

**SECOND AMENDED BYLAWS
OF THE OLD TOWN ACADEMY PARENT FOUNDATION**

ARTICLE 1. NAME

1.1 The name of this organization is the Old Town Academy Parent Foundation of Old Town Academy Charter School (hereinafter referred to as the “Foundation”). The Foundation shall operate as a nonprofit corporation.

ARTICLE 2. PURPOSES AND DUTIES

2.1 The Foundation is to support Old Town Academy Charter School’s (hereinafter referred to as “OTA”) values in the following ways:

2.1.1 to facilitate community building and family involvement in school activities and fundraising events;

2.1.2 to provide support to OTA faculty and staff;

2.1.3 to contribute to the overall financial health of OTA;

2.1.4 to plan school activities and events;

2.1.5 to identify specific needs at OTA and address them; and

2.1.6 to bolster the STREAM (Science, Technology, Robotics, Engineering, Art, and Mathematics) curriculum.

2.1.7 It shall be the duty of the Foundation to develop a specific fundraising action plan on an annual basis, and to carry out and implement the details of such plan in a manner consistent with the plan. The fundraising action plan shall be consistent with the overall philosophy that “less is more” with the understanding that fewer fundraising events, with significant collective economic contribution, are favored over many fundraising events, with generally less significant individual economic contribution.

2.1.8 Notwithstanding the above, the Foundation shall not seek to direct the administrative activities or policies of OTA.

ARTICLE 3. IMPLEMENTATION

3.1 The Foundation purposes and duties set forth in Article 2 will be promoted through

meetings, events, programs, and projects.

3.2 The Foundation's funds shall be used only for the purposes listed in Article 2.

ARTICLE 4. DEFINITION AND VOTING RIGHTS OF FOUNDATION MEMBERS

4.1 Membership.

All staff, faculty, parents, and guardians of OTA students shall be members of the Foundation.

4.2 Voting Rights.

All Foundation members, with the exception of the Council officers, are nonvoting members on agenda items, except at the May meeting when Council elections are held, as specified in Article 7, Section 7.2.

ARTICLE 5. MEETINGS

5.1 Regular Meetings.

During the school year, the Foundation shall meet at a minimum quarterly, and up to once a month with the possible exception of July. The annual meeting schedule will be determined by the President and set forth in the school calendar at the start of each school year. In the event a meeting is cancelled or rescheduled, twentyfour (24) hours' notice shall be given when feasible.

5.2 Special Meetings.

Special Foundation meetings may be held if at least twentyfour (24) hours' advance notice is given via public announcement through the Foundation's normal communication channels. Such notice shall include the reason for holding the meeting.

5.3 Action Without Meeting.

Any action required or permitted to be taken by the Council may be executed without a meeting if all Council officers individually or collectively consent in writing to such an action. Such consent shall have the same effect as a majority vote of the Council, and shall be ratified in the minutes of the subsequent Foundation meeting.

5.4 Quorum.

A majority of the Council officers shall constitute a quorum in order to conduct business. Once a quorum is present, the Council officers may continue to contract business until adjournment, even if enough officers have withdrawn to leave less than a quorum.

ARTICLE 6. THE FOUNDATION COUNCIL (THE “COUNCIL”)

6.1 Officers. The Council shall consist of the following twelve (12) officers:

- President
- Vice President
- Secretary
- Treasurer
- Volunteer Coordinator
- Communications Coordinator
- Webmaster
- Parliamentarian
- Auditor
- Fundraising Chair
- Staff Representative
- Principal (nonelected/nonvoting)

Additional officers may be added as determined by the Council. However, the authorized number of officers shall be neither less than five nor more than twelve, with the exact number to be fixed within those limits by Council approval. Any elected position, except that of President, may be shared between two people upon the approval of the Council.

6.2 General Duties of the Council.

6.2.1 The Council shall act on behalf of the Foundation in the management of the affairs, funds, and expenditures of the Foundation. The Council shall be governed by the policies set forth in these Amended Bylaws.

6.2.2 The Council has adopted a separate Conflict of Interest policy for the Foundation.

6.2.3 All Council officers, except the Principal, shall have the right to vote. If a position is shared, then that position is only entitled to one vote. If two positions are held by one Council officer, that Council officer is still entitled to only one vote. Foundation members may attend Foundation meetings as nonvoting members. If an item of a particularly sensitive or confidential nature appears on the agenda, discussion regarding that item

will be held in closed session with Council officers only.

6.2.4 Each Council officer, except the Principal, shall maintain a record of the year's activities of that specific position, which will be turned over to his or her successor.

6.3 Specific Duties of the Council Officers.

6.3.1 President.

The President shall have general supervision, control, and direction of the Foundation. The President shall preside over all Foundation meetings. The President shall oversee all committees and financial expenditures of the Foundation. The President shall have the ability to form ad hoc committees as deemed necessary. The President shall work with the Treasurer to plan the Foundation budget. The President is authorized to sign contracts and other financial commitments that are approved by the Foundation on behalf of the Foundation. The President or a designated Council officer shall update the OTA School Board on Foundation activities. The President shall perform other duties deemed necessary by the Foundation.

