

COUNTRY DAY MONTESSORI PTSA, INC.
Amended and Restated Bylaws

Article I – Corporate Name

Section 1.1. Name. The name of the corporation is Country Day Montessori PTSA, Inc., hereinafter referred to as the “PTSA.” The Largo Montessori School, Inc., and its subsidiary schools are hereinafter referred to as the “School.”

Section 1.2. Office. The principal office of the PTSA is 11499 Vonn Road, Largo Florida 33774. It may be moved within Florida at any time and to any location, as may be decided by majority vote of the Board of Directors.

Article II – Definitions

Section 2.1. Board of Directors. “Board of Directors” shall consist of the Officers, Faculty Representatives and Room Directors of the PTSA.

Section 2.2. Executive Committee. “Executive Committee” is a standing committee of the PTSA and shall consist of the Officers and the Room Director Representative.

Section 2.3. Officers. “Officers” shall consist of the President, the 1st Vice-President, the 2nd Vice-President (faculty member), the Secretary, and the Treasurer.

Section 2.4. Room Directors. “Room Directors” means one (1) or more parent or guardian representative(s) from each class of the School including the Specials Classes.

Section 2.5. Faculty Representatives. “Faculty Representatives” means two (2) or more faculty member representatives from the school; at least one representing the Pre-Primary and Primary grades, at least one representing 1st–8th grades. One of these representatives will also serve as 2nd Vice President with the remaining ones serving as alternates.

Section 2.6. 501(c)(3). Country Day Montessori PTSA, Inc. is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code (hereinafter “Internal Revenue Code”).

Article III – Fiscal Year

Section 3.1. Fiscal Year. The fiscal year of the PTSA is January 1 through December 31 of each year.

Article IV – Purpose

Section 4.1. Purpose. The purpose of the PTSA is to provide an organizational structure for the coordination of parent/teacher/student resources toward enhancing the School community, supporting the School’s mission and generally improving the opportunities for each individual student and family.

Article V – Objectives

Section 5.1. School Community. The PTSA will build a strong, positive sense of community at the School by:

- (a) welcoming and introducing new families;
- (b) facilitating socialization opportunities for all families;
- (c) coordinating the dissemination of PTSA information with the School administration to assure a common voice;
- (d) supporting the faculty, administration, policies and procedures of the School

Section 5.2. Volunteer Resources. The PTSA will organize volunteer resources by:

- (a) identifying needs for use of volunteers;
- (b) identifying parent skills or interests;
- (c) encouraging parent/teacher/student volunteerism;
- (d) organizing volunteers and coordinating with School administration

Section 5.3. Financial Resources. The PTSA will develop PTSA financial resources by:

- (a) completing a PTSA annual budget;
- (b) identifying monies needed to support the budget;
- (c) organizing and implementing fundraising and/or other revenue development initiatives as needed;

Section 5.4. Utilization of Resources. The PTSA will responsibly and effectively utilize PTSA volunteer and financial resources by:

- (a) identifying the needs of the School and its community that can be served by the PTSA;
- (b) planning, organizing and completing specific initiatives;
- (c) assuring that the initiatives and utilization of PTSA resources are supported by the faculty, administration and School families;

Article VI – Basic Policies

Section 6.1. Affiliation. The PTSA shall be nonsectarian and nonpartisan.

Section 6.2. Prohibited Activities. The name of the PTSA and the names of any members in their official capacities shall not be used in any connection with any partisan interest or for any purpose not appropriately related to promotion of the objects of the PTSA. No part of the activities of the PTSA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the PTSA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6.2.1. Notwithstanding any other provision of these articles, the PTSA shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from Federal

income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 6.3. Conduct of Meetings. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the PTSA in all cases in which they are applicable and in which they are not in conflict with these Bylaws or the Articles of Incorporation.

Section 6.4. Dissolution. Upon the dissolution of the PTSA, after paying or adequately providing for the debts and obligations of the PTSA, the remaining assets shall be distributed to the School.

