

**BYLAWS OF
NOVA CLASSICAL ACADEMY PTO**

ARTICLE I NAME

The name of the organization shall be Nova Classical Academy PTO" ("NPTO").

ARTICLE II PURPOSE

This corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal law as may from time to time be applicable. This corporation shall not be operated for profit but shall be operated exclusively for charitable purposes. The specific purposes of this corporation are to support and encourage the educational mission of Nova Classical Academy ("NCA"), a Minnesota Nonprofit Corporation, and to engage in such other activities described in Section 501(c)(3) of the Code as determined appropriate by the board of directors.

ARTICLE III MISSION

Nova Classical Academy PTO is an organization of volunteers who actively support the Nova Classical Academy mission and promote community within the school. The NPTO engages families, teachers and staff in fostering a school community that actively supports Nova's mission and enriches the students and the school in a manner that serves to equally benefit or level the playing field for all students, while also supporting the faculty and staff.

ARTICLE IV MEMBERS

Section 4.1. Members. Any parent, legal guardian, or other adult standing *in loco parentis* for a student at NCA, and all full/part-time teachers and staff of NCA are members of the NPTO.

Section 4.2. Dues. Dues, if any, will be established by the board of directors. If dues are charged, a member must have paid her or his dues prior to having the right to vote upon any matter before the membership.

Section 4.3. Participation. Members of the NPTO have the right to attend NPTO meetings, present information to the Board of Directors in a reasonable manner, submit requests to the Board of Directors.

ARTICLE V RELATIONSHIPS

The NPTO shall consult regularly with the NCA board chair and school administration to ensure that NPTO goals and activities are aligned with NCA mission, policies and initiatives.

The NPTO shall appoint a Board Liaison to sit on the NCA board of directors *ex officio*, pursuant to the NCA Bylaws. A joint planning meeting of the designees of the NCA board of directors, the NCA school administration, and the NPTO board of directors shall be held once each year. In addition, to further ensure consistent communication between the NCA board of directors and the NPTO board of directors, NPTO board of directors or members may request to sit on committees of the NCA board of directors. Many of the NPTO's activities, programs, and issues relate to the day-to-day life of the school. In these cases, the NPTO point of contact will be the school administration working with the NPTO chair/vice-chair. The school administration may choose to include faculty and staff members in these discussions as appropriate. Only the chair, or designee(s), has the authority to speak officially on behalf of the NPTO.

ARTICLE VI OFFICERS AND ELECTIONS

Section 6.1. Officers. The officers shall be a chair, a vice-chair, a secretary, a treasurer, and a board liaison. The chair, vice chair, and board liaison positions may each be shared (i.e. two people may hold one position).

A. Chair. The chair shall be the chief executive officer of the NPTO and the NPTO's public spokesperson. The chair shall preside at all meetings of the NPTO and of the NPTO board of directors. The chair shall appoint, with the approval of the NPTO board of directors, any and all standing and temporary committees that the NPTO board of directors deems appropriate. The chair shall also perform other specific responsibilities as may be established by a majority vote of the NPTO board of directors.

B. Vice-chair. The vice-chair shall assist the chair and carry out the chair's duties in her or his absence or inability to serve. The vice-chair shall also be considered the chair-elect, to succeed to the office of chair upon the resignation, retirement, removal, of the chair, or succession of the chair to another office within the NPTO.

C. Secretary. The secretary shall keep minutes of all proceedings of the NPTO and the NPTO board of directors and shall make an accurate and proper record of the same. The secretary shall be responsible for the preparation and distribution of NPTO reports and for other communications to its members. The secretary shall also perform other specific responsibilities as may be established by the chair or a majority vote of the NPTO board of directors. The secretary shall maintain copies of the organizing documents of the organization.

D. Treasurer. The treasurer shall be chief financial officer of, and is responsible for the supervision of all financial matters of the NPTO. The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the board of directors. He or she will present a financial statement at meetings or other times when requested by the board of directors, and make a full report at the end of the year. The treasurer shall consult with the NCA business manager on all

NPTO financial transactions that involve NCA. The treasurer shall also perform other specific responsibilities as may be established by the chair or a majority vote of the NPTO board of directors.

E. Board Liaison. Under the NCA Bylaws, the NPTO board liaison to the NCA board of directors shall serve as an ex officio (advisory/nonvoting) member of the Nova Classical Academy board of directors. The board liaison shall represent the interests of the NPTO in that capacity, and is responsible for reporting pertinent decisions and activities of the Nova Classical Academy board of directors to the NPTO board of directors and members. Subject to the availability of qualified candidates, the board liaison shall be either a former chair or vice-chair of the NPTO.

