

# **Johnson Elementary Parent Teacher Organization**

## **Bylaws**

### **Article I. Directors**

1.1 General Powers. The Corporation shall have a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitations set forth in the Articles of Incorporation. Specifically, the Board of Directors shall control the expenditure of funds.

1.2 Number. The number of directors shall be no fewer than seven nor more than ten as shall be set from time to time by the Board of Directors provided that two directors shall be Staff Directors.

1.3 Appointment and Term. Directors shall serve for one year terms and shall be eligible for reelection so long as they remain eligible to serve as directors as set forth in the Articles of Incorporation.

1.4 Removal; Vacancies. The Board of Directors may remove any director, with or without cause, but only at a meeting called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the director. The removal of a director shall be effective only upon the affirmative vote of a majority of the remaining electors. A vacancy on the Board of Directors, including a vacancy resulting from the removal of a director or an increase in the number of directors may be filled by the majority of the remaining directors though less than a quorum of the Board of Directors, and may, in the case of

a resignation that will become effective a specified later date, be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs. If at any time there are no directors serving, the registered agent of the Corporation shall appoint one director who shall then fill all the vacancies.

1.5 Meetings. The Board of Directors may hold regular or special meetings at such place, either within or without the Commonwealth of Virginia, as may be provided in the notice of the meeting and approved by the Chairman or the Board of Directors. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Corporation.

1.6 Notice of Meetings. Notice of meetings of the Board of Directors shall be given to each director no less than twenty-four hours before the meeting, by delivering the same to each director or to directors' residence or business address or to the director's electronic mail address. Any such notice shall set forth the time and place of the meeting.

1.7 Waiver of Notice. A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

1.8 Quorum; Voting. A majority of the number of directors currently serving shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. 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 of Directors.

1.9 Action Without Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board.

1.10 Voting By Electronic Mail. Directors shall be permitted to cast their votes through electronic mail sent to all directors. This provision shall constitute a Director Agreement. This provision shall be effective when these bylaws have been approved by unanimous consent of all directors currently serving and may be amended only through future unanimous consent of all directors of the Corporation.

## **Article II. Officers**

2.1 Officers. The officers of the Corporation shall be a Chairman, a Vice-Chairman, a Treasurer, a Secretary, and a Communications Director, and in the discretion of the Board of Directors each position may be filled by more than one individual.

2.2 Election; Term. Officers shall be elected by the Board of Directors from currently serving directors. They shall hold office for one year terms or until their successors are elected. Officers shall be eligible for reelection. Any officer may resign at any time upon written notice to the Board of Directors.

2.3 Removal of Officers. The Board of Directors may remove any officer with or without cause.

2.4 Duties of Officers. The Chairman shall be the Chief Volunteer Officer of the Corporation. The Chairman and the other officers of the Corporation shall have such powers and duties as

generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Board of Directors.

### **Article III. Miscellaneous Provisions**

3.1 Fiscal Year. The fiscal year of the Corporation shall be determined in the discretion of the Board of Directors, but in the absence of any such determination it shall be the academic year.

3.2 Interpretation. For the purposes of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include the plural and vice versa, and words in one gender shall be deemed to include words in the other gender.

3.3 Amendments. These Bylaws may be amended or repealed, and new Bylaws may be made at any meeting of the Board of Directors; provided however, that the text of the proposed amendment or new Bylaws shall be presented to the Board of Directors at least one week prior to the meeting immediately preceding the meeting at which the text is to be adopted.

Notwithstanding this provision Section 1.10 may only be amended through unanimous consent.

**Article IV. Ratification**

We, the undersigned, being all of the directors of the corporation, hereby adopt these amended ByLaws, as of March 17, 2015.

Co-Chairpersons: Guangyuan Adie Pettitt

Secretary: Adrienne Dent

Treasurer: Karel Hall

Communications Co-Directors: Jan Fenigson, Kuhn

Members-at-Large (Faculty Liaisons): Jan Esler Mark

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**Amendment History:**

Originally Adopted: April 23, 2012

Date of Amendment(s): March 12, 2015

Amendment(s): Clarification of minimum number and titles of officers (Communications Director and two Members-at-Large specified); and reformatting of bylaws adoption section as Article IV (Ratification).

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Adopted by the undersigned, being all of the directors of the corporation, as of April - 23, 2012

Lisa Woolfork Lisa Woolfork

Theresa Murrell-Miller Theresa Murrell-Miller

Adrienne D Dent Adrienne D Dent

Molly Yates Molly Yates

Camilla Manning Camilla Manning

Michael Smith Michael Smith

Emily Wong Emily Wong