6.3.2 Vice President.

The VicePresident will assume the President's responsibilities as described in Article 6, Section 6.3.1 in the event the President is absent or cannot fulfill his/her duties at any time. The VicePresident will also oversee grants. The VicePresident shall perform other duties deemed necessary by the Foundation.

6.3.3 Secretary.

The Secretary shall take and maintain records of the proceedings of the Foundation. He/she shall circulate the Foundation meeting minutes for approval within a reasonable time after each Foundation meeting. The Secretary shall ensure that all notices are duly given in accordance with the provisions of these Amended Bylaws. The Secretary shall perform other duties as deemed necessary by the Foundation.

6.3.4 Treasurer.

The Treasurer, with the assistance of the President, shall draw up a proposed budget for the school year. The Treasurer shall keep accounts of the financial transactions and records of the Foundation. The Treasurer shall ensure compliance with the financial controls as listed in Article 8, Section 8.3 of these Amended Bylaws. The Treasurer shall prepare financial updates to present at Foundation meetings. The Treasurer shall keep three (3) years of financial records readily available for review by any Foundation member. The Treasurer shall perform other duties as deemed necessary by the Foundation.

6.3.5 Volunteer Coordinator.

The Volunteer Coordinator is responsible for securing event chairs for all Foundation events. In addition, he/she shall manage a process for recruiting and encouraging volunteers to support OTA activities and programs. The Volunteer Coordinator shall perform other duties as deemed necessary by the Foundation.

6.3.6 Communications Coordinator.

The Communications Coordinator shall serve as a liaison between the Foundation and the Room Parents, and inform the Room Parents of all Foundation events and opportunities for the purpose of conveying such information to the Room Parents' respective classes' teachers and parent bodies. The Communications Coordinator shall perform other duties as deemed necessary by the Foundation.

6.3.7 Webmaster.

The Webmaster shall work closely with the President, Fundraising Chair, Communications Coordinator, and other Council officers to manage all IT-related responsibilities of the Foundation, including but not limited to, maintaining the Foundation website and all Council email accounts. The Webmaster shall perform other duties as deemed necessary by the Foundation.

6.3.8 Parliamentarian.

The Parliamentarian shall keep a copy of the current Amended Bylaws available for reference at each meeting. He/she shall assist the President during Foundation meetings by keeping track of motions, amendments, and voting during such meetings. The Parliamentarian shall provide input on any parliamentary questions that may arise, and shall perform other duties as deemed necessary by the Foundation.

6.3.9 Auditor.

The Auditor will assist the Council in its financial oversight role. The Auditor shall review the financial account(s) and internal controls of the Council. An internal audit will be conducted twice per year, in January and June. An audit report for each account will be prepared and presented to the Council. No official reporting is required unless the Auditor finds reason to document internal controls, suggest changes to policies and procedures, or discovers risk of misconduct or fraud. The Auditor shall perform other duties as deemed necessary by the Council. This is a voluntary position, and is not "independent and objective." The Auditor can never be an authorized executor on the Foundation accounts. The Auditor should always be impartial, and not be related by

blood or marriage, or reside in the same household, as the President or any other Council officer who handles funds. The Auditor shall perform other duties as deemed necessary by the Foundation.

6.3.10 Fundraising Chair.

The Fundraising Chair will oversee the ad hoc committees and their planning and execution of fundraising events decided upon annually by the Council. The Fundraising Chair is responsible for attending and scheduling meetings for the ad hoc committees, and to report on fundraising event progress to the Council. The Fundraising Chair will perform other duties as deemed necessary by the Foundation.

6.3.11 Staff Representative.

The Staff Representative's role is to attend Foundation meetings and give reports to OTA's staff at staff meetings. The Staff Representative will also serve as a liaison between the staff and the Foundation. The Staff Representative must be a current employee of OTA, excluding the Principal and any other Council officers. The Staff Representative will be a voting member of the Council, but his/her vote shall be representative of the staff. The Staff Representative will perform other duties as deemed necessary by the Foundation.

6.3.12 Principal.

The Principal shall serve in an advisory capacity to the Council to ensure that the Foundation's actions are in alignment with OTA's programs, policies, and procedures. The Principal is a nonelected, nonvoting member of the Council.

6.4 Eligibility.

6.4.1 No previous Council experience is required in order to be elected to any Council position, with the exception that the President must have held a previous office on the Council for at least one year in order to be eligible to become President.

6.4.2 Any Council officer may hold any number of offices concurrently, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

6.4.3 The VicePresident is encouraged to succeed the President, but this is not required. All Council officers shall serve twoyear terms with no suggested succession recommendation.

6.4.4 No Council officer shall serve concurrently on the Council and the OTA Board of Directors.

ARTICLE 7. ELECTIONS

7.1 Nominations.

In April, and at least fourteen (14) days before the election, the Secretary shall notify the Foundation members that elections will be held during the regularly scheduled May general meeting. Notification must include the date, time, and location of the election. At that time, the Secretary shall also notify the Council officers that they may nominate themselves or another member for any Council position. Once the names have been submitted, the Secretary shall provide the names to the President, and the Council shall approve all the persons so nominated. The first Council election will be held in May 2017.

