

**BY-LAWS OF THE
CLAYTON SCHOOL DISTRICT
PARENT-TEACHER ORGANIZATION COUNCIL**

ARTICLE I - LOCATION AND OFFICES

Section 1.1 Principal Office

The principal office of the Clayton School District Parent-Teachers Organization Council (the "Corporation") shall be at such place as the Board of Directors (the "Board") may from time to time determine, but until a change is effected such principal office shall be at #2 Mark Twain Circle, Clayton, Missouri 63105.

Section 1.2 Other Offices

The Corporation also may have other offices, in such places (within or without the State of Missouri) as the Board may from time to time determine.

Section 1.3 Registered Office and Agent

The registered office of the Corporation shall be maintained in the State of Missouri, and may be, but need not be, identical with the principal office. The registered agent of the Corporation shall maintain a street address identical to the street address of the registered office of the Corporation. The registered office and agent may be changed from time to time by action of the Corporation, with the consent of the new registered agent (if applicable) and upon appropriate notice to the Secretary of State.

ARTICLE II - MEMBERS

Section 2.1 General

Each parent of a child who is attending one of the six public schools (the "Clayton Schools") in the School District of Clayton located in Missouri (the "District") shall be a member of the Corporation.

Section 2.2 Voting

Members shall not be entitled to vote.

Section 2.3 Transfer of Membership

Membership in the Corporation is not transferable or assignable.

Section 2.4 Membership Certificates

No membership certificates of the Corporation shall be required.

Section 2.5 Meetings

The Board shall, from time to time, designate any place for a meeting of the members to discuss matters of mutual interest or to engage in other activities pertinent to the operation of the Clayton Schools.

Section 2.6 Notice of Meetings

- (a) **Regular Meetings.** The date, time, location, and purpose of the regular Board meetings shall be posted on the PTO Council website at least seven (7) days before the Board meeting.
- (b) **Special Meetings.** The date, time, location and purpose of the special meetings of the Board shall be posted on the PTO Council website not less than forty-eight (48) hours before the special meeting.

ARTICLE III - DIRECTORS

Section 3.1 General Powers

The Board shall control and manage the business and property of the Corporation. The Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law, the Articles of Incorporation, or elsewhere in these By-Laws, required to be exercised or done by some particular officer of the Corporation.

Section 3.2 Number

- (a) **Designation of Directors.** The Board shall consist of twelve (12) individuals. The number of Directors constituting the Board may be increased or decreased by amendment to this Section, provided that such number shall always be at least six (6).

- (b) **Designation of Ex-Officio Advisors to the Board.** The Board also shall have ten (10) ex-officio Advisors to the Board. These ex-officio Advisors shall consist of those persons serving as the Principal (or Director of the Family Center) of each of the six schools in the District, the Superintendent of the District, a representative of the Board of Education of the District, the Chief Communications Officer, and the Chief Financial Officer of the District.

Section 3.3 Selection of Directors

- (a) **Selection of Directors.** The Corporation shall be divided into six (6) sub-groups (each sub-group referred to herein as a "School PTO," and consist of Captain Elementary School, the Clayton Family Center, Clayton High School, Glenridge Elementary School, Meramec Elementary School, and Wydown Middle School) and a governing PTO Council, which shall service as the umbrella organization for the School PTOs. Each of the School PTOs shall be entitled annually to designate one (1) Director who shall be a member of the Corporation. These six (6) designated Directors and the six (6) Officers/ex-officio Directors of the Corporation shall elect two (2) members of the Corporation to be co-Presidents and ex-officio Directors of the Corporation; a member of the Corporation to be Vice President and an ex-officio Director of the Corporation; a member of the Corporation to be Treasurer and an ex-officio Director of the Corporation; a member of the Corporation to be Secretary and an ex-officio Director of the Corporation; and a member of the Corporation to be Director of Communications and an ex-officio Director of the Corporation. These six (6) designated Directors and the six (6) elected ex-officio Directors shall constitute the twelve (12) member Board of Directors.

- (b) **Eligibility of Designated School PTO Directors.** Each of the six (6) designated Directors shall concurrently be serving as a School PTO President to be eligible for designation as a School PTO Director of the Corporation.

- (c) **Eligibility of Officers/Ex-officio Directors.** Each of the six (6) Officers/ex-officio Directors shall have served as a Director of a School PTO for at least two (2) years.