Article VII – Memberships

Section 7.1. Eligibility. Any family with one or more children enrolled in the School, and every faculty member and administrator associated with the School shall be eligible for membership in the PTS. The rights and privileges of all members within each class shall be equal.

Section 7.2. Classes of Membership. There shall be two (2) classes of membership, designated as Class A and Class B membership, respectively.

Section 7.2.1. Class A Membership. Class A membership shall consist of all families which have one or more children enrolled in the School. There shall be one (1) vote for each family for each matter upon which Class A members are entitled to vote as set forth in these Bylaws.

Section 7.2.2. Class B Membership. Class B membership shall consist of all faculty and administrators associated with the School. There shall be one (1) vote for each faculty member and administrator for each matter upon which Class B members are entitled to vote as set forth in these Bylaws.

Section 7.3. Term. Memberships shall be subscribed on an annual basis, beginning on July 1 and ending on August 31 of each year.

Section 7.4. Rights of Members. The right of a member to vote and all of his or her other rights and interests in the PTSA shall cease on the termination of his or her membership. No member shall be entitled to share in any distribution of the corporate assets upon the dissolution of the PTSA's corporate structure.

Section 7.5. Property Rights. No member shall have any right, title, or interest in any of the property or assets, including any earning or investment income of the PTSA, nor shall any of such property or assets be distributed to any member on the dissolution or winding up thereof.

Section 7.6. Liability of Members. No member of the PTSA shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

Section 7.7. Resignation. Any member may resign from the PTSA by delivering a written resignation to the President or Secretary.

Article VIII – Officers

Section 8.1. Officers. The officers of the PTSA shall consist of a President, a 1st Vice-President, a 2nd Vice-President, a Secretary, and a Treasurer, and may consist of such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors from time to time.

Section 8.2. Nominations. The nominating committee shall present a slate of at least one candidate for each office to be filled. The slate shall be finalized by the Nominating Chairman at least two weeks prior to the election meeting and shall be mailed by the Nominating Committee Chairman to each active member at least one week prior to the election meeting.

Section 8.3. Selection. All Officers except the 2nd Vice-President shall be elected by the general membership at the Spring annual meeting from the slate provided by the nominating committee as well as from any additional nominations presented at the Spring annual meeting.

Section 8.3.1. 2nd Vice President. The 2nd Vice President will be selected from one of the Faculty Representatives chosen by the faculty as per Section 2.5. The remaining Faculty Representatives will serve as alternates to the 2nd Vice President.

Section 8.4. Term. All officers shall assume their official duties upon election or appointment. Beginning with the first election of Officers following the adoption of these Bylaws, Officer's terms shall be staggered in order to provide continuity. At the spring annual election following the adoption of these Bylaws, the President and Secretary shall be elected for a one (1) year term, the Vice President and Treasurer shall be elected for a two (2) year term. Thereafter, all Officers shall serve for a term of two (2) years or until their successors are selected.

Section 8.5. Duties. The officers shall have the following duties and responsibilities.

Section 8.5.1. President. The President shall serve as chief executive officer and preside at all meetings of members, the Board of Directors, and the Executive Committee. He or she shall have the power to appoint the chairperson of all committees, subject to the approval of the Board of Directors. He or she shall call all regular and special meetings of the membership and the Board of Directors when deemed necessary. He or she shall have the power to sign all contracts and any other obligations on behalf of the PTSA approved by the Board of Directors. He or she shall select all inspectors of election. He or she shall be authorized to co-sign checks on the PTSA's bank account, except any check for an amount in excess of \$3,000.00 which shall require the approval of the Board of Directors. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the Board of Directors.

Section 8.5.2. 1st Vice-President. The 1st Vice-President shall act for the President in his or her absence. He or she shall be empowered to co-sign checks on the PTSA's bank account in the President's absence. He or she shall serve on committees in the absence of the President. He or she shall serve as Coordinator for all standing committees and will be the point of contact for Committee Chairpersons.