At the April Foundation meeting, Council officer positions coming open for reelection will be announced, and a description of each Council officers' respective position's duties will be provided.

The Secretary's notification of the elections, the monthly general meeting when the elections will be held, and the Secretary's notification regarding nominations of Council officers, as set forth in this Section, can take place at any other time of the year if the change to a different month(s) is approved by a majority vote of the Council officers present at any general meeting.

7.2 Election.

Except as otherwise provided in this Section, the Foundation shall elect Council officers by a majority vote of those Foundation members present at the May general meeting (a runoff may be required to obtain a majority). Council officers and Foundation members must be in attendance to vote, and the vote will consist of all regularly voting Council officers and otherwise nonvoting Foundation members. All Council officers and Foundation members shall have one vote. Proxy voting or absentee balloting is prohibited. The Parliamentarian will count the ballots and announce the results of the election in the presence of the Council officers and any interested Foundation members immediately following the vote. In the event there are any unfilled positions, the current school year's Council and the Council elect shall recruit, approve, and elect persons for such unfilled positions. The election can be held at a different monthly general meeting if the change to a different month is approved by a majority vote of the Council officers present at any general meeting.

7.3 Term.

Officers shall serve a twoyear term from July 1st through June 30th of the following year. There shall be a transition period from the May general meeting through June 30th, during which time all newlyelected officers shall attend all meetings and acquire all relevant knowledge and information about their office. No Council officer shall serve more than two (2) consecutive terms in the role of President. No other Council officer shall serve more than four (4) consecutive terms in the same position unless approved by the Council. The Council positions' replacements will be staggered so that five positions are replaced every year. Council will determine how the positions' election dates are staggered. If elections are held at a monthly general meeting other than the May general meeting, the officers' two-year terms will begin and end on dates agreed upon by a majority vote of the Council officers present at that general meeting. Officers' terms can also be extended past two years if the Council officers deem an extension to be necessary and it is approved by a majority vobe of the Council officers present at any general meeting.

7.4 Vacancies.

A vacancy in any elected office during an academic school year, except President, may be filled by a member of the Foundation, and shall be approved by the Council. In the case of a Presidential vacancy, the position shall be filled by the VicePresident of the Council, as approved by the Council. In the event the VicePresident is unable to take the position of President, a Council officer who has been on the Council for at least one (1) year, and who is approved by the Council, may fill the position.

7.5 Recall.

If it is determined that a Council officer is not performing his or her duties adequately, the Council may recall that officer by majority vote of those Council officers present at a regular or specially scheduled Foundation meeting.

7.6 Resignation.

Councilofficer resignations will be accepted as soon as they are received in writing by the President or the Secretary.

ARTICLE 8. BUDGET

8.1 Creation of the Budget.

The President and the Treasurer shall create the proposed budget for the school year. The budget shall be submitted for review and approved by the Council at the first Foundation meeting of the school year.

8.2 Definition of Restricted and Unrestricted Funds.

8.2.1 Unless otherwise stated, all funds raised by the Foundation are unrestricted. Unrestricted funds may be used toward any Foundation purpose listed in Article 2. If funds are either donated or raised by the Foundation and labeled as restricted, then those funds must be used for the designated restricted purpose. The Council reserves the right to decline acceptance of restricted funds.

8.2.2 Funds remaining at the end of the school year shall be used to fund the following school year's events. The carryover amount shall be determined by the Treasurer and approved by the Council.

8.3 Financial Controls.

8.3.1 The Foundation funds are to be used for the purposes stated in Article 2.

8.3.2 All unbudgeted expenditures shall be approved by the Council. However, the President, Treasurer, and Fundraising Chair are authorized to make unbudgeted financial decisions without Council approval when the issue involves less than five hundred dollars (\$500.00). Such expenditures, however, shall be documented in the Treasurer's report.

8.3.3 All reimbursements must be approved by the Treasurer and the President.

ARTICLE 9. PARLIAMENTARY AUTHORITY

9.1 The official Robert's Rules of Order shall be the authority in questions of parliamentary procedure.

ARTICLE 10. AMENDMENT TO AMENDED BYLAWS

10.1 These Second Amended Bylaws may be amended, in whole or in part, by a majority vote of the Council officers present at any regular Foundation meeting after notification to the Council officers, at least seven (7) days in advance, specifying that amending the Bylaws will be on the agenda. Amendments are effective immediately unless otherwise specified.

ARTICLE 11. DISSOLUTION

11.1 In the event of the dissolution of the Foundation and/or Council, a committee will be appointed to disburse all funds on hand within thirty (30) days, in accordance with the purposes listed in Article 2 to an organization(s) organized and operated exclusively for charitable and/or education purposes, and that has established its taxexempt status under Internal Revenue Code Section 501 (c)(3).

Signed: Amy Stewart _____ Date: 10/15/20
Amy Stewart, Secretary
Old Town Academy Parent Foundation

Approved by Foundation Council: June 3, 2020