

Bylaws

Georgia Cyber Academy PTSO, Inc. Bylaws

Article I – Name

The name of the organization shall be Georgia Cyber Academy Parent Teacher Student Organization Inc. Herein after known as GCA PTSO.

Article II – Purpose

Section 1. Purpose. The PTSO shall not seek to direct administrative activities of the school or control its policies but instead is organized and operated for the charitable and educational purpose of assisting Georgia Cyber Academy in providing the best education possible to the children enrolled at the school.

To implement that purpose, the PTSO shall:

- Provide family activities that build community within the school.
- Provide learning opportunities through events and programs.
- Provide funding for items not included in the school budget.
- Hold various fundraisers in accordance with Georgia Cyber Academy’s policies to fund the above activities.

No PTSO member or officer shall benefit from any PTSO fundraiser.

Article III – Members

Section 1. Qualification. All members of the Georgia Cyber Academy faculty and staff and all parents, guardians or other persons with a child enrolled and attending Georgia Cyber Academy shall be considered voting members of the organization upon payment of their yearly dues.

Section 2. Dues. Membership dues are collected annually per individual and may be offered as packages with various incentives at the Board’s discretion. Executive officers will set membership dues. Members will approve in April membership meeting. Members must have paid annual dues at least 14 days prior to regular meetings to be considered a member in good standing with voting rights.

Section 3. Quorum. Members present at any membership meeting of the organization, provided at least ten (10) members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action. In that event, any matter brought before the membership at a meeting which a quorum is not present shall be discussed and decided by the Executive Board.

Section 4. Officers. The officers shall be a President, Vice President, Secretary, Vice Secretary, Treasurer, and Vice Treasurer

Article IV – Officers and elections

Section 1. Officer Responsibilities:

a. President. The president shall preside over meetings of the organization and executive board, serve as the primary contact for the school representative, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served. Presidential duties include but are not limited to:

- Lead Executive Board Meetings.
- Write any kmail or emails to GCA liaison or staff for weekly communication purposes.
- Appoint Committee Chairs. Guide, lead, and mentor committee chairs. Assign board members, if needed, for committee co-chairs.
- Meet with the School Representative on a regular basis.
- Maintain Robert’s Rules of Order and use these rules to maintain structure and order at all meetings.
- Review projected or past goals and activities and to become familiar with goals and purposes, set realistic goals and prioritize projects. Evaluate current committee positions and decide which are needed.
- All written materials produced by PTSO (e.g., newsletters, flyers, emails to membership or GCA staff, Web site postings, or notices) are to be cleared with the PTSO president and/or vice-president before publishing. The PTSO president and/or vice-president is responsible for the accuracy of this information. Any school information will be handled by the School Representative.

b. Vice President. The vice president shall assist the president and carry out the president’s duties in his or her absence or inability to serve as well as other duties as may be assigned by the President or the Executive Board. Vice presidential duties include but are not limited to:

- Lead planning or membership meetings in the President’s absence.
- Assist the president in the day-to-day operations.
- Assist President with coordinating and providing oversight for PTSO committees and be the liaison between the board and committee chairs.
- Help formulate the short and long range plans and goals.

- Participate in executive board discussion and decision making.
- c. Secretary.** The secretary shall keep all records of the organization, take and record minutes, handle correspondence and send notices of meetings to the membership. The secretary also keeps a copy of the minute's book, bylaws, rules, membership list as well as other duties that may be assigned by the President or the Executive Board. Secretary duties include but are not limited to:
- Ensure meetings are effectively organized and minutes are recorded.
 - Oversee Membership Committee. Maintain effective membership, volunteer, and activity records.
 - Ensure PTSO legal requirements are upheld during meetings.
 - Ensure charity and company law requirements are met.
 - Ensure PTSO activities are in line with objectives.
 - Prepare a report of the PTSO's activities for the year at the annual meeting.
 - Participate in executive board discussion and decision making.
- d. Vice Secretary.** The vice secretary shall assist the secretary and carry out the secretary's duties in his or her absence or inability to serve as well as other duties as may be assigned by the President or the Executive Board.
- e. Treasurer.** 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 executive board. The Treasurer will present a financial statement at every meeting and at other times of the year when requested by the executive board, and make a full report at the end of the year, as well as other duties that may be assigned by the President or the Executive Board. Treasurer duties include but are not limited to:
- Support decision-making with accurate and timely financial information.
 - Oversee all financial transactions.
 - Maintain and reconcile all bank accounts.
 - Monitor performance to budget.
 - Report to the executive board and general membership.
 - Prepare required external financial reports.
 - Preserve financial records.
 - Oversee Fundraising Committee.
 - Participate in executive board discussion and decision making.
- f. Vice Treasurer.** The Vice Treasurer shall assist the Treasurer and carry out the Treasurer's duties in his or her absence or inability to serve as well as other duties as may be assigned by the President or the Executive Board.
- g. Regional Chair.** The regional chair shall preside over the monthly regional meetings, represent the 12 regions on the GCA PTSO Executive Board, be a voting member of the GCA PTSO Executive Board, and assume responsibilities delegated by the PTSO President as needed.

