

**BYLAWS
OF
THE PERCY PRIEST PARENT-TEACHER ORGANIZATION**

ARTICLE I – NAME AND OFFICES

The name of this organization is the Percy Priest Parent-Teacher Organization (the “Organization”). These Bylaws shall regulate the affairs of the Organization, subject to the provisions of the Organization’s Charter and any applicable provision of the Tennessee Nonprofit Corporation Act Sec. 48-51-101, et. Sec. (the “Act”).

Offices

Section 1. Principal Office. The principal office of the Organization and its mailing address shall be 1700 Otter Creek Road, Nashville, Tennessee 37215.

Section 2. Registered Office. The registered office of the Organization shall be in Davidson County, Tennessee. The registered agent and the address of the registered office may change from time to time, as determined by the Board.

ARTICLE II – PURPOSE AND BASIC POLICIES

Section 1. General Purpose. This Organization is not related to any local, state or national parent/teacher association. The objectives of this Organization are:

- A. To promote the mission of Percy Priest Elementary School and the welfare of its students in the home, school and community.
- B. To bring the home, school and community into closer relationship, so that parents and teachers may cooperate intelligently in the education of Percy Priest Elementary School students.
- C. To provide materials and opportunities for students and teachers which are not otherwise funded through the school system.

Section 2. Basic Policies. The following are basic policies of this Organization:

- A. The Organization shall be noncommercial, nonsectarian and nonpartisan.
- B. The name of the Organization or the names of any members in their official capacities shall not be used in connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purpose of the Organization.
- C. The Organization shall not directly or indirectly participate or intervene in any way (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

- D. The Organization shall seek to improve the quality of education for all students, working in harmony with the faculty and with the decision-making processes established by the Metro Nashville Board of Education and the administration of Percy Priest Elementary School.
- E. The Organization may cooperate with other organizations and agencies concerned with the improvement of education, but persons representing the Organization in such matters shall make no commitments that bind the Organization.

ARTICLE III – MEMBERSHIP AND DUES

Section 1. Membership. The membership of the organization is open to all parents, guardians, teachers, administrators and staff at Percy Priest Elementary School, without need for enrollment or payment of fees. Membership in this Organization shall be made available to any individual who subscribes to the objectives and basic policies of the Organization, without regard to sexual orientation, race, color, creed, national origin, religion, age, disability status, genetics, gender identity or expression, or any other characteristic protected by federal, state or local laws.

Section 2. Voting. All members shall be eligible to vote in business meetings or to serve in any of the Organization’s elective or appointive positions, except for the designated Board roles for parents / guardians, teachers, Principal and Vice Principal, which are stipulated herein.

Section 3. Regular Meetings. There shall be regular meetings of the members as determined by the Board. Such meetings shall be held within Davidson County, Tennessee, and may be held on any day set pursuant to resolution of the Board. Any five (5) members of the general membership also may call a meeting of the members.

Section 4. Notice. Notice of any meeting of the members shall be given at least ten (10) calendar days prior thereto, in a form decided by the Board. Any member may waive notice of any meeting. The attendance of any member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction or any business because the meeting was not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the membership needs to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws in advance of the meeting.

Section 5. Quorum. The quorum at any regular or properly called meeting shall consist of those in attendance.

Section 6. Manner of Acting. The act of a majority of the members present at a meeting shall be the act of the membership, except where otherwise provided by law or by these Bylaws. Proxy voting shall be permitted at meetings of the members.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. General Powers. The Board shall supervise, manage and control all of the affairs, business activities, and policies of the Organization.

Section 2. Number. The Board shall be comprised of officers of the Organization. From time to time, upon resolution by the Board, the Board may increase or decrease the number of officers, provided that the Board always consists of at least nine (9) individuals.

Section 3. Meetings. The Board shall have regular meetings as determined by the Board. Any one (1) member of the Board may call a Board meeting. Notice shall be provided consistent with Article III, Section 4. A majority of the directors shall constitute a quorum, and the act of a majority of the officers at a meeting at which a quorum is present shall be the action of the Board. Meetings may also be held by conference call. Actions may be taken by written consent as approved in the Act.

Section 4. Advisors to the Organization. The Board may elect or appoint any person or persons to act in an advisory capacity to the Organization or in any honorary capacity with respect to the Organization.

Section 5. Limits. No two (2) persons from the same household shall serve as directors of the Organization during the same school year. The Board has the authority to reassign specific job duties as necessary or required.

