
BYLAWS OF

SEQUOYAH ELEMENTARY PARENT-TEACHER ORGANIZATION, INC.

These Bylaws shall regulate the business and affairs of the Sequoyah Elementary Parent-Teacher Organization, Inc. (the “Corporation”), subject to the provisions of the Charter, any applicable provisions of the Tennessee Nonprofit Corporation Act, as amended (the “Act”), and the regulations of the United States Internal Revenue Service (the “IRS”).

ARTICLE I: NAME, DESCRIPTION, AND PURPOSE

Section 1: NAME AND LOCATION—The name of the parent-teacher organization (PTO) shall be Sequoyah Elementary Parent-Teacher Organization, Inc. (SEPTO). The Corporation is located at Sequoyah Elementary School, 942 Southgate Road, Knoxville, TN 37919.

Section 2: DESCRIPTION—The Corporation is a nonprofit organization that exists for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Section 3: PURPOSE—The purpose of the Corporation is to enhance and support the educational experience at Sequoyah Elementary School, to develop a closer connection between school and home by encouraging parent involvement, and to improve the environment at Sequoyah Elementary School through volunteer and financial support.

Section 4: PROHIBITIONS—The Corporation is not formed for financial gain, and no part of the assets, income, profits of the Corporation shall be distributable to, or inure to, the benefits of its directors, officers, or any other private person, except as provided herein as reimbursement for reasonable expenses on behalf of the Corporation, and except to make payments and distributions in furtherance of the purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Corporation shall be the participation in, or intervention in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office. In no event shall any gift or bequest of property be received or accepted by the Corporation if such gift or bequest is conditioned or limited in such manner as to require the disposition of its income or principal to any person or organization other than in accordance with its purposes, as set forth in the Charter.

ARTICLE II: MEMBERSHIP

Membership shall be automatically granted to all parents and guardians of Sequoyah Elementary School students plus all faculty and staff at Sequoyah Elementary School. The Board of Directors (also known as the Executive Committee) may bring forth matters for an advisory vote of the membership, but such votes are for the purpose of seeking input from the members and in the case of such votes, the members present when the vote is taken shall constitute a quorum. Members have one vote per household. There are no membership dues. Other affiliated individuals also may be granted membership with the approval of the Board of Directors.

ARTICLE III: DIRECTORS

Section 1: GENERAL POWERS AND QUALIFICATIONS—All corporate powers of the Corporation shall be exercised by and under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors. All Directors must be natural persons and shall be at least eighteen (18) years of age.

Section 2: NUMBER OF DIRECTORS—The Board of Directors shall be comprised of at least seven (7) Director(s), but these Bylaws may be amended from time to time by the Board of Directors to increase or decrease the number of Directors within the limits provided by law, although at no time shall there be fewer than three (3) Directors.

Section 3: ELECTION AND TENURE—Directors shall be elected by the Initial Directors or the outgoing Directors, as the case may be, at each annual meeting of the Directors, and each Director shall be elected to serve for a term of one (1) year, or until his or her successor is elected and qualifies; subject, however, to the removal of any Directors by the members as provided in these Bylaws. Each of the Directors shall also hold one of the offices delineated below at Article IV: Officers.

Section 4: REGULAR MEETINGS—Except as otherwise provided herein, regular meetings of the Board of Directors may be held without notice at such time and place as the Board of Directors shall determine from time to time, but no less frequently than once a year.

Section 5: SPECIAL MEETINGS—Special meetings of the Board of Directors may be called by the President or by any two (2) Directors.

Section 6: NOTICE OF MEETINGS—Except as otherwise provided herein, regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. Except as otherwise provided herein, special meetings of the Board of Directors must be preceded by at least two (2) days' notice to each Director of the date, time and place, but not the purpose, of such special meeting. Notice of any adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

Section 7: WAIVER OF NOTICE—If a Director attends or participates in a meeting, he or she waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting (or promptly upon 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.

Section 8: QUORUM AND VOTING—A quorum of the Board of Directors consists of a majority (but no fewer than two (2)) of the Directors then in office before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors, unless these Bylaws, the Charter or the Act require the vote of a greater number of Directors.

Section 9: VACANCY—If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors or a vacancy resulting from a resignation or a removal of a Director with or without cause:

(a) The Board of Directors may fill the vacancy; or

(b) If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all Directors remaining in office.

Section 10: REMOVAL OF DIRECTORS—The members of the Board of Directors may remove any one (1) or more Directors, with or without cause, at any special meeting that is specifically called for that purpose.