Section 3.4 Term of Office

Each designated Director shall hold office for a term of one year beginning July 1 and ending June 30 of the succeeding year, or until his or her successor shall have been elected and qualified. Each ex-officio Director shall hold office for a term of three years beginning July 1 and ending June 30 of the third succeeding year or until the Director is no longer a member of the Corporation. Each ex-officio Director shall be eligible to succeed himself or herself indefinitely. Each ex-officio Advisor shall serve in such role for such time as he or she is serving in the designated position.

Section 3.5 Resignation of Directors

A Director may resign at any time by delivering written notice to the Board, the President, or the Secretary. The resignation will become effective upon delivery of the notice unless the notice specifies a later effective date.

Section 3.6 Removal of Directors

The Board may remove any Director at any time for good cause by a vote of two-thirds of the full Board. Notice of the meeting at which said removal is considered shall state that the purpose, or one of the purposes, of the meeting is to consider the removal of a Director.

Section 3.7 Vacancies of Directors

- (a) **Vacancy of Designated School PTO Director.** Any vacancy of a Designated School PTO Director of the Board shall be filled by a member of the School PTO having the vacancy who is also a member of the Corporation, provided the candidate meets the eligibility requirements of Section 3.3(b).
- (b) **Vacancy of ex-officio Director.** Any vacancy of an ex-officio Director of the Board shall be filled by election by the majority of the full remaining Board members pursuant to a nomination by any Director provided the candidate meets the eligibility requirements of Section 3.3(c).

Section 3.8 Compensation of Directors

No Director shall be entitled to compensation for his or her services as a Director, including attendance at any meeting of the Board or any Committee thereof.

Section 3.9 Annual Meeting

The annual meeting of the Board shall be held at 7:00p.m. of the standard of time then prevailing at the place where the meeting is to be held on the first Tuesday of May each year, or at such other time and on such other date within one month before or after said date as is selected by the co-Presidents and included in the notice of the meeting, provided that if the day of the meeting is a legal holiday, then such meeting shall be held on the next succeeding day which is not a legal holiday.

Section 3.10 Regular Meetings

Either co-President may, from time to time, provide for regular meetings, which may thereafter be held at the time and place designated without notice thereof to the Directors; provided, however, that any Director absent from the meeting at which such resolution was adopted shall be notified of the adoption thereof not less than three days prior to the first regular meeting to be held pursuant thereto.

Section 3.11 Special Meetings

Special meetings of the Board may be called by either co-President or at least twenty percent of the Directors in office upon delivery to each Director either in person or by mail, postage prepaid and addressed to such Director at the Director's address as it appears on the records of the Corporation or the District, of not less than two days notice of the date, time, place and purpose of the meeting. Written notice delivered by mail shall be deemed delivered upon the earlier receipt of five days after deposit of the notice in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed

Section 3.12 Actions By Board Without a Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if written consent, setting forth the action taken, shall be signed by all Directors and filed with the records of the Corporation. Signatures may be obtained by counterpart. The consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held and may be stated as such in any certificate or document filed pursuant to the provisions of Missouri law.

Section 3.13 Place of Meeting

The Board shall hold its meetings at the principal office of the Corporation or at such other place within or without the State of Missouri as it may from time to time determine. Directors may participate in a meeting of the Board by using any means of communication through which all Directors participating may simultaneously hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 3.14 Waiver

Any Director may waive notice of any meeting at any time. The waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or the corporate records. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where such Director (a) objects to the transaction of any business because the meeting is not lawfully called or convened and (b) does not vote for or assent to the objected to action.

Section 3.15 Quorum: Act of the Board

Except as otherwise provided by law or by the Articles of Incorporation, a majority of the full Board present in person, shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum, a majority of the Directors present at a meeting, or the Director, if there be only one present, or the Secretary, may adjourn the meeting to a different time (not to exceed thirty days) and/or place until a quorum be had. No other than announcement at the meeting need be given of the time and/or place of such adjourned meeting.

Section 3.16 Conflict of Interest Transactions

Any transaction in which a Director of this Corporation has a material interest shall be approved in advance by the vote of a majority of Directors on the Board (or a Committee thereof) who have no direct or indirect interest in the transaction, provided the transaction may not be approved by a single Director. The Directors shall approve the transaction if (a) the material facts of the transaction and the Director's interest are disclosed to the Board (or to a Committee thereof) and (b) the Directors in good faith reasonably believe that the transaction is not unfair to the Corporation. If a majority of the Directors who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of approving the conflict of interest transaction. The presence of, or a vote cast by, a Director with a material interest in the transaction does not affect the validity of any action taken under this Section if the transaction is otherwise approved as provided for in this Section. A conflict of interest transaction is not voidable or the basis for imposing liability on a non-compensated Director if the transaction was not unfair to the Corporation at the time it was entered into or is approved as provided in this Section or as otherwise permitted by law.