ARTICLE V – OFFICERS

Section 1. Positions. The officers of the Organization shall be elected parent / guardian members serving as President, President-Elect, one (1) or more Vice Presidents, Treasurer, Assistant Treasurer and Secretary. Officers may include one (1) or two (2) Presidents and one (1) or two (2) Presidents-Elect, and such other officers and assistant officers as may be deemed necessary by the Board. Additionally, the school Principal shall appoint the Vice Principal, if such role exists, and two (2) teacher liaisons to the Board. The Principal, Vice Principal and both teacher liaisons shall be voting members of the Board. The Past-President shall serve as a non-voting, *ex officio* member of the Board.

Section 2. Nomination and Election of Officers. The Officers of the Board shall be considered and proposed by a nominating committee (“Nominating Committee”), which shall be chaired by the President-Elect. Committee members shall include but not be limited to the Principal (or her/his designee), plus two (2) additional members of the Organization who are members of the Board. The Nominating Committee shall solicit recommendations for new parent / guardian Board members from the entire membership. The consent of each candidate must be obtained before their name is placed in nomination. The Nominating Committee shall then nominate one (1) candidate for each office to be filled by election of the membership, no later than the May (final) membership meeting. It is desirable but not required that the nominee for President has previously served in a Board position. This slate of candidates shall be published via the school’s standard broadcast messaging channels no less than three (3) weeks before the membership meeting where the election will be held. If the election of officers shall not be held by the final general membership meeting of the academic year, such election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until his or her successor shall have been duly chosen, or until his or her death, resignation or removal as provided hereinafter.

Section 3. Term and Vacancies. Officers shall assume their responsibilities following the close of the last regular meeting of the school year (generally the May meeting). The President, President-Elect, Treasurer and Assistant Treasurer shall each serve one (1) year terms, with the President-Elect and Assistant Treasurer stepping into the role of President and Treasurer, respectively, for the following year. The Secretary shall serve for a two (2) year term. Any additional officers shall serve for a term determined by the Board prior to their election to the position. A person shall not be eligible to serve more than two (2) consecutive terms in the same

office. More than one half of a term shall be considered a full term for the purpose of this Article. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority decision of the Board.

Section 4. Resignations. Elected officers may resign their positions by notifying the President or the Board in writing. Resignation shall be effective upon receipt of the letter.

Section 5. Removal. Any officer appointed by the membership may be removed, with or without cause, by a majority vote of the membership. An officer can be terminated by two-thirds vote of the Board.

Section 6. Duties of Officers. In addition to such additional duties that may be assigned to the officers of the Board, the officers of the Organization shall be qualified and shall perform their duties as follows:

- A. **President.** The President shall determine the agenda for regular Board meetings and preside at all meetings of the Organization and of the Board. The President shall serve as an authorized signatory of the Organization. In general, the President shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board.
- B. **President-Elect.** The President-Elect may be called upon to temporarily assume the position of the President and preside at meetings in the absence of the President. The President-Elect will assume the duties of the President in the event of the President's resignation or termination until the position is filled and acts as an aide to the President. The President-Elect shall perform such duties as from time to time may be assigned to such President-Elect by the President or the Board. The President-Elect will succeed to the position of President following the end of his/her one-year term as President-Elect.
- C. **Secretary.** The Secretary shall keep the minutes of all meetings of the Organization and of the Board; shall see that all notices are duly given in accordance with the provisions of these Bylaws; and shall be responsible for all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the President or the Board.
- D. **Treasurer.** The Treasurer shall have custody of all funds of the Organization; shall maintain such books as are required to account completely for all monies received and disbursed; and, in accordance with the budget adopted by the Organization and rules associated with the Organization's 501(c)(3) charity status, shall make disbursements authorized by either the President, the Board or the Organization.

The Treasurer shall chair a Finance Committee which shall meet as necessary to assist the Treasurer in development of the budget. The Treasurer shall present a draft budget for the upcoming financial year to the Board in April of each year; shall present a financial report at every meeting of the Organization and at other times when requested by the Board; and shall make a full report at the meeting after which new officers officially assume their duties.

The Treasurer shall have the assistance of the Assistant Treasurer in all duties, and shall be responsible for training the Assistant Treasurer in the duties of the office.

E. Assistant Treasurer. The Assistant Treasurer shall serve as the assistant to the Treasurer in all responsibilities (as defined above) and shall become fully familiar with the accounting practices of the Organization. The Assistant Treasurer will succeed to the position of Treasurer following the end of his/her one-year term as Assistant Treasurer.

Section 7. Duties of Additional Officers. The additional officers of the Organization shall have such duties as are assigned by the Board.

Section 8. Compensation. Officers of the Organization shall serve without compensation, but may be reimbursed for expenses consistent with the Organization's budget and incurred on behalf of the Organization in connection with their duties.

