

BYLAWS
OF

HENRY A. WALLACE ELEMENTARY SCHOOL PARENT-TEACHER ORGANIZATION,
INC

ARTICLE 1
OFFICES, CORPORATE SEAL

Section 1.01. Offices. The corporation may have such offices, as the Directors determine.

Section 1.03. Corporate Seal. The corporation may have a corporate seal of a design and form to be determined by the Board of Directors.

ARTICLE II
BOARD OF DIRECTORS, and MEMBERS

Section 2.01. Members. Any individual who is a parent, stepparent, legal guardian, foster parent or caregiver of a child(ren) who is a student at Wallace Elementary or the Johnston Early Learning Academy or a member of the professional staff of either Wallace Elementary or the Johnston Early Learning Academy, may join, by contributing the nominal membership fee established by the Board of Directors. Each dues paying member shall have one vote pertaining to matters of record at regularly scheduled, special or organizational meetings. Members must be in attendance and current with dues obligations to exercise voting privileges.

Section 2.02. General Powers. The Property, affairs and business of the corporation will be managed by the Directors.

Section 2.03. Property. No Director will have any right, title or interest in or to the property of the corporation.

Section 2.04. Number, Qualification and Term of Office. The Board of Directors shall consist of the elected officers of the corporation and the Wallace Elementary school principal, and the Director of the Johnston Early Learning Academy. However, the number of voting Directors may be increased or decreased to any number, by vote of the Directors. Any change in the number of Directors will be voted on and approved by a majority of the Directors before becoming effective. Those new Directors shall be appointed by those remaining duly qualified Directors.

Directors shall receive no compensation.

Any Director holding office shall attend at least 6 monthly meetings of the Board in each

year of service, unless excused by action of the Board.

Section 2.05. Resignation. Any Director may resign at any time by giving written notice to the President of the Board or to the Secretary. The resignation takes effect at the time specified by the Director and the acceptance of the resignation is not necessary to make it effective.

Section 2.06. Vacancies. Any vacancy in the Board of Directors will be filled by a person receiving a majority vote of the remaining Directors. Any Director so elected will hold office for the remaining term of that vacancy or until his or her successor is duly elected and qualified.

Section 2.07. Place of Meeting. The Board may hold its meetings or meetings of the members at any location it chooses, with notice.

Section 2.08. Annual Meetings. An annual meeting shall be held during the month of May to elect officers and conduct any other business. Notice of the annual meeting will be given in writing or by email, not less than ten (10) days prior to the meeting date.

Section 2.09. Regular Meetings. Regular meetings of the members will be held monthly during the academic school year. Written or email notice of regular meetings shall be given five (5) days prior to the meeting.

Section 2.10. Special Meetings Notice. Special meetings may be called by the President. Notice of special meetings will be e-mailed or delivered personally or by telephone to each member at least 24 hours prior to the meeting,. The notice must include the time and place of the meeting, but need not state the purposes except as provided in Section 2.12. Any meeting will be a legal meeting without any notice having been given if all of the Directors, then in office, are present at the meeting, or waive such notice in writing before, at, or after the meeting.

Section 2.11. Quorum and Manner of Acting. A minimum of one half of the Directors is required to constitute a quorum to transact business at any meeting of the Board, and the act of a majority of the Directors present at such a meeting will be the act of the Board. In the absence of a quorum a majority of the Directors present may adjourn the meeting. Notice of any adjourned meeting need not be given.

The members present at a general membership meeting or special meeting of the members shall constitute a quorum of the members and shall be entitled to take action on behalf of the corporation.

Section 2.12. Removal of Directors. Any Director may be removed with or without cause at any time. Removal requires an affirmative vote of 20% of the voting members at a special meeting called for that purpose. Proper notice to the members must be given in writing ten (10) days prior to the meeting, and to the Director subject to the Motion to Remove, with the

reasons, if any, included. The resulting vacancy will be filled in the manner specified in Section 2.06.

Section 2.13. Proxies. Proxies shall not be allowed.

Section 2.14: Parliamentary procedure. Any question concerning procedure at any meeting of the Board or of the members shall be determined by the President by reference to Robert's Rules of Order.

ARTICLE III

OFFICERS

Section 3.01. Number. The officers will be a President, a Vice –President (or Co-President if the Board so chooses), a Secretary, and a Treasurer, and if the Board chooses, other officers. No Director shall hold more than one (1) office concurrently.

