directors that would be required to constitute a quorum.

4. *Notice of, and Waiver of Notice for, Directors Meetings.* No notice need be given of regular meetings of the Board of Directors. Notice of the time and place of any special directors meeting shall be given at least 48 hours prior thereto. Notice shall be given in accordance with and shall be deemed to be effective at the time and in the manner described in Section 10-3822 of the Arizona Revised Statutes. Any director may waive notice of any meeting and any adjournment thereof at any time before, during, or after it is held. Except as provided in the next sentence below, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. The attendance of a director at or participation of a director in a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

6. *Director Quorum.* A quorum of the directors shall consist of two-thirds of the directors then in office, but in no event fewer than 3.

7. *Directors, Manner of Acting.*

A. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

B. Any or all directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear one another during the meeting, in which case, any required notice of the meeting may generally describe the

arrangements (rather than or in addition to the place) for the holding thereof. A director participating in a meeting by this means is deemed to be present in person at the meeting.

C. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (1) the director objects at the beginning of the meeting (or promptly upon his or her arrival) to holding it or transacting business at the meeting, (2) his or her dissent or abstention from the action taken is entered in the minutes of the meeting, or (3) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation before 5:00 p.m. on the next business day after the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

D. Any director may appoint a proxy to act in his or her stead at a meeting or meetings of the Board of Directors, to the extent permitted by law. The appointment of a proxy is effective upon delivery to the Secretary of the corporation and shall be effective for one month from the date of such delivery unless a different period is expressly provided in the appointment form. The corporation may accept any vote or action by a proxy as that of the director appointing the proxy, unless the proxy's authority is expressly limited in the appointment document or written notice of the director's death or incapacity is received by the Secretary of the Corporation before the proxy exercises its authority.

8. *Director Action Without a Meeting.* Unless the Articles provide otherwise, any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if the action is taken by unanimous written consent of the Board of Directors as evidenced by one or more written consents describing the action taken, signed by each director and filed with the minutes or corporate records. Action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document.

9. *Removal of Directors.* A majority of the Board of Directors present at a meeting, at which a quorum of Directors is present, may remove one or more directors if notice has been given that a purpose of the meeting is such removal. The removal may be with or without cause.

10. *Board of Director Vacancies.*

A. If a vacancy occurs for a Director on the Board of Directors, the remaining Directors shall fill the vacancy pursuant to Section 3.

B. A vacancy that will occur at a specific later date (by reason of resignation effective at a later date) may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

C. The term of a director elected to fill a vacancy expires at the next annual meeting at which directors are elected.

11. *Director Compensation.* No Director shall be entitled to compensation by the Corporation for his or her services to the Corporation as a Director.

12. *Director Resignations.* Any director or committee member may resign from his or her office at any time by written notice delivered to the Board of Directors at its known place of business. Any such resignation will be effective upon its receipt unless some later time is therein fixed, and then from that time. The acceptance of a resignation will not be required to make it effective.

ARTICLE V OFFICERS

Powers and duties of the officers are as follows:

1. The President shall be the chief executive of the organization, shall preside over all the meetings of the organization and the Executive Board. President shall be by virtue of office, a member of all committees and appoint committee chairs. The President may have any and exercise any and all powers to perform these and any other duties conferred upon the President elsewhere in the Bylaws or by the Executive Board. The President may have access to a debit card issued by the bank for PTO purchases. All expenditures require appropriate reimbursement procedure including check request/Credit card explanation and receipt verification given to the Treasurer to be made available at the next PTO meeting. The President is expected to attend the quarterly Amphi Superintendent's Council meetings during the year. The President is responsible for working with the Executive Board and Principal to determine a draft budget drawn up in advance for discussion at the first meeting of the school year. The President will coordinate all PTO events that do not fall under Fund Raising. The President may create committees to assist with events.

2. The President-Elect shall have the responsibility of assisting the President with duties, including but not limited to, 501(c)(3) preparation, coordination of events, staff relations and staff appreciation, volunteer recruitment and retention. The President-Elect's additional duties will be determined by the Executive Board. In the absence of the President, the President-Elect will have the same powers as and assume all the duties and responsibilities of the President and in the event the President resigns, the President-Elect will assume this position. The President-Elect will serve a two year term. The first year of the term following election will be served as President-Elect. On July 1, starting the second year of the term, the President-Elect will assume the role of President.