Section 8.5.3. 2nd Vice-President. The 2nd Vice-President shall be elected by the Class B membership and shall act as a liaison between the PTSA and the School faculty and administration. He or she shall coordinate faculty representation from all grade levels.

Section 8.5.4. Secretary. The Secretary shall take and keep the minutes of all meetings of the membership, Board of Directors and Executive Committee. He or she shall furnish a copy of the

minutes to the President after each meeting and shall be custodian of all records and papers of the PTSA, including, but not limited to, the corporate documents, the corporate minutes and correspondence, and the membership records, but excepting the financial books and records in the custody of the Treasurer. He or she shall receive and file all written reports. In the absence of the Secretary, the President may appoint a temporary Secretary. The Secretary shall handle all necessary correspondence of the PTSA as directed by the President.

Section 8.5.5. Treasurer. The Treasurer shall have general supervision over the fiscal affairs of the PTSA and shall be responsible for safeguarding all assets. The Treasurer shall receive and deposit all funds to the credit of the PTSA in such banks, trust companies, or other depositories as the Board of Directors may select. He or she shall sign checks for the disbursement of funds with the counter-signature of the President or a Vice-President in accordance with the budget adopted by the PTSA based on approval by the general membership at first annual general meeting. The signature of the President or a Vice-President and the Treasurer shall be required on all disbursements. Current financial records shall be kept at all times and reports on the financial status of the PTSA shall be submitted at all meetings of the Board of Directors and membership. The books of the PTSA shall be delivered to his or her successor, duly audited, immediately following the termination of the office and the election of a new Treasurer. He or she shall serve as Chairperson for the Budget Committee.

Section 8.6. Compensation. The officers of the PTSA shall receive no compensation for their services. However, they may be reimbursed for actual out-of-pocket expenses incurred by them on behalf of the PTSA.

Section 8.7. Vacancies. A vacancy occurring in any office shall be filled by the Board of Directors for the unexpired term, except that when a vacancy occurs in the office of President, the 1st Vice-President shall complete the term.

Section 8.8. Liability. The officers of the PTSA shall not be personally liable for its debts, liabilities, or other obligations.

Article IX – Board of Directors

Section 9.1. Management. The general management of the affairs of the PTSA shall be vested in the Board of Directors.

Section 9.2. Number of Directors. The number of directors shall be five (5) Officers and (9) Room Directors, which number may be changed from time to time by amendment of these Bylaws in the manner herein provided, except that there shall never be less than six (6) directors, and no amendment shall have the effect of shortening the term of any sitting director.

Section 9.3. Eligibility for Membership. Only members in good standing are eligible to be members of the Board of Directors. Directors must be persons who are eighteen (18) years of age or older.

Section 9.4. Duties and Powers of Directors. The Board of Directors shall have the authority to: (i) hold meetings at times and places as may be deemed proper and necessary; (ii) admit, suspend or expel members; (iii) appoint committees on particular subjects from members of the Board of Directors or from the membership of the PTSA; (iv) audit bills and disburse the funds of the PTSA; (v) print and circulate documents and publish articles; (vi) carry on correspondence and communicate with other

associations with the same interests; (vii) employ agents; (viii) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the PTSA and protect the interests and welfare of the members; (ix) remove any or all of the officers of the PTSA with due cause prior to the termination date of such office; (x) elect substitute directors until the next membership meeting in the event any director resigns or is removed from office prior to the termination date of such office; (xi) terminate the contract of any firm, individual or other entity employed by the PTSA to perform any and all nature of services to the PTSA.

Section 9.5. Meetings of Directors. Meetings of the Board of Directors may be called by the President or by any two members of the Board of Directors. The Board of Directors may permit any or all directors to participate in a meeting of the Board or conduct a meeting through the use of any means of communication by which all directors participating in may simultaneously hear each other during the meeting. The administrative representative will be notified and encouraged to attend all meetings of Directors.