ARTICLE VI - COMMITTEES

Section 1. Committees. The Board shall establish such committees as the Board deems necessary. The term of committee chairpersons to serve in the same role shall be no more than two (2) consecutive years. If a qualified person is not found to replace a committee chair who has served in a given capacity for two (2) years, the Board may determine that the committee chair may remain in that capacity for a subsequent term or terms.

Section 2. Finance Committee. The Finance Committee shall set the annual budget for the Organization, which shall be approved by the Board. The Treasurer shall be chair of the Finance Committee and the committee membership shall be set by the Board but should include parent / guardian members of the Board and the teacher liaisons.

ARTICLE VII - MISCELLANEOUS

Section 1. Fiscal year. The fiscal year of the Organization shall begin on July 1 and end on the following June 30.

Section 2. Checks. All checks or demands for money and notes of the Organization shall be signed by any two (2) of the following officers: President, President-Elect, Treasurer and Assistant Treasurer.

Section 3. Deposits. All funds of the Organization shall be deposited from time to time to the credit of the Organization in one (1) or more banks, trust companies or other depositories as the Board may from time to time select. There shall only be one (1) operating account for the Organization at any one time.

Section 4. Contracts or Other Documents. The Board, except as otherwise required by law, the Charter or these Bylaws, may authorize any officer or agent of the Organization, in addition to the President, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Organization and such authority may be general or confided to specific instances.

Section 5. Gifts. The Board may accept on behalf of the Organization any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Organization.

Section 6. Waiver of Notice. Wherever any notice whatsoever is required to be given under the provisions of these Bylaws, the Charter or the Act, a waiver thereof signed by the person or

persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII – EXCULPATION OF OFFICERS

Section 1. General Exculpation. To the fullest extent that the law of the State of Tennessee as it exists on the date hereof or as it may hereafter be amended permits the limitation or elimination of the liability of officers, no officer of the Organization shall be personally liable to the Organization for monetary damages for breach of fiduciary duty as an officer; provided, however, that this provision is not intended to eliminate or limit the liability of an officer (i) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (ii) unlawful distributions under Section 48-58-304 of the Act, as amended from time to time.

Section 2. Effect of Amendments to Act. If the Act is amended after approval of these Bylaws to authorize corporate action further limiting or eliminating the personal liability of officers, then the liability of an officer of the Organization shall be deemed to be limited or eliminated to the fullest extent permitted by the Act, as amended.

ARTICLE IX – INDEMNIFICATION

Section 1. General Powers. The Organization shall indemnify, and upon request shall advance expenses to, in the manner and to the full extent permitted by law, any officer (or the estate of any such person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was an officer of the Organization, or is or was serving at the request of the Organization as an officer, partner, trustee or employee of another corporation, partnership, joint venture, trust or other enterprise (an “indemnitee”). To the full extent permitted by law, the indemnification and advances provided for herein shall include expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement. The rights to indemnification and advancement of expenses set forth above are intended to be greater than those which are otherwise provided for in the Act, are contractual between the Organization and the person being indemnified, his heirs, executors and administrators, and are mandatory, notwithstanding a person’s failure to meet the standard of conduct required for permissive indemnification under the Act, as amended from time to time.

Section 2. Prohibited Indemnification. Notwithstanding the foregoing, the Organization shall not indemnify any such indemnitee (1) in any proceeding by the Organization against such indemnitee; or (2) if a judgment or other final adjudication adverse to the indemnitee establishes his liability for (i) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (ii) unlawful distributions under section 48-58-304 of the Act, as amended from time to time.

Section 3. Non-Limiting Application. The indemnification provided herein shall not be deemed to limit the right of the Organization to indemnify any other person for any such expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement to the full extent permitted by law, both as to action in his official capacity and as to action in another capacity while holding such office. The rights to indemnification and advancement of expenses set forth in Article X, Section 1 above are nonexclusive of other similar rights which may be granted by law, the Charter, the Bylaws, a resolution of the Board, or an agreement with the Organization,

which means of indemnification and advancement of expenses are hereby specifically authorized.

Section 4. Insurance. The Corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him or her.

Section 5. Repeal or Modification Not Retroactive. Any repeal or modification of the provisions of this Article, either directly or by the adoption of an inconsistent provision of these Bylaws, shall not adversely affect any right or protection set forth herein existing in favor of a particular individual at the time of such repeal or modification. In addition, if an amendment to the Act limits or restricts in any way the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification, which occurs subsequent to the effective date of such amendment.

ARTICLE X - ADOPTION AND AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws may be adopted by a majority of a quorum of the members present at any meeting of the membership.

These Bylaws were approved by a _____ vote at the _____, 2021 regular business meeting of the full membership of the Percy Priest Parent-Teacher Organization.

Katie Agnew
Recording Secretary