3. The Vice President of Communications shall have the responsibility of coordinating communication with PTO and Innovation Academy. This position will maintain the weekly email, gmail account, Constant Contact account, PTO website, gmail calendar, site facility communication including marquee, school and district calendars, signage, and announcements, and any other communication system pieces as determined by the Executive Board. The VP of Communications may enlist a committee to oversee communication pieces as deemed appropriate by the board. VP of Communications shall be in contact with District Media and Public Relations, along with any potential feeder schools in district communication coordinators. The VP of Communications is responsible for making sure all agendas, minutes, treasurer reports and other informative material is available on the PTO website, at least monthly. The Vice President of Communication's additional duties will be determined by the Executive Board.

4. The Vice President of Fund Raising shall coordinate all fund raising activities for the organization. The VP of Fund Raising is responsible for handling all school, district, state and federal forms. The Vice President of Fund Raising's additional duties will be determined by the Executive Board. The Vice President of Fund Raising may have access to a debit card issued by the bank for PTO purchases.

5. The Vice President of Volunteers shall coordinate, recruit and retain volunteers for the PTO. The VP of Volunteers will work with officers and chair people to find volunteers for committees and tasks. The VP of Volunteers will work with the staff to help recruit parent volunteers for classroom, extra-curricular, and school volunteers. The Vice President of Volunteer's additional duties will be determined by the Executive Board.

6. The Secretary shall record in a permanent log belonging to the organization, the sign-in of members and minutes of PTO meetings. The Secretary will also be responsible for notifying the membership and the Executive Board of forthcoming meetings and set the agenda for the meetings with input from the Executive Board. The Secretary is responsible for sharing agendas, minutes and other correspondence among the board, making all information available for the VP of Communications to disseminate to the general membership. The Secretary will communicate with any staff or other persons about decisions made in PTO meetings for staff

requests, etc. Email votes may be used for motions brought to the board; the Secretary will email out the motion. The Secretary must add any email vote results as an addendum to the previous month's minutes to be reported at the following meeting when the minutes are approved. The Secretary will collect the Conflict of Interest forms from each board and committee member. The Secretary's additional duties will be determined by the Executive Board.

7. The Treasurer shall keep full and accurate accounts of all the organization's receipts and disbursements in a permanent log belonging to the organization. Reports of all transactions shall be presented at regular sessions or the PTO meetings *or* whenever the Executive Board requires. These include, but are not limited to: Innovation Academy PTO bank accounts, PayPal, online banking, etc. The Treasurer will email out the financial reports to the board a week before the next scheduled PTO meeting, including the principal. Additionally, all funds belonging to the organization shall be deposited in the name of and to the credit of the organization in a banking institution designated by the Executive Board. As of February, 2017, the Innovation Academy PTO bank account is at Pima Federal Credit Union. The Treasurer, President and Innovation Academy Principal will have access to all bank account procedures and statements. A copy of each month's bank account statement will go to the Administrative Assistant upon arrival in the mail. The Treasurer is tasked with seeking payment in cash for any overdrawn checks and fees from the person who paid with insufficient funds. On one specific day per week, as a minimum, the Treasurer must check the green/Treasurer folder in the PTO mailbox and check in with the Administrative Assistant. The Treasurer and any other officers charged with bank responsibility will log in and review PTO bank account. The Treasurer may have access to a debit card issued by the bank for PTO purchases. The Executive Board may vote to acquire a PayPal account to handle online financial transactions. No Innovation Academy staff member may have access to checks, credit cards or PayPal accounts for PTO. The Treasurer's additional duties will be determined by the Executive Board.

All checks, drafts or other evidence of indebtedness issued in the name of the organization shall be signed by the Treasurer and one other officer. Proper vouchers, in the form of a check request, Credit Card report and copies of receipts shall be required for all disbursements. The PTO's accounts shall be examined annually by the Executive Board or by an outside accountant, if so deemed necessary by the Executive Board. The Treasurer will pass on the PTO materials to the next Treasurer during the transition time.

At least two officers or committee members must collect and count all money, they must use appropriate money collection forms. Receipts from all money deposited must be given to the Treasurer along with money collection form for verification. PTO money must be counted and confirmed prior to placing in a safe for keeping until following banking day. Receipt of deposit must match the signed money collection form and included with receipt for Treasurer.

8. The Executive Board may choose to appoint up to two Member at Large positions to sit on the Executive Board. They have voting rights equal to the rest of the Executive Board. A Member at Large position's duties will be determined by the Executive Board. At a minimum, they will oversee programs and events as determined by the board.