Section 9.6. Notice of Meetings of Directors. Special meetings of the Board of Directors must be preceded by at least seven (7) days' notice to the directors of the date, time and place of the meeting. Notice may be given by mail, facsimile transmissions, or electronic mail to all members and school administration.

Section 9.7. Waiver of Notice. Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

Section 9.8. Action by Directors Without a Meeting. Action required or permitted to be taken by the Board of Directors or a specific committee may be taken without a meeting if two-thirds (2/3) of the Board or of the committee approve the action. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member.

Section 9.9. Quorum & Voting of Directors. A majority of the directors shall constitute a quorum at a meeting of the Board of Directors. Each member of the Board of Directors shall be entitled to vote at each meeting thereof on any issue or matter of business before such meeting. The affirmative vote of a majority of the directors present shall be considered the act of the Board of Directors at any meeting of directors. Voting on all issues except board vacancies will be as follows:

- (a) one (1) vote per Officer except where there is an even number of Directors in which case the President will only vote in the event of a tie
- (b) one (1) vote per classroom cast collectively by the Room Directors
- (c) one (1) vote to represent all Specials Classrooms cast by the Specials Room Director

Section 9.10. Compensation of Directors. Directors shall receive no compensation for their services. However, they may be reimbursed for actual out-of-pocket expenses incurred by them on behalf of the PTSA.

Section 9.11. Liability. The directors of the PTSA shall not be personally liable for its debts, liabilities, or other obligations.

Section 9.12. Resignation & Vacancies. Any director may resign at any time by giving written notice of such resignation to the Board of Directors. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors, even if the remaining directors constitute less than a quorum, or by the sole remaining director, as the case may be, or if the vacancy is not so filled or if no directors remain, then by the members. A director appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors, but only for a term of office continuing until the next election of directors by the members.

Section 9.13. Recall of Directors. Any member of the Board of Directors may be removed from office with or without cause by the vote or agreement in writing of a majority of all votes of the membership. Notice of a meeting of members to recall a member or members of the Board of Directors shall state the specific directors sought to be removed. A proposed removal of a director at a meeting shall require a separate vote for each Board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each Board member to be removed. If removal is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting. Any director who is removed from office shall turn over to the Board of Directors within 72 hours any and all records of the PTSA in his or her possession.

Article X – Committees

Section 10.1. Establishment of Committees. The Board of Directors, by resolution may create such committees as it deems necessary to promote the objectives and carry on the work of the PTSA. Each committee must have two (2) or more members who shall serve at the pleasure of the Board of Directors. The Board of Directors, by resolution, may designate one or more members as alternate members of any such committee who may act in the place and stead of any absent member of any meeting of such committee.

Section 10.2. Term. The term of each standing committee chairperson and committee member shall be one (1) year, or until the selection of his or her successor, or in the case of special committees, until the final report has been given to the Board of Directors.

Section 10.3. Quorum. A quorum of any committee shall be a majority of its members.

- (a) **Section 10.4.** Executive Committee. There shall be a standing Executive Committee. The Executive Committee shall consist of the following:
- (a) all of the Officers of the PTSA;
 - (b) the Room Director Representative;
 - (c) an administrative representative (in a non-voting capacity)

Section 10.4.1. Duties of Executive Committee. The duties of the Executive Committee shall include:

- (a) planning for and devising measures for the PTSA's development for submission to the Board of Directors for approval;
- (b) acting upon the President's appointments to special committee chairs;

- (c) performing other such duties as are specified in these Bylaws or as may be assigned by the Board of Directors.

Section 10.5. Standing Committees. Standing Committees are those representing continuing activities in the PTSA. They may be created or combined by the President with the approval of the Board of Directors.