Section 11: ACTION WITHOUT MEETING—Action that is required or permitted to be taken at a meeting of the Board of Directors may be taken without such a meeting if all Directors consent to taking such action without a meeting. If all Directors so consent, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board, except as otherwise provided in these Bylaws. Such consent(s) shall describe the action taken, be in writing, be signed by each Director entitled to vote, indicate each Director's vote or abstention on the action, and be delivered to the Secretary of the Corporation and included in the minutes filed with the corporate records.

ARTICLE IV: OFFICERS

Section 1: BOARD OF DIRECTORS (ALSO KNOWN AS THE EXECUTIVE COMMITTEE)—The Board of Directors shall consist of the following officers: President, President-Elect, Treasurer, Recording Secretary, Communications Secretary, Parliamentarian, and Ways and Means Chair. Officer positions may be shared. The school Principal, or his/her designee, is a voting member of the Board of Directors. All members of the Board of Directors must sign the conflict-of-interest policy annually. With the exception of the school principal or his or her designee, the officers shall be designated by the Initial Directors or the outgoing Board of Directors, as the case may be, at the same time that it designates the Directors pursuant to Article III, Section 3.

Section 2: TERM OF OFFICE—The term of office for all officers is one year, beginning July 1 and ending June 30 of the following year.

Section 3: QUALIFICATIONS—Any member in good standing may become an officer.

Section 4: NOMINATIONS—Nominations for the following school year will be submitted to the President-Elect. Elections will be held in the spring. Officers shall assume their duties July 1st.

Section 5: DUTIES

Board of Directors (also known as the Executive Committee): Develop the Corporation's annual budget, establish and oversee committees to conduct the work of the Corporation, establish fundraising programs, and approve budget amendments and expenditures.

President: Preside at general Corporation meetings and Board of Director meetings, serve as the official representative of the Corporation, and retain all official records of the Corporation.

President-Elect: Oversee the committee system of the Corporation, assist the President, and chair meetings in the absence of the President.

Treasurer: Serve as custodian of the Corporation's finances, collect revenue, pay authorized expenses, coordinate tax filings, follow all financial policies of the Corporation, and retain all financial records.

Recording Secretary: Record and distribute minutes of all Board of Director meetings and all general Corporation meetings and prepare agendas for official Corporation meetings.

Communications Secretary: Manage communications and marketing for the Corporation, including but not limited to Corporation newsletters, email broadcasts, website, bulletin boards, social media, and issues management.

Parliamentarian: Assist the Corporation in the interpretation of bylaws and rules of order and the planning and conduct of meetings.

Ways and Means Chair: Oversee expenditure and activity requests.

Section 6: BOARD MEETINGS—The Board of Directors shall meet during the school year, or at the discretion of the President and in accordance with Article III hereof.

Section 7: REMOVAL—An officer can be removed from office for failure to fulfill his/her duties, after reasonable notice, in accordance with Article III hereof.

Section 8: RESIGNATION—An officer may resign at any time by tendering his or her resignation in writing to the President or, in the case of the resignation of the President,

to the Recording Secretary. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

Section 9: VACANCY—If a vacancy occurs on the Board of Directors, the vacancy shall be filled in accordance with Article III hereof.

ARTICLE V: COMMITTEES

Section 1: STANDING COMMITTEES. The Corporation may maintain such standing committees as it may determine from time-to-time to be necessary or desirable for its proper functioning. Such committees shall serve at the pleasure of the Board of Directors and shall regularly submit a report of their actions to the Corporation. Such standing committees shall have such authority as may be stipulated by the Board of Directors.

Section 2: AD HOC COMMITTEES. The President may from time-to-time create such *ad hoc* committees as the President believes necessary or desirable to investigate matters or advise the Corporation. Such committees shall operate until the tasks have been accomplished or until earlier discharged by the Board of Directors.

ARTICLE VI: MEMBERSHIP MEETINGS

Section 1: GENERAL MEETINGS—General membership meetings shall be held at least once during the school year or at the discretion of the Board of Directors.

Section 2: VOTING—When the Board of Directors requests an advisory vote on some matter, each member may vote, one vote per household. Voting via email or online is acceptable.

Section 3: MINUTES—The minutes from each meeting will be completed and properly-archived within two weeks of each meeting.

ARTICLE VII: FINANCIAL POLICIES

Section 1: FISCAL YEAR—The fiscal year of the Corporation begins July 1 and ends June 30 of the following year.

Section 2: BANKING—All funds shall be kept in account(s) in the name of the Corporation and held at (a) financial institution(s).