g. School Representative. The School representative will be selected by Georgia Cyber Academy Administration. The School representative shall be an advisory member of the organization as well as a non-voting member of the Executive Board.

h. Student Representatives.

High School: The High School student body President shall represent the views and present needs of the High School Student Body to the PTSO as well as other duties as may be assigned by the President or the Executive Board. This position is a non-voting position.

Middle School: The Middle School student body President shall represent the views and present needs of the Middle School Student Body to the PTSO as well as other duties as may be assigned by the President or the Executive Board. This position is a non-voting position.

Elementary School: The Elementary Student Body Representative shall represent the views and present needs of the Elementary School Student Body to the PTSO as well as other duties as may be assigned by the President or the Executive Board. This position is a non-voting position.

i. All officers **MUST** be able to commit to one full year of service, face-to-face meeting in Atlanta at the beginning of each school year (to plan with school representatives), and a face-to-face two to three day planning retreat in the summer after their election to organize plans and budgeting for the upcoming school year.

Section 2. Nomination and election: Beginning March 1, 2014 and each year forward, a nominating committee composed of the current Vice President, at least one additional officer (may not include the current president) and two members of the organization shall accept nominees between March 1st and March 15th of the year in which the candidates will be elected. They will then develop a slate of candidates. The candidates shall be announced to the membership no later than March 31st each year. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor. Candidates will be placed on a virtual ballot and sent to all GCA PTSO members no later than April 10th of each school year. Officers shall be elected by a virtual vote of members in good standing. Newly elected officers shall assume their official duties on the last day of the current school year following their election. The Region Chair and Co-Chair positions will be voted on yearly by the Region Leads during the month of March. Region Co-Leads can nominate, but only Region Leads can vote for the Region Chair. Nominee with highest vote is the Region Chair, nominee with the second highest vote is the Region Co-Chair. Region Chair and Co-Chair shall be elected to term for one year and may serve no more than two consecutive terms in the same office. New Region Chair & Co-Chair to take office at the same time as the newly elected officers on the last day of the current school year following their election. To be eligible, one must be a parent with a child that attends GCA and be a member in good standing of the GCA PTSO.

Section 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 4. Terms of Office. Officers shall be elected to term for one year and may serve no more than two (2) consecutive terms in the same office. Officers shall hold only one office at a time.

Section 5. Vacancies. If there is a vacancy in the office of president, the vice president will become the president. If there is a vacancy in any other office before January 1st of the current year, the office will be filled by the candidate that received the next highest number of votes. If that person cannot fill the office, the office will be filled by the candidate that received the next highest number of votes, and so on. If all candidates who received votes for that office are unable to fill the position, the members will fill the vacancy through an election. If a position becomes vacant after January 1st of the current term, the executive board will nominate and elect a candidate to fill the vacancy.

Section 6. Impeachment. Any person holding an elected position of the PTSO may be impeached, after due process, by a two-thirds (2/3) secret ballot vote of the General Membership.

An Article of Impeachment must be sponsored by ten (10) members of the General Membership and must specify cause.