Section 10.5.1. Budget Committee

- (a) Maintains current PTSA budget and prepares following year's budget to be presented to Board of Directors for approval
- (b) PTSA Treasurer will serve as Chairperson for this committee

Section 10.5.2. Communications/Membership Committee

- (a) Promotes and works on increasing member participation in the PTSA
- (b) Develops a plan for welcoming new families into the School
- (c) Maintains open and frequent communication between members and the PTSA
- (d) Responsible for readying information for new/returning families prior to beginning of school year

Section 10.5.3. Special Events/Hospitality Committee

- (a) Plans and hosts all PTSA sponsored events
- (b) Assists administration during open houses, orientation, etc.

Section 10.5.4. Fundraising Committee

- (a) Responsible for researching, proposing and following through on fundraising activities benefiting the School

Section 10.5.5. Nominating Committee

- (a) Responsible for the nomination and election process and counting of ballots during elections of Officers of the PTSA

Article XI – Room Directors

Section 11.1. Room Directors. There shall be one or more representatives per classroom, and one or more for specialty programs (i.e., library, visual arts, PE, foreign language, performing arts, and after care)

Section 11.2. Room Directors Representative. There shall be one Room Director who will also serve as Room Director Representative on the Executive Committee. This person will be selected by the Room Directors to represent them and must attend Executive Committee meetings.

Section 11.3. Selection. Room Directors shall be selected or approved by the teachers of the classroom they represent.

Section 11.4. Term. The term of each Room Director shall be one (1) year.

Section 11.5. Duties. The Room Director shall promote and encourage the development of the Country Day Community and will have the following duties and responsibilities.

- (a) attend Board of Director meetings and general membership meetings as representative(s) of the parents and teachers of their respective classes
- (b) communicate PTSA activities to parents and teachers of their respective classes and poll for a consensus on PTSA issues and decisions
- (c) Room Directors are entitled to vote as described in **Section 9.9**

Article XII – Meetings

Section 12.1. Regular Meetings of Members. At least three (3) membership meetings of the PTSA shall be held during the School year (fall, winter, spring). The spring meeting held prior to dismissal of the school year shall include the election of Officers for the Board of Directors. The dates, times and places of the meetings within those months shall be determined by the Board of Directors. Written notice of the regular meetings shall be sent to all members and shall be posted on the School grounds not less than ten (10) day prior to the meeting.

Section 12.2. Special Meetings of Members. Special meetings of the members may be called at any time by a majority of the members of the Board of Directors. Such meetings must be called by the President upon the receipt of the written request of one-third (1/3) of the members. Written notice of meetings, stating the time, place and purposes thereof shall be sent to all members, posted on the School grounds and website not less than five (5) days prior to any such meeting.

Section 12.3. Quorum. At any meeting of the members, a one-third (1/3) majority of members entitled to vote in person or by proxy shall constitute a quorum, and except as otherwise specifically provided in these Bylaws or required by law, the vote of a majority of those members present at a meeting at which there is a quorum shall be sufficient to approve any measure presented to the membership for consideration. In the absence of a quorum, or when a quorum is present, a meeting may be rescheduled by the vote of a majority of the members present in person or by proxy without notice other than by announcement at the meeting and without further notice to the absent members. At any rescheduled meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 12.4. Voting Rights. At every meeting of members, each member entitled to vote shall be entitled to vote in person or by proxy duly appointed in writing which bears a date not more than ninety (30) days prior to such meeting. The election of directors shall be by ballot.

- (a) Each family shall be entitled to one vote per family on all issues

Article XIII – Indemnification

Section 13.1. Indemnification. The PTSA is empowered to indemnify any officer or director, or any former officer or director, by a majority vote of a quorum of directors, or by a majority vote of a quorum of members, who were not parties to such action, suit or proceeding, in the manner provided in Section 617.0831, Fla. Stat.

Article XIV – Amendments

Section 14.1. These Bylaws may be amended at any membership meeting of the PTSA at which a quorum is present by majority vote of the members present and voting, provided that written notice of the proposed amendment shall have been given to each member and to each member of the Board at least thirty (30) days prior to the date of the meeting at which action is taken.

Section 14.2. Amendments to these Bylaws may be made by the written consent of a majority of the members.