Section 3: REPORTING—All financial activity, including information by donor and by event, shall be recorded in a computer-based accounting system. The Treasurer shall ensure the accounts are reconciled and that reports are circulated monthly. The Corporation shall arrange for an analysis of its financial records each year and the preparation of the appropriate tax filings.

Section 4: CONTRACTS—Authority to sign contracts is limited to the President or the President’s designee.

Section 5: HONORS, GIFTS, STIPENDS—The Board of Directors will determine the type and amount of honors, gifts, and stipends.

ARTICLE VIII: AMENDMENTS

Amendments to the Bylaws may be proposed by any Corporation member. Two-thirds (2/3) approval of the Board of Directors is required to adopt an amendment to the Bylaws.

ARTICLE IX: ORGANIZATIONAL DISSOLUTION

The Board of Directors shall have the authority to terminate the Corporation at any time that, by an affirmative vote of a majority of the Board of Directors, it deems such termination appropriate or advisable. In the event of dissolution of the Corporation, any funds remaining shall be donated to Sequoyah Elementary School or its successor(s) for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of Knox County, Tennessee in which the principal office of the corporation is 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 X: INDEMNIFICATION

Section 1: MANDATORY INDEMNIFICATION—To the maximum extent permitted by the provisions of Sections 48-58-501, et seq., of the Act, as amended from time-to-time (provided, however, that if an amendment to the Act in any way limits or restricts 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 under this Section that occur subsequent to the effective date of such amendment), the Corporation shall indemnify and advance expenses to any person who is or was a director or officer of the Corporation, or to such person’s heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to for purposes of this Article as the “Proceeding”), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred

with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

- (a) the Proceeding was instituted by reason of the fact that such person is or was a director or officer of the Corporation; and
- (b) the director or officer conducted himself or herself in good faith, and he or she reasonably believed: (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation; and
- (c) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director, or officer did not meet the standard of conduct herein described.

Section 2: PERMISSIVE INDEMNIFICATION—The Corporation may, to the maximum extent permitted by the provisions of Section 48-58-501, et seq., of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts 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 under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee, agent or member of the Board of Directors of the Corporation, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in the preceding section, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee, agent or member of the Corporation and met the standards of conduct set forth in subsection (b), above. The Corporation also may indemnify and advance expenses in a Proceeding to any person who is or was an employee, agent or member of the Corporation to the extent, consistent with public policy, as may be provided by the Charter, by these Bylaws, by contract, or by general or specific action of the Board of Directors.

Section 3: NON-EXCLUSIVE APPLICATION—The rights to indemnification and advancement of expenses set forth in the two preceding sections are contractual between the Corporation and the person being indemnified, and such person's heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by the Charter, by a resolution of the Board of Directors, by these Bylaws, by the purchase and maintenance by the Corporation of insurance on behalf of a director, officer, employee, agent or member, or by an agreement with the Corporation providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

Section 4: NON-LIMITING APPLICATION. The provisions of this Article shall not limit the power of the Corporation to pay or reimburse expenses incurred by a director,

officer, employee, agent or member of the Corporation in connection with such person's appearing as a witness in a Proceeding at a time when such person has not been made a named defendant or respondent to the Proceeding.

Section 5: PROHIBITED INDEMNIFICATION. Notwithstanding any other provision of this Article 10, the Corporation shall not indemnify or advance expenses to or on behalf of any director, officer, employee, agent or member, or such person's heirs, executors, administrators or legal representatives:


- (a) if a judgment or other final adjudication adverse to such person establishes such person's liability for any breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or under Section 48-58-304 of the Act;
- (b) in connection with a Proceeding by or in the right of the Corporation in which such person was adjudged liable to the Corporation; or
- (c) in connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which such person was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 6: REPEAL OR MODIFICATION NOT RETROACTIVE—No repeal or modification of the provisions of this Article, either directly or by the adoption of a provision inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

ARTICLE XI: EXEMPT STATUS

The Corporation has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and, as such, will be exempt from taxation under section 501(a) of the Code. Any provisions of these Bylaws or of the Charter that would in any manner adversely affect the Corporation's tax-exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the Corporation's tax-exempt status.

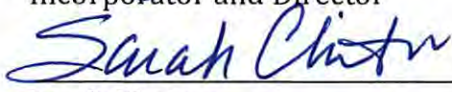
These Bylaws were adopted this 27th day of April, 2018.

 4/27/18

Holly Williams Date
Incorporator and Director

 4-27-18

Ashley White Date
Incorporator and Director

 4/27/18

Sarah Clinton Date
Incorporator and Director