9. After the completion of the first year of Innovation Academy, all elected officers shall be elected for a term of twelve months with the exception of the President-Elect. The President-Elect term is as stated in Article V, Section 2. The procedure for electing officers shall be as follows:

- a. Elected PTO Executive Board officer positions will be elected annually in the April meeting with the exception of the President, which will be assumed by the acting President-Elect on July 1, as the incoming officers take their positions.
- b. The President, in the March meeting, will solicit from the general membership, volunteers for the officers of the PTO Executive Board.
- c. Volunteers will be sought from the current members of the organization and from persons eligible for membership the following school year whose children will be attending Innovation Academy

- from a feeder school.
- d. The list of volunteers expressing interest in serving as officers shall be posted on the PTO website, PTO newsletter and in the Innovation Academy Administration Office *prior to* the April meeting.
 - e. By the April meeting, the President shall present the names of the volunteers to the membership for majority approval. In the event there are more nominees than board positions, elections shall occur by ballot from membership present at the April meeting. Nominations will also be accepted from the floor by the membership at the April meeting. Results will be announced at the conclusion of the April meeting and in written form to the general membership following the April meeting, available on the PTO website.
 - f. Both Board Members and Committee Chairpersons will be governed by a term limit clause of three years in the same office. This limit may be extended by majority vote of the Executive Board if a volunteer for the position does not come forth.
 - g. Officers shall assume their duties at the beginning of the next fiscal year, July 1. The months of May and June shall serve as the transition period between the outgoing officers and the incoming officers. During this time-and no later than July 1, all officers shall deliver to their successors all official material. During this transition time, all board members who have signing privileges that are not returning will be removed from the bank(s), turn in credit cards, etc. New board members will meet with the treasurer and president to become signers on the accounts.
 - h. If a Board member resigns, the executive board will solicit volunteers to replace the officer. At the next scheduled PTO meeting any candidates may run for the position and thus be elected. They will serve out the remainder of the term.

10. Voting rights shall be extended to all attendees at the monthly meetings. The President shall vote only in case of a tie. A majority of those present at any meeting shall constitute a quorum. Members must be present to vote. Votes may be taken with email voting among the board. Any email voting results must be reported at the next meeting and included in the minutes.

ARTICLE VI MEETINGS

General meetings of the PTO shall be held at least monthly (August – May) at Innovation Academy. Specific times and dates for each meeting will be announced by the Executive Board. The specific dates, time and location will be posted on the PTO website. Meetings shall be conducted by the President, or in his/her absence, the President-Elect. Written notices of each meeting shall be given prior to the meeting and distributed to the office for posting. A teacher representative should attend each meeting to provide feedback to the PTO and to the Staff about the PTO meeting.

A special meeting shall be called by the President or members of the Executive Board or five parents/guardians petitioning the Executive Board with notification to the Principal. Written notice shall be distributed for special meetings not less than three school days prior to the date set for such meeting and stating its purpose.

The annual membership meeting shall be held in May before the close of the school year. This shall consist of, but not necessarily limited to, a written Treasurer's Report.

Order of Business

The order of business at all regular meetings shall be as follows, but not limited to:

1. Reading of Minutes
2. President's Report
3. Treasurer's Report
4. Principal's Report
5. Committee Reports
6. Old Business

7. New Business
8. Call to Membership

Robert's Rules of Order is the final rulemaking authority for Innovation Academy PTO.

Executive Board Meetings may be used to informally discuss PTO procedures, budget foundation, meeting with Principal, etc. Executive Board meetings may not pass budgets, expenditures over \$500, Bylaw changes or amendments.

ARTICLE VII EXECUTIVE BOARD AND OFFICERS

The Executive Board shall consist of seven officers designated as President, President –Elect, Vice President of Communications, Vice President of Fund Raising, Vice President of Volunteers, Secretary, Treasurer and expanded to nine to include up to two Member at Large positions. Positions may be split to form co-positions; a detailed description of job duties must be made available to the Executive Board, Principal and Administrative Assistant. Should an Executive Board member miss more than two consecutive meetings, the board is charged with determining whether to remove the officer in question and vote to replace in a General Meeting. All officers and committee members will sign a Conflict of Interest form, collected by the Secretary, annually.

The Executive Board shall have the right to remove for cause any Executive Board member at any General or special meeting called for that purpose. A majority vote, in person shall effect the removal of a member.

ARTICLE VIII COMMITTEES

1. Standing or special committees may be created by the Executive Board as deemed necessary to promote and facilitate the purposes of the organization. These should include, but are not limited to: staff appreciation, communication, welcome event, honors events, fund raising, carnival/festival, cookie dough, merchandise, family support, Angel Tree, promotion, direct giving, etc.

2. Committee chairs shall be appointed by the President. The President shall be an ex-officio member of all committees.

3. A PTO Executive Board member will be assigned to oversee each PTO program or event offered at Innovation Academy to ensure procedures are followed, budgets are maintained and to offer any other guidance necessary.