Section 3.02. Election, Term of Office and Qualifications. Except in the case of officers appointed by the provisions of Section 3.08, each will hold office for one (1) year beginning on July 1 of each calendar year, or until a successor is duly elected and qualified, or until death, or resignation, or removal in the manner herein provided. Any person nominated for election shall have been an active member for the preceding year, unless as otherwise determined by the then current members of the Board.

Section 3.03. Resignations. Any officer may resign his or her office by giving written notice to the Board of Directors. Any resignation will take effect at the time specified and the acceptance of the resignation shall not be necessary to make it effective.

Section 3.04. President conducts the meetings of the corporation and is its chief executive officer and has general management of the business of the corporation. When present, the President presides at all meetings of the Board and/or the members. He or she sees that all orders and resolutions of the Board or members are carried out. The President may execute and deliver any deeds, mortgages, bonds, contract or other instruments pertaining to the business of the corporation, including without limitation any instruments necessary or appropriate to enable the corporation to donate income or property of the corporation to or for the account of such organizations, causes and projects that the corporation was organized to support. The President shall maintain a listing of all current members, and shall have all other such duties as are normally associated with that office.

Section 3.05. Vice President or (Co-President) will have such powers and duties as may be specified in the Bylaws or prescribed by the Board or the President. In the event of absence or disability of the President, the Vice President shall succeed to his or her power and duties in the order designated by the Board. In the event, that Co-Presidents are not used, the

Vice President shall assume the Presidency in the subsequent year. The Vice-President shall also prepare the Biennial report for the Iowa Nonprofit Corporation, due to the Secretary of State in the first quarter of odd-numbered years, and provide a copy to the Secretary.

Section 3.06. Secretary. The Secretary or designee records the proceedings of the meetings of the Board, and of the members, and notifies the Directors and members of all meetings, and performs such other duties as required by the Board or by the President, and in general performs all duties incident to the office of the Secretary. Minutes of all meetings shall be distributed to the Board and members. Minutes shall be maintained for a period of three years. The Secretary shall maintain the current By-laws, Articles and most recent Biennial report.

Section 3.07. Treasurer. The Treasurer or designee will keep accurate accounts of all moneys of the corporation received or disbursed. The Treasurer deposits moneys, drafts and checks to the credit of the corporation in banks and depositories designated by a majority of the Board. He or she may endorse for deposit all notes, checks and drafts received by the corporation and render as required an account of all transactions, and of the financial condition of the corporation. Other duties may be prescribed by the Board and in general the Treasurer shall perform all duties incident to the office. All checks shall be signed by the Treasurer.

The Treasurer is authorized to make necessary payments on purchases up to \$1000 without authorization. Any payment exceeding \$1000 must have written or email approval, prior to or subsequent to the expenditure, by the President. The Treasurer shall present his or her financial report at each meeting of the Board or of the members. The Treasurer shall maintain records of the corporation for a minimum of five years. The Treasurer shall prepare, certify and file, or cause to be prepared, the financial statements and reports, including IRS form 990, when required by law.

The Treasurer's accounts will be examined annually. An audit will be conducted by an accounting professional appointed by the Board, or an auditing committee, comprised of not less than three members appointed by the Board, who when satisfied that the accounts are correct, shall sign a statement to that effect.

The Treasurer shall maintain a minimum balance of \$3000 for the fiscal year, which shall begin on July 1.

Section 3.08. Other Officers. The corporation may have other officers and agents as may be deemed necessary by the Board. Their appointment, duties and terms will be determined by resolution of the Board of Directors.

ARTICLE IV COMMITTEES

The Board of Directors may act by and through committees specified in resolutions adopted by a majority of the Directors. The duties and responsibilities will be designated by the Board and each such committee will be subject to the direction of the President of the Board who

shall manage and coordinate their work.

ARTICLE V FISCAL AGENTS

This corporation may designate such fiscal agents, investment advisors and custodians as the Board may select by resolution. The Board may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor or custodian.

ARTICLE VI FIDUCIARY RESPONSIBILITY

It shall be the policy of this corporation that the Board of Directors shall assume and discharge fiduciary responsibility with respect to all funds held or administered by this corporation.