ARTICLE IV - COMMITTEES

Section 4.1 Committees

Committees may be established from time to time by a majority of all the Directors in office having such purposes and such powers as the Board may confer, subject to the limitations described in Section 4:2 below. The Board shall appoint two or more Directors as members of any such Committee and shall designate one such Director as the Chair thereof. Subject to Section 4:2 below, the co-Presidents jointly shall have the power at any time to expand or limit the authority of or dissolve any such Committee, and shall have the power at any time to fill vacancies in, or change the membership of, any such Committee provided the individual appointed is a member of the Corporation and provided the vacancy of a Chair shall be temporarily filled by a Director of the Corporation until such time as a Chair is appointed by a vote of the Board.

Section 4.2 Limited Authority of Committees

The Board may not delegate to any Committee the authority to (a) authorize distributions to Members, Directors, Officers, agents, or employees except in exchange for commercially reasonable value received, (b) approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets, (c) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its Committees, or (d) adopt, amend, or repeal the Corporation's Articles of Incorporation or By-Laws.

Section 4.3 Meetings of Committees

Committees may provide for regular meetings to be held with or without notice at such time and place as it, from time to time, may fix. The Chair may call other meetings of Committees of such committee or any two members thereof with or without notice. Any member may, or upon request by any member, the Secretary shall, give the required notice calling the meeting. Each Committee shall keep a record of its proceedings, and shall regularly present such records to the Board.

Section 4.4 Actions of Committees

Unless otherwise provided by the Board, a majority of the members of any Committee shall constitute a quorum, and the acts of a majority of the members present at a meeting of any Committee at which a quorum is present shall be the act of such Committee. Any action which is required to be or may be taken at a meeting of any Committee established by the Board may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all members of the Committee. The consents may be signed in counter-parts. The consents shall have the same force and effect as a unanimous vote of the Committee at a meeting duly held and may be stated as such in any certificate or document filed pursuant to the provisions of Missouri law. The Secretary shall file the consents with the minutes of the meeting of the Committee.

Section 4.5 Actions of Subgroups

Each School PTO operating as a subgroup shall be governed by these By-Laws and may also adopt additional rules or regulations as needed so long as they are not inconsistent with these By-Laws.

ARTICLE V - OFFICERS

Section 5.1 Officers/Ex-Officio Directors

The principal Officers of the Corporation, who shall also, as stated, serve the Corporation as ex-officio Directors, shall be the co-Presidents of the Corporation, a Vice President, a Secretary, a Treasurer, a Director of Communications, and such other officers as are appointed by the Board. Each officer shall have such authority and perform such duties as provided in these By-Laws or as the Board from time to time may determine.

Section 5.2 co-Presidents

Unless otherwise provided by the Board, the co-Presidents shall be the co-Chief Executive Officers of the Corporation and, shall jointly have general charge of the activities of the Corporation. The co-Presidents shall keep the Board fully informed of their activities on behalf of the Corporation. In addition, the co-Presidents shall perform such other duties as from time to time may be assigned to the co-Presidents by law, the Board, or these By-Laws.

Section 5.3 Vice President

Each Vice President shall have such powers and shall perform such duties as may be assigned to him or her by law, the Board, the President, or these By-Laws. In the absence or disability of both co-Presidents, or at any time upon their joint request, the powers and duties of the co-Presidents shall be performed by the Vice President.

Section 5.4 Treasurer

The Treasurer shall have custody of, and be responsible for, all the funds and securities of the Corporation and shall deposit and withdraw such funds and securities in and from such banks, trust companies, or other depositories as shall be selected in accordance with the resolutions adopted from time to time by the Board. The Treasurer also shall have custody of and be responsible for the maintenance of the books of account of the Corporation, and shall perform such other duties as from time to time may be assigned to the Treasurer by law, the Board, the co-Presidents or these By-Laws.

Section 5.5 Secretary

The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws, or as required by law, be custodian of the Corporation's records, keep a register of the residential addresses of all Directors, and have general charge of the books and records of the Corporation. The Secretary shall be responsible for preparing minutes of the Director's meetings and for authenticating records of the Corporation. In addition the Secretary shall perform such duties and have such powers as may be assigned to the Secretary by law, the Board, the co-Presidents, or these By-Laws.

