**BYLAWS OF**

**CLAYTON ELEMENTARY SCHOOL PTO, INC.**

ARTICLE I. NAME, LOCATION, TERM. The name of this Corporation shall be Clayton Elementary PTO, Inc., located in Kent County, Delaware. The term of this corporation shall be perpetual.

The registered office shall be established and maintained at 510 West Main St., Clayton, DE 19938. The name of the registered agent for the corporation at this address is Clayton Elementary School.

The corporation may have other offices, either within or outside the State of Delaware, at such place or places as the Board of Directors may from time to time appoint or the business of the corporation may require.

ARTICLE II. PURPOSE. The corporation is organized to operate exclusively for charitable and educational and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and, more specifically, Corporations, and any community chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h)), and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE III. POWERS. The corporation shall have, without limitation by the specification thereof, the following powers, all of which shall be exercised exclusively in connection with the promoting or carrying out of the purposes mentioned in Article II hereof; to undertake, either alone or in conjunction or cooperation with others, any lawful acts and things and engage in any and all lawful activities as a perpetual corporation under Delaware Corporate Law which may be necessary, useful, suitable, or desirable for the furtherance of any or all of the purposes for which the corporation is organized.

ARTICLE IV. MEMBERSHIP.

Section 1. The membership of the Corporation shall consist of the individual members

and the Board of Directors of the Corporation, each Director automatically becoming a member upon qualifying as a Director and ceasing to be a member. Membership shall be more thoroughly outlined in the Articles of Incorporation, but for purposes of clarity: individual members shall be every person or entity who is a teacher, administrative staff, or parent or guardian of a child at Clayton Elementary School.

Section 2. Any member may attend any open meetings of the Board of the corporation and shall have a voice but shall have no authority to make motions or to vote. The Board retains the right to hold closed meetings in which members will not be permitted to attend.

Section 3. The Board of Directors may request the resignation of any member, individual or organization, whose activities it deems inconsistent with the objectives and/or purposes of the corporation. In doing so, the Board must conduct a vote in which the majority approves of the request. Once approved, the Board must send the request in writing to the member.

ARTICLE V. OFFICERS AND DIRECTORS.

Section 1. The officers of the corporation shall be the President, Vice President, Secretary, Treasurer, and Co-Treasurer who shall be appointed by a majority vote of the Board of Directors. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the corporation.

Section 2. The Board of Directors shall consist of no less than 4 Directors and no more than 11 Directors. At minimum, 3 of the Directors shall hold the Officer positions, and two Directors shall hold at Large positions. One at Large position shall be held for a Clayton Elementary Staff or Administrator holding the position as a principal or related arts.

Section 3. The term of office of all those elected shall begin at the close of the annual meeting at which they are elected. The term of office for the Officers shall be 1 (one) year. The President, Secretary and Co-Treasurer shall be elected every year. The Vice President and Treasurer shall be elected every year. The term of Office for the Directors at Large shall be 1 (one) year.

Section 4. Except where otherwise stipulated by these bylaws, the Board of Directors shall have the power to fill any vacancy in any office occurring for any reason whatsoever, said appointment to be for the complete unexpired term of the vacant office, which office shall be filled by the procedures described in these bylaws at the annual meeting immediately following

the expiration of such term.

Section 5. At least one month before the annual meeting, the Board of Directors shall nominate candidates who agree to stand for the offices to be filled at the annual meeting. Before the election at the annual meeting, additional nominations shall be accepted from the floor. A member shall deliver to their successors all official material no later than 10 days following the election of their successors or resignation. Candidates nominated for office must be active members in good standing with the organization who attend meetings and show participation.

ARTICLE VI. MEETINGS.

Section 1. Meetings of the Board of Directors shall be held at such place within or without the State of Delaware. The Board shall hold one regular meeting quarterly. The President may, and upon written request of a majority of the members of the Board shall, call special meetings at such times and places as may be determined by the Board.

All references to an Annual Meeting in these bylaws will be the first quarterly meeting of the fiscal year. For purposes of clarity, the Annual Meeting will be the meeting held during the July through September quarter.

Section 2. NOTICE. Notices of meetings of the Board of Directors shall be given by mail, email or via online platforms utilized regularly by the Corporation at least 10 (ten) days prior to the meeting. Notice of meetings may be waived by the members of the Board of Directors. No notice or waiver thereof shall be necessary for the transaction of other business at any meeting at which every member of the Board of Directors shall be present.

Section 3. QUORUM. At all meetings of the Board of Directors a majority of the Directors shall constitute a quorum and the act of the majority of the Board present at any meetings at which there is a quorum shall be the act of the Board of Directors except as may be otherwise provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without notice to any absent Director.

Section 4. ANNUAL REPORT. Upon the passing of a resolution calling for the publication of an annual report, the Board of Directors shall publish or cause to be published an annual report setting forth important items in the operation of the Corporation and shall make copies of such report obtainable upon request to the Secretary.

ARTICLE VII. DUTIES OF OFFICERS.

The Board of Directors shall elect annually from its own membership a President, Vice President, Secretary, and Treasurer. The Board of Directors may also appoint such committees,

agents, or employees, who need not be members of the Board of Directors, as it may from time to time deem necessary or advisable. The officers shall have the duties cited hereinafter and such other duties as the adopted parliamentary authority shall prescribe.