If such Article is received by the President, all Board members shall be officially notified that the matter will be on the agenda of the next regularly scheduled Board meeting. In the event that Articles of Impeachment are brought against the President, then the Co-President will serve as presiding officer until the matter is resolved.

An Article of Impeachment may be accepted by a majority of the Board at a scheduled meeting. The officer subject to impeachment may speak to the question and the question may not be called by the Chair until the officer subject to impeachment has no more to say.

If the Article of Impeachment is accepted, the President shall declare a hearing to be on the agenda of the next regularly scheduled meeting.

At such hearing, spokespersons from the original signers of the Article may testify; the officer subject to impeachment may present a defense; and witnesses may be called.

The Board shall appoint a replacement if there is an impeachment of an officer

Article V – Meetings

Section 1. Regular meetings: Regular meetings that include all members will be held four times per year. The meetings will be held in the following months: September, November, February, and April.

*September Agenda will include: Introduction of elected officers, plans for the upcoming school year, present membership opportunities, present the budget for the upcoming school year, gather volunteer information, and to answer questions pertaining to the PTSO.

*November Agenda: Treasury report, discuss fundraising efforts; gather volunteers to help with PTSO mid-year-events.

*February Agenda: Present plan for nomination and elections for executive officers, present end of year PTSO planned events, remind members of annual April meeting

*April Agenda: Annual meeting as documented in section 2 below.

Section 2. Annual Meeting. Will be held in April of each year. The annual meeting will be held at the April regular meeting. The annual meeting is for receiving reports, electing officers, and conducting any other business that should arise. The secretary will notify the members of the meetings by email which will be sent to members at least one week prior to the meeting.

Section 3. Special Meetings. Special meetings may be called by the president, any two members of the executive board, or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least five days prior to the meeting through member email.

Article VI – Executive Board

Section 1. Duties and responsibilities: The duties of the Executive Board 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 2. Meetings. Regular executive meetings shall be held twice during the months of August, September, and January. Meetings will be held once per month for the remaining months. This is in addition to the regular membership meetings. Other meetings will be scheduled and determined by the board. Monthly executive meetings will be held on a set meeting day each month that will be determined and agreed upon during the summer retreat.

Special meetings may be called by any two board members, with 72 hours² notice. All PTSO executive board members as well as the school representative should be present at the each meeting unless otherwise committed. Meetings will be held in a virtual classroom, by teleconference, or in person.

Section 3. Quorum. Half the number of board members plus one constitutes a quorum. Executive officers may vote by proxy, mail, or email ballot as long as the decision is made in writing and submitted to at least two members of the executive officers.

Article VII – Committees

Section 1. Membership. Committees may consist of members and board members, with the president acting as an ex officio member of all committees.

Section 2. Approval. All committees proposed by the President are subject to approval by the Executive Board.

Section 3. Appointments. Presidential appointments are subject to prior approval by the Executive Board.

Section 4. Committee Types.

a. Fundraising: The fundraising committee shall serve to establish adequate fundraising activities for the organization. The funds raised by the committee shall be used for a designated purpose which shall be used to enrich and/or enhance the mission and purpose of the GCA PTSO.

b. Membership: The membership committee will be chaired by the current secretary. The focus of the committee is to obtain membership, communicate with current members through email and monthly newsletters, and keep accurate and current data related to the current PTSO members.

c. Nominating committee: A nominating committee composed of the current Vice President and at least one additional officer (may not include the current president) and 2 members of the organization shall accept nominees between March 1st and March 15th of the year in which the candidates will be elected. They will then develop a slate of candidates. The candidates shall be announced to the membership no later than March 31st each year. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor.

d. Regional Lead Committee: The Regional Lead committee will be composed of 12 people, one person from each of the 12 regions. From that committee, a committee chair and a co-chair will be elected. The Chair of this committee will sit on the executive board as a voting member.

To be eligible, one must be a parent or teacher with a child that attends GCA and be a member in good standing of the GCA PTSO. The job description is as follows:

A Regional Lead is a parent volunteer who enlists the help of other parents to provide social events, parent mentoring/training, and instructional outings for families in the region. The

Regional Lead ensures that all events are posted on the Parent Events calendar. All Regional Leads will meet regularly with each other to ensure uniform communication from region to region.