4. Committee Chairs are responsible for maintaining records for the event/program. The chairperson is responsible for adhering to budgets and guidelines as determined by the Executive Board and Innovation Academy administration. No committee shall exceed the stated budget for any event or program without written approval by the Executive Board member assigned to oversee that committee. Each committee chairperson will be given a program/event description, money collection form, evaluation form, etc. to be filled out and reviewed at a PTO meeting upon completion.

ARTICLE IX AMENDMENT OF BYLAWS

1. Bylaw changes must be proposed in writing and presented during the PTO General Meeting prior to the PTO General Meeting where the vote will take place. Proposed Bylaw changes must be listed on the PTO agenda. Proposed Bylaw changes must be listed in a PTO email listing the original Bylaws and any changes proposed immediately after the meeting where the changes were proposed. Revised Bylaws must then be

emailed out to the members through the weekly email or posted on the Innovation Academy PTO's website within a week of approval.

2. The Bylaws may be amended by the affirmative vote of the Majority of members present at any meeting, then disclosed to the parents by inclusion in the weekly email communication and posted in the office.

ARTICLE X SPENDING LIMITATIONS & BUDGET BASICS

1. There shall be a minimum of \$3,000 to be carried over in the PTO account to the following year to provide funding for start of the year activities.

2. The PTO organization will limit to \$250.00 annually the amount available to organizations or persons outside Innovation Academy. This includes LEAP AHEAD and/or Amphi Foundation. This is not per organization but a total per year for all organizations.

3. The Executive Board shall have the authority to spend up to \$500 in emergency funds between PTO meetings. These funding expenditures are for the purpose of addressing needs that, at the discretion of the Executive Board, require a response before the next scheduled PTO meeting. Such fund approval shall be placed on the Agenda as New Business of the PTO meeting following the expenditure, for review with the attendees of the General meeting.

4. There will be line items for the following expected programs (but not limited to):

- a. Fundraising: Box Tops, escrip, restaurant night out, direct giving, sales, merchandise, etc.;
- b. Capital Projects (Needs determined by the principal);
- c. Community Support (used for student/family emergency and Angel Tree Program);
- d. Educational Programs (Program to be determined by Principal, if funding is available);
- e. Revenue Expenditures: Constant Contact/parent email system, website, handouts; supplies, printing, and other expenses;
- f. Classroom Supplies;
- g. Staff Appreciation (Staff appreciation includes monthly events to show the staff PTO cares);

5. The Executive Board may choose to provide up to 4 debit cards for Executive Board Members. These cards are the property of Innovation Academy PTO and will be relinquished upon service end or if asked by the Executive Board.

6. There are checks, potentially PayPal and debit cards for the account. The President and Treasurer will both have access to these additional spending options. The Principal will be given any and all sign in and passwords to oversee these options as necessary. Checks require two signatures. Check requests require a board member approval for any expenditure over \$200. The Organization may be dissolved only in accordance with Arizona law.

ARTICLE XI DISSOLUTION

Upon dissolution of the organization, any assets remaining after payment of, or adequate provision for, the Organization's debts and obligations, shall be distributed to a non-profit fund, foundation or organization, organized for purposes similar to those for which this organization was formed, which qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, as the Board of Directors shall determine. Any assets not disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located exclusively for such exempt purposes.

ARTICLE XII INDEMNIFICATION

The Organization may indemnify any person against liability and expenses, including without limitation, attorneys’ fees, judgments, fines and amounts paid in settlement, actually and reasonably suffered or incurred by reason of the fact that he/she is or was a director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other entity, in all circumstances in which, and to the extent that, such indemnification is permitted by A.R.S. §§ 10-3851 and 10-3856, as such provisions may hereafter be amended or renumbered, or the analogous provision of any future Arizona nonprofit corporation code. Any indemnification hereunder shall be made by the Organization only as authorized by the Board of Directors pursuant to A.R.S. § 10-3855, as it may hereafter be amended or renumbered, or the analogous provision of any future Arizona nonprofit corporation code.

The Organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Organization, or was serving at the request of the Organization as a director or officer, 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 the Organization would have had the power to indemnify him against such liability under this Article.

The indemnification herein above permitted shall not be exclusive of any rights to which any director or officer of the Organization may otherwise be entitled by law, including mandatory indemnification under A.R.S. § 10-3852.

Dated: 4/18/2018

By: _____
Vince Pike, Director

By: _____
Emily Erickson, Director

By: _____
Jennifer Tillman, Director

By: _____
Kathryn Koenig, Director

By: _____
Asha O’Shea, Director

By: _____
Barbara Anderson, Director

By: _____
Christina Berndt, Director

By: _____
Jenn Taduran, Director

By: _____
LaKisha Prewitt, Director