Section 1. The President shall (a) preside at meetings of the Board of Directors and of the corporation; (b) have general and active management of the affairs of the corporation and see that all orders and resolutions of the Board of Directors are carried into effect; (c) appoint committees as necessary; and (d) be an ex-officio member of all committees.

Section 2. The Vice President shall assist the President in oversight of the affairs of the Corporation. He/she shall be available to act as President, and maintain all presidential responsibilities during any period in which the President is unavailable. Additionally, he/she will plan, direct, coordinate and oversee Board activity, including but not limited to, scheduling meetings, ensuring committees are meeting, and ensuring the agenda for upcoming meetings is accurate and comprehensive.

Section 3. The Secretary shall keep minutes of all meetings of the corporation and of the board, and shall maintain those minutes as a history of the proceedings of the Corporation. He/she shall make copies of the minutes of the Board meetings available to all members of the board prior to their next meeting; shall assist the presiding officer in the preparation of the agenda for meetings and shall keep the official roster of members of the Corporation; and shall keep any other records as may be delegated to him/her by the President or the Board of Directors.

In addition, the Secretary shall send out notices of all corporation and Board meetings; shall conduct the general correspondence of the corporation, including courtesy notes; shall be responsible for the preparation and mailing of any newsletter; and perform any other duties as may be delegated to him/her by the President or the Board of Directors.

Section 4. The Treasurer shall have custody of all corporation funds and shall keep full and accurate records of all receipts and disbursements. The Treasurer shall deposit all monies and securities in such depositories as may be ordered by the Board of Directors, taking proper vouchers for such deposits, and shall render and account for all of his/her transactions as Treasurer and of the financial condition of the corporation, to the Board of Directors at each Board meeting and, following an audit, to the membership at the annual meeting. The Treasurer shall assist in the preparation of any budgets and the filing of any tax statements stipulated by the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any further tax code. The Treasurer shall ensure all expenditures are appropriate and/or approved by the Board. All expenditures must be proved by and signed by the Treasurer. The Treasurers shall prepare a budget and review of the budget at every board meeting and at the regular following meeting.

Voting and Money Control: All expenditures are to be approved by the majority of the Board. Any member will be reimbursed up to $50 with proof of receipt. If no receipt, it will be considered a donation. Expenditures over $100 will be purchased only by those with access to the account (President, Treasurer, Co-treasurer). Expenditures over $500 will be an agenda item and

will need to be discussed at a meeting when the Board will vote.

Section 5. The initial officers of the Corporation shall be:

President: Inglish Short

Vice President: Rebecka Hastings

Secretary: Katie McCracken

Treasurer: Ashley Adamczyk

ARTICLE VIII. COMMITTEES.

There shall be committees created such as the Board of Directors shall deem proper and expedient. With the advice of the Board, the President shall appoint all members of standing committees, such as the finance committee, and shall designate the chairman, who may or may not be a member of the Board of Directors. For special committees, the President shall appoint the Chairman, who may or may not be a member of the Board of Directors, and that person in turn may name the members of the committee, who may or may not be members of the corporation.

ARTICLE IX. PROSCRIBED ACTIVITIES.

1. The corporation is nonprofit, and is organized and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 and the regulations there under, as the same now exist and may hereafter be amended from time to time. No part of this corporation’s profit after expenses is distributable to its Directors or other officers, and it shall not have or issue shares of stock or pay dividends.

2. In no event shall any part of the net earnings of the corporation inure to the benefit of, or be distributable to, its officers, its members, or to other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

3. No substantial part of the activities of the corporation shall consist of propagandizing or otherwise attempting to influence legislation, nor shall the corporation to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

4. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by 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 tax code, or (b) by a corporation exempt from federal income tax under

Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future tax code.

ARTICLE X. GIFTS, DONATIONS AND BEQUESTS may be generally accepted directly or indirectly by Clayton Elementary PTO, Inc. for the general purpose of the Corporation with or without limitations as to expenditure of the principal or purpose. The expenditure of these funds shall be consistent with the purposes specified in the Certificate of Incorporation.

ARTICLE XI DISTRIBUTION OF ASSETS IN EVENT OF DISSOLUTION. In the event of the dissolution of this corporation, for any cause whatsoever, all its assets remaining, after the payment of all its debts and obligations, shall be distributed to such one or more organizations which have purposes and objectives similar to those of this corporation and are exempt from United States income taxes under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future tax code, as the Board of Directors may select, and if more than one, in such shares and proportions as the Board of Directors shall determine; or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets so disposed of by a court to competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII FISCAL YEAR.

1. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June.

2. Audit of accounts. All accounts of the Corporation shall only be audited by a certified public accountant if required by an outside entity. In all other events, the Board shall have the option to hire a certified public accountant for an audit, but shall not be required to do so.

3. Appropriations. The Board of Directors shall pass on recommendations for the allotment of funds for the purpose of the Corporation as outlined in its charter. Such action may be taken at any meeting or, if approved by the Board of Directors, by mail vote.

4. All accounts of the corporation shall be examined annually by an auditing committee

appointed by the Board including at least two members not having access to the account. This committee shall sign a statement of satisfaction at the end of the report. This report will be presented at the annual meeting.

ARTICLE XIII AMENDMENT OF BYLAWS.

These bylaws may be altered, amended, or repealed and new bylaws may be adopted only by an 80% majority vote of all Board Members at any regular or special meeting of the Board, provided that no such action in any way adversely affects the Association’s qualification under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or any successor provision).

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