Section 6.2. Nominations and Elections. With the exception of the board liaison, who shall be appointed or confirmed by the board of directions, the officers of the NPTO shall be elected by its members. Elections will be held at the annual meeting held during the second to last NPTO meeting of the NCA school year. Nominations of candidates for office shall be accepted from the members, and the nominating committee shall select a candidate for each office and publish the slate in meeting minutes, the NCA/PTO website, and/or school newsletter at least one month prior to the election. At that meeting, voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

Section 6.3. Eligibility. Members are eligible for office if they are members in good standing at least 14 calendar days before the nominating committee presents its slate.

Section 6.4. Terms of Office. To insure continuity in leadership, and subject to the availability of qualified candidates, the offices of chair, vice-chair and board liaison shall be rotated. On an annual basis, the vice-chair shall succeed to the office of chair, and the chair shall succeed to the position of board liaison; provided however, that no one person may participate in more than one such three-year cycle without a one-year break from holding any of the offices of chair, vice-chair or board liaison. Subject to the availability of qualified candidates, the offices of Secretary and Treasurer shall be held for no more than two years in succession.

Section 6.5. Vacancies. A vacancy occurring in the office of the chair during the term shall be filled by the board of directors except in the event where the vice-chair elects to assume the duties of chair. A vacancy occurring in the office of the vice-chair during the term shall be filled for the remainder of the unexpired term by the board of directors. Vacancies occurring in the offices of secretary, treasurer, board liaison, or in other offices shall be filled by appointment by the chair, subject to approval of the NPTO board of directors, for the unexpired term of the office.

Section 6.6. Removal from Office. Elected officers of the NPTO may be removed, with or without cause, by a two-thirds majority of the board of directors in attendance at a meeting specifically called for that purpose.

ARTICLE VII MEETINGS

Section 7.1. Regular meetings. Regular meetings of the organization shall held at a time and place determined by the board of directors at least one month before each meeting. The annual meeting will be held at the second to last regular meeting of the NCA school year. The annual meeting is for receiving reports, electing officers, and conducting other business that shall arise. The secretary will notify the members of the meeting(s) in a manner as he or she shall determine to be reasonably calculated to ensure adequate members' notification, such as the weekly Nova newsletter and/or on the NPTO website.

Section 7.2. Special meetings. Special meetings may be called by the chair, any two members of the board of directors, or five members submitting a written request to the secretary. Notice of the special meeting shall be sent to the members at least ten (10) days prior to the meeting.

Section 7.3. Quorum for regular or special meetings of the membership. With regard to regular or special meetings of the membership, a quorum shall consist of the number of members in good standing in attendance at the start of the meeting.

Section 7.4. Approval. The Board of Directors has the exclusive authority to vote on financial requests or expenditures and shall be decided by a majority of those voting on the motion. Any non-monetary motion coming before the membership shall be decided by a majority of those voting on the motion (see Article 12 "Voting"). Subject to the NPTO Conflict of Interest Policy, members of the board of directors shall be entitled to vote as individual members upon any motion or election coming before the membership; provided, however, that such member of the board of directors must clearly specify that they are voting as an individual member and not as a member of the board of directors.

ARTICLE VIII BOARD OF DIRECTORS

Section 8.1. Membership and Duties of the Board of Directors. The management of the NPTO shall reside in the NPTO board of directors, consisting of the officers of the NPTO and the board liaison, and such other officers/members as the NPTO board of directors may designate from time to time. Without limitation as to the preceding sentence, the duties of the board of directors shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

Section 8.2. Advisors to the Board of Directors. The following are invited to sit as non-voting advisors *ex officio* to the board of directors:

- a. A representative of the NCA school administration;
- b. A representative of the NCA board.

Section 8.3. Meetings. Regular meetings of the board of directors shall be held at the same time and on the same day as set forth in Article VII, Sections 1 and 2, above. Special meetings may be called by any two directors, with 24 hours notice.

Section 8.4. Quorum. Half the number of current directors plus one constitutes a quorum.

Section 8.5. First Board of Directors and First Officers. As provided in the Organizational Action in Writing of the Sole Incorporator approving these bylaws, until elections are held pursuant to Article VI above, the following shall serve as the officers and the board of directors:

Kate Tetmeyer	Chair, director
Lisa Keljik	Vice-Chair, director
Jennifer Solon	Secretary, director
Mary Corrigan	Treasurer, director
Dawn Ellerd	Board Liaison, director

Section 8.6. Electronic Meeting Action. Any action required or permitted to be taken at a meeting of the board of directors may be taken by written action signed, or consented to by authenticated electronic communication as permitted by the Minnesota Nonprofit Corporation Act, by the number of directors required to take the same action at a meeting of the board of directors at which all directors were present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action. As used in these bylaws, the term "authenticated electronic communication" means any form of communication, not directly involving the physical transmission of paper, that

- A. creates a record that may be retained, retrieved and reviewed by the recipient of the communication,
- B. may be directly reproduced in paper form by the recipient through an automated process;
- C. is delivered to the NPTO's principal place of business or to an officer or agent of the corporation authorized by the corporation to receive the communication, and
- D. sets forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender.