Activities that should be promoted in the region are:

- Parent-led clubs
- Parent-to-Parent mentoring
- Events that support the Regional Family Engagement Coordinators should one exist in the region
- Oversee and communicate with families via regional Facebook page
- Attend monthly planning/sharing meetings

The Regional Chair will:

- Preside over the monthly regional meetings
- Represent the 12 regions on the GCA PTSO Executive Board
- Be a voting member of the GCA PTSO Executive Board
- Assume responsibilities delegated by the PTSO President as needed.

Section 5. Additional Committees. The board may appoint additional committees as needed.

Article VIII – Finances

Section 1. Budget. The Executive Board shall present to the membership at the first regular meeting of the membership (usually in September), or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership.

Section 2. Obligations. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

Section 3. Loans. No loans shall be made by the organization to its officers or members.

Section 4. Checks and Debits. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer, co-treasurer, or by any other person as authorized in writing by the Executive Board. The organization debit card(s), credit card(s), and checkbook(s) shall be kept in the possession of the treasurer. All debit card transactions will be made by the treasurer unless authorized by a vote and in writing by the executive board.

Section 5. Banking. The Treasurer (or designated officer or committee member) shall deposit all funds of the organization to the credit of the organization in such banks, trust companies or other depositories as the Executive Board may select and shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the membership.

All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds and/or orders of payment. All bank account records will be reconciled with the bank statement on a monthly basis and the report made available to the Executive and general memberships.

Section 6. Financial controls. The organization shall adopt appropriate financial controls to ensure the integrity of its funds. All PTSO funds of any kind will go through the Treasurer’s books. Specifically, without limitation, the organization shall maintain separation of financial controls so that, minimally:

- a. all expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Executive Board;
- b. an officer or other person without check signing authority designated by the Board shall review all bank statements; and,
- c. a committee of at least two (2) persons without check signing authority shall annually audit all corporate finances, or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records.

Section 7. Financial Report. The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the organization’s financial policies. The Executive Board shall have the report and the accounts examined annually by an external professional, such as a book keeper or a certified public accountant (CPA), which shall be hired by the Executive Board to perform a financial review or compilation.

Section 8. 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.

Section 9. The fiscal year shall coordinate with the school year, May 31st – June 1st of each year.

Section 10. Record retention. All records of the organization shall be maintained and destroyed in accordance with law and standard record retention guidelines. Financial records shall be maintained as follows:

Record	How to store	Period of time
Year-end Treasurer’s financial report/ statement	Store electronically and manually in corporate record book.	permanent

Treasurer's reports, periodic	Monthly reports will be sent via email to each officer. The report shall be a digital report and kept on a thumb drive. Any hard copy reports will be compiled and stored at the Georgia Cyber Academy Central office building located at 504 Oak Place Suite 540 Atlanta, GA 30049	Three Years. Store w/financial records. Destroy after 3 years.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Current year will be kept in the residency of current Treasurer. End of the year records will be compiled, including an electronic copy on a thumb drive & kept at the Georgia Cyber Academy Central office building located at 504 Oak Place Suite 540 Atlanta, GA 30049	Store w/financial records. Destroy after seven years.

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ARTICLE VII CONFLICTS OF INTEREST

Section 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

- a. Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest as defined below.
- b. Financial Interest – A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- d. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- e. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. **Duty to Disclose** – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of the committees with the governing board delegated the powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists** – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
 - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflict of Interest Policy**

i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. **ii.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 2. Non-participation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

Section 3. Minutes of Meeting. The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 4. Annual Review. A copy of this conflict of interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving the corporation, or who hereafter becomes associated with the corporation. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

ARTICLE IX AMENDMENTS

Section 1. Amendments to these Bylaws shall be put before the Board.

Section 2. Amendments may originate from the Board or by petition signed by ten (10) members of the PTSO. In either case, the written amendment must be furnished to the Nominating Committee or the Board no later than thirty (30) calendar days prior to the General Membership meeting in which a vote thereon shall be held in order to be put on the ballot.

These bylaws may be amended at any regular or special meeting of the membership by a majority vote of the members present, provided that at least two (2) days' notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.