Section 5.6 Director of Communications.

The Director of Communications shall be responsible for overseeing PTO communications with parents and the community, is the primary contact to the District's Office of Communications, and will assist in the management of PTOs use of the District website. In addition, the Director of Communications shall perform such duties and have such powers as may be assigned to the Director of Communications by law, the Board, the co-Presidents, or these By-Laws.

Section 5.7 Bonding

If so required by the Board, an officer shall give bond in such form and amount and with such sureties as the Board may provide, for the faithful discharge of his or her duties, but the premiums for any such bond shall be borne by the Corporation.

ARTICLE VI - MISCELLANEOUS

Section 6.1 Corporate Seal

The Corporation shall have no seal unless the Board determines that the Corporation shall have one.

Section 6.2 Amendments of By-Laws

The Board may amend these By-Laws upon the vote of a majority of the full Board, provided that no such amendment shall reduce the number of the Board to less than six nor otherwise be inconsistent with the Articles of Incorporation or applicable law. Notice of the meeting at which such amendment is considered shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the By-Laws and shall contain a copy or summary of the amendment.

Section 6.3 Use of Funds and Property

All funds and properties belonging to this Corporation shall be applied for the purposes for which this Corporation is formed as specified in its Articles of Incorporation.

Section 6.4 Acceptance or Rejection of Gifts

The Board may accept or reject on behalf of the Corporation any money, securities, real or personal property, or any other property, or any services, offered to the Corporation by any person, corporation, or other organization, or by any federal, state, or other governmental authority or agency, for any general or specific purposes.

Section 6.5 Execution of Instruments

All checks, promissory notes, contracts, or other instruments to be signed by the Corporation shall be signed by such officer or officers as the Board may from time to time direct; provided, however, that in the absence of any such designation, such instruments may be signed on behalf of the Corporation by a co-President or the Vice President, and the Secretary.

Section 6.6 Voting Stock

Unless otherwise provided by the Board, the co-Presidents shall have full power and authority on behalf of the Corporation (a) to act and vote as fully as the Corporation might do if present at any meeting of the shareholders of another corporation in which this Corporation may hold stock; (b) to waive notice of and consent to the holding of any such meeting; and (c) to sign a consent to action in lieu of such meeting.

Section 6.7 Registered Securities

Stock or other registered securities of the Corporation may, if determined by the Board, be issued in the name of a nominee designated by the Board, or the Board may establish a trust or agency account with a bank or trust company in which such stock or other securities may be held, and may delegate to the trustee or agent such investment powers as it may see fit, including specifically full power and authority to make investments at the sole discretion of such trustee or agent. The Board may pay any such trustee or agent such compensation as the Board deems reasonable.

Section 6.8 Severability

If any word, clause, or provision of these By-Laws shall, for any reason, be determined to be invalid or ineffective, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

Section 6.9 Maintenance of Books and Records

The Corporation shall maintain as permanent records minutes of all meetings of its Board and committees of the Board and records of any actions taken by them without a meeting. The Corporation shall maintain at its principal office a copy of (a) the Corporation's current Articles of Incorporation and Bylaws, including all amendments, (b) a list of the names and addresses of the Corporation's current Directors and Officers, (c) the Corporation's most recent annual report filed with the Secretary of State, and (d) appropriate financial statements of the Corporation's income and expenses and other appropriate accounting records. These records shall be maintained either in written form or a form capable of conversion into written form within a reasonable period of time.

Section 6.10 Inspection of Books and Records

The Corporation shall permit recipients and beneficiaries of the Corporation's services or activities (and the attorneys and agents of such individuals) to inspect the records of the Corporation maintained pursuant to Section 6:9, provided the Corporation shall not be required to disclose any information concerning donors, gifts, and contributions. The Corporation shall permit the Directors to inspect the Corporation's records at least to the extent permitted by law. Any recipient or beneficiary of the Corporation's services or activities (and their attorneys and agents) requesting inspection of the Corporation's records must (a) give the Corporation written notice at least five business days prior to the desired inspection, (b) describe with reasonable particularity the purpose and the records the individual desires to inspect, and (c) demonstrate a direct connection between the purpose for inspection and the requested records. The Corporation may charge a fee for the cost of labor and materials necessary to comply with the request.

Section 6.11 Dues from Each School PTO

Each School PTO designating a Director as provided herein shall pay annual dues ("Dues") to the Corporation in an amount determined by the Corporation. The Corporation shall determine the Dues amount by May 31. School PTOs shall pay said Dues by October 30 of the same year.