ARTICLE IX COMMITTEES

Section 9.1. The board of directors may establish one or more committees having the authority of the board of directors in the management of the business of the corporation to the extent determined by the board of directors.

Section 9.2. Committees may consist of members and board of directors members, with the chair (or designee), in her or his discretion, acting as an advisor *ex-officio* to all committees.

ARTICLE X FINANCES

Section 10.1. Budget. A tentative budget shall be drafted each spring for the following school year, adopted by the board of directors, and approved by a majority vote of the board members present at the 1st regular members' meeting following publication.

Section 10.2. Records. The treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 10.3. Approval of Expenses. The board shall approve all expenses of the organization.

Section 10.4. Authorized Signatures. All checks shall require two signatures whom shall be the chair or vice-chair and the treasurer.

Section 10.5. Annual Financial Statement. The treasurer shall prepare a financial statement at the end of the year to be reviewed by the Audit Committee. The audit committee shall consist of at least one non-board NPTO member who did not have access to the checking account and did not participate/receive any reimbursement for PTO activities for the calendar year being reviewed.

Section 10.6. Dissolution. Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school; provided, however, that such distribution must be consistent with the provisions of the Articles of Incorporation, the Minnesota Nonprofit Corporation Act, and the provisions of the organization's Recognition of Exemption under 501(c)(3) of the Internal Revenue Code, if granted.

Section 10.7. Fiscal Year. The fiscal year is July - July.

Section 10.8. Annual Report. The NPTO board of directors shall publish and distribute an annual report to the membership body of NPTO prior to the beginning of the next school year to include, but not be limited to, the following:

- A. List of the NPTO board of directors and officers and their respective offices;
- B. Summary of the activities of the NPTO and of each NPTO committee;
- C. Financial report; and

D. Invitation to become active in the NPTO.

ARTICLE XI DUES

From time to time, the NPTO board of directors may designate dues for membership in the NPTO.

ARTICLE XII VOTING

For purposes of voting on any motion which shall come before a regular, special or annual meeting of the NPTO or for purposes of electing officers of the NPTO, each staff member and parent/guardian of students at Nova Classical Academy shall have one vote. Parents/guardians who are also staff members and/or members of the board of directors shall not be entitled to vote separately by category but shall have only one vote. Any financial requests or expenditures shall be voted on only by current NPTO board members (see Section 10.3 Approval of Expenses).

ARTICLE XIII PARLIAMENTARY AUTHORITY

The latest edition of *Robert's Rules of Order, Newly Revised* shall govern meetings if not otherwise provided in these bylaws.

ARTICLE XIV

STANDARD OF CARE AND CONFLICT OF INTEREST POLICY

Section 1. Standard of Care. It is the responsibility of each member of the board of directors of this corporation to discharge his or her duties in good faith, in a manner the director reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 2. Conflict of Interest Policy. This corporation's conflict of interest policy as adopted by the sole incorporator by written action on December __, 2008, is attached to these bylaws as an exhibit.

ARTICLE XV INDEMNIFICATION; NON-LIABILITY

Section 15.1. In General. Subject to Section 15.2 hereof, the corporation shall indemnify and make advances to each person who is or was a director, officer, or employee of the corporation, or a member of any committee, to the full extent mandated by, and in accordance with, Section 317A.521 of the Minnesota Nonprofit Corporation Act, without prohibitions, limitations or conditions other than those set forth in said Section 317A.521.

Section 15.2. Limitation on Indemnification. Indemnification pursuant to Section 15.1 hereof shall be for the sole and exclusive benefit of the person expressly identified therein, and no other person, corporation, or legal entity of whatever nature shall have any rights thereunder by way of voluntary or involuntary assignment, subrogation, or otherwise.

Section 15.3. Insurance. The corporation may provide, maintain, and pay for insurance on behalf of any person indemnified pursuant to Section 15.1 hereof.

Section 15.4. Non-Liability. A director shall not be personally liable for the NPTO's debts, liabilities, or other obligations. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the NPTO, may look only to the funds and property of the NPTO for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due to them from the NPTO.

ARTICLE XVI AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed at any regular or special meeting of the board of directors by an affirmative vote of two-thirds (2/3) of the directors currently in office and entitled to vote provided, however, that notice is duly given that adoption, amendment, or repeal of the Bylaws will be on the agenda of the meeting.

-END OF BYLAWS-