ARTICLE VII POLICIES WITH RESPECT TO DISTRIBUTION OF PRINCIPAL AND INCOME AND RELATED MATTERS

Section 7.01. Annual Distributions. This corporation may make distributions for one or more of the educational purposes for which it is organized in an amount determined by the Board to be appropriate. This includes administrative expenses and amounts paid to acquire an asset used (or held for use) directly in carrying out one or more of its purposes. In any such distribution of funds there will be no discrimination on account of the age, sex, color, religious affiliation, national origin or disability condition of the individuals or programs to be benefitted there by.

Section 7.02. No Self-Dealing. This corporation will not engage in any act which would constitute “self-dealing” as defined in Section 4941 (d) of the Internal Revenue Code.

Section 7.03. No Jeopardy Investments. This corporation will assure that no funds, whether owned by the corporation or vested in a trust for the benefit of the corporation, are invested or reinvested in such a manner that jeopardizes the carrying out of any purposes for which this corporation is organized.

Section 7.04. Expenditure Responsibility. Through its Board this corporation will exercise “expenditure responsibility”, as defined in Section 4945 (h) (1) and (2) of the Internal Revenue Code as now enacted or as hereafter amended, with respect to all grants and distributions.

Section 7.05. Reasonable Return. The Directors will take steps to assure that each Director, agent, or custodian of the unrestricted trusts or funds that are a component part of this corporation, administer them in accordance with accepted standards of fiduciary conduct to produce a reasonable return of net income.

ARTICLE VIII BOOKS OF RECORD, AUDIT, FISCAL YEAR, BOND

Section 8.01. Books and Records. The Board of Directors will keep:

- (1) records of all proceedings of the Board, its members, and Committees; and
- (2) all financial statements of this corporation; and
- (3) Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements; and
- (4) other records and books of account necessary and appropriate to the conduct of the corporation business.
- (5) a record of the names and contact information of all members.

Section 8.02. All books and records of the corporation shall be available for inspection by any member or their agent or attorney, for any purpose at reasonable times, upon request to the Treasurer.

Section 8.03. Fiscal Year. The fiscal year of the corporation will be from July 1 to June 30 of each year.

Section 8.04. Bond. The corporation may obtain bond on such people and in such amounts as may from time to time be deemed necessary by the Board of Directors.

ARTICLE IX WAIVER OF NOTICE

Whenever any notice is required to be given by these Bylaws or any of the corporate laws of the State of Iowa, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at, or after the meeting.

ARTICLE X INDEMNIFICATION

The corporation will indemnify any present or former Director, officer, employee or agent of this corporation, to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his or her conduct as a director, officer, employee member or agent of this corporation, except that the mandatory indemnification required by this sentence shall not apply (I) to a breach of the duty of loyalty to the corporation; (ii) for a misconduct or knowing violation of the law; (iii) for a transaction from which such person derived an improper personal benefit; or (iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the corporation, or against expenses in any such case, where such persons shall be adjudged liable to the corporation.

Service on the Board of the corporation, or as an officer, employee or agent thereof, is deemed by this corporation to have been undertaken and carried on in reliance by such persons on the full exercise by the corporation of all powers of indemnification which are granted to it under this Article and the Iowa Nonprofit Corporation Act as amended from time to time. Accordingly, the corporation shall exercise all of its powers whenever, as often as necessary and to the fullest extent possible, to indemnify such persons. Such indemnification shall be limited or denied only when and to the extent provided above unless the Iowa Nonprofit Corporation Act or other applicable legal principles limit or deny the corporation's authority to so act. This Article and the indemnification provisions of the Iowa Nonprofit Corporation Act (to the extent not otherwise governed by controlling precedent) shall be construed liberally in favor of the indemnification of such persons.

ARTICLE XI AMENDMENTS

The Board of Directors may amend this corporation's Articles of Incorporation, and these Bylaws, to include or omit any provision which could be lawfully included or omitted and any number of amendments, or an entire revision or restatement of the Articles of Incorporation or Bylaws, may be submitted and voted upon at a single meeting of the Board and be adopted at such meeting a quorum being present. However, amendment of Article II (Purposes) of the Articles of Incorporation may be made only with the unanimous approval and resolution of all qualified Directors.

Adopted this ____ day of _____, 2019.

Secretary, Johnston PTO and Learning Center

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