

BY-LAWS OF THE CHERRY TREE ELEMENTARY
PARENT-TEACHER ORGANIZATION INC.
(As Amended and Restated as of January 7, 2020)

ARTICLE I

Name, Seal and Offices

1. Name: The name of this Corporation is Cherry Tree Elementary Parent Teacher Organization, Inc., hereinafter referred to as the Corporation.
2. Seal: A seal of the Corporation shall not be required.
3. Offices: The principle office of the Corporation shall be in the County of Hamilton, City of Carmel, and State of Indiana.

ARTICLE II

Purposes and Objectives

1. The Corporation shall have as its purposes:
 - a. To enhance and support the educational experience at Cherry Tree Elementary School, hereinafter referred to as CTE;
 - b. To develop a closer connection between school and home by encouraging parent involvement; and
 - c. To provide volunteers and financial support for the purpose of educational enrichment.
2. The Corporation shall not seek to direct the technical activities of the school nor control its policies.
3. The Corporation will act as a communication link between CTE teachers, staff and administrators, and the parents and guardians of CTE students to further the purposes of the Corporation.

ARTICLE III

Members and Meetings of Members

1. Membership: Membership shall be automatically granted to all parents and guardians of CTE students and all CTE teachers, staff and administrators, hereinafter collectively referred to as the general membership or Members and individually referred to as a Member. There are no membership dues.
2. Rights of Members: Each Member of the Corporation shall be entitled to one vote per motion at general membership meetings. The right of a Member to vote shall cease with the termination of his/her membership. Membership shall terminate when the Member no longer has a student attending CTE or is no longer a CTE teacher, staff and administrator. No Member shall be entitled to a share in the distribution of the Corporation assets upon dissolution of the Corporation. Members have the right to vote on the annual budget, expenditures over \$1,000 that are not included in the annual budget, and other items as required by law or at the President's or Executive Board's discretion.

3. Annual and Regular Meetings: The annual meeting of the Members of the Corporation shall be held at CTE every Fall on a specific date confirmed by the Corporation as not to conflict with any school scheduled functions. The annual meeting shall include a budget presentation and a vote on such budget. There shall be at least one other meeting of the general membership during the school year.
4. Notice of Meetings: Notice of the date, time, place and purpose(s) of the annual meeting and any regular meeting of the general membership shall be sent to all current Members no less than five nor more than thirty days prior to such meeting.
5. Special Meetings: Special meetings of the Members, other than those regulated by statute, may be called at any time by the President, the Principal, or upon receipt of the written request of at least ten percent (10%) of the Members.
6. Notice of Special Meetings: Notice of the date, time, place and purpose(s) of a special meeting shall be sent to all current Members no less than five nor more than thirty days prior to such meeting.
7. Quorum and Voting Requirements: At any general membership meeting (annual, regular or special) those Members present constitute a quorum for all purposes, except as otherwise required by law. The act of a majority of the Members present at the meeting shall be the act of the general membership, except as otherwise required by law.
8. Removal of Members: Any Member may be removed from the general membership by majority vote of the Executive Board for conduct detrimental to the Corporation. Any such Member proposed to be removed shall be entitled to at least five days advance written notice of the meeting at which such removal is to be voted upon. The Member shall be given an opportunity to be heard by the Executive Board at such meeting. The decision of the Executive Board shall be final.

ARTICLE IV

Executive Board

1. Personnel: The Executive Board shall consist of the Principal of CTE or his/her representative and the following elected officers: President(s), Vice President(s)/President(s) Elect, Vice President(s) of Ways and Means, Treasurer(s), Assistant Treasurer (s), Recording Secretary, Communications Secretary and Past President(s).
2. Qualifications:
 - a. All elected officers must be Members.
 - b. All elected officers must have a current, satisfactory criminal background check.
 - c. The Presidential nominee must have served on the Executive Board as the Vice President/President Elect in the year immediately preceding his/her term of office as President, to the extent reasonably possible and appropriate.
 - d. The Past President nominee shall have served on the Executive Board as the President in the year immediately preceding his/her term of office as Past President.
3. Term of Office: The term of each office shall be for one year commencing on June 1 and ending on May 31. Notwithstanding the foregoing, the Treasurer's and Assistant Treasurer's terms shall commence on July 1 and end on June 30. The same

person shall not fill the same elected Executive Board office for more than two consecutive terms.

4. Vacancies: A vacancy occurring in an elected officer position shall be filled by the Executive Board for the remaining days of the applicable term of office or such officer position's duties shall be delegated by the Executive Board as necessary and appropriate. A vacancy in the Past President position shall not be filled.
5. Duties: The Executive Board shall perform the following duties: (a) develop the Corporation's annual budget, (b) establish and oversee Standing Committees to conduct the work of the Corporation, (c) establish fundraising programs, (d) approve expenses not appropriated in the annual budget, when expenses are over \$100 and do not exceed \$1000, (e) transact all necessary business between meetings and report on such business at the subsequent meeting, and (f) perform their respective duties as set forth in Article V.
6. Meetings: There shall be a minimum of three Executive Board meetings during the school year. Additional meetings shall be called as deemed necessary by the President, the Principal or upon request of at least three Executive Board Members.
7. Quorum: A majority of the Executive Board Members shall constitute a quorum for all purposes, except as otherwise required by law. The act of a majority of the Executive Board Members present at the meeting shall be the act of the Executive Board, except as otherwise required by applicable law.
8. Notice of Meetings: Executive Board Members shall be notified of all meetings.
9. Removal: An elected officer may be removed from office for failure to fulfill his/her duties by a majority vote of the general membership. Any elected officer proposed to be removed shall be entitled to at least five days advance written notice of the meeting at which such removal is to be voted upon. The elected officer shall be given an opportunity to be heard by the general membership at such meeting. The decision of the general membership shall be final.
10. Elections: Election of elected officers shall be made by a majority vote of the Members present at the general membership meeting held in the Spring.

ARTICLE V

Duties of the Elected Officers

1. President(s): The President shall preside at all Corporation meetings, including those of the general membership, General Board and Executive Board. The President shall communicate to Members regarding meetings. The President shall provide a job description to every Committee Chairperson. The President shall serve in an advisory capacity on Corporation committees, and on the Carmel Clay Schools Coordinating Council. The President and/or Treasurer shall provide for an accountant to review the financial records of the Corporation and have that report read at the first meeting of the general membership in the fall. The President and/or Treasurer shall notify the Internal Revenue Service of any applicable changes or amendments to these By-laws, to the extent required by applicable law. The President may be elected to an ex-officio capacity on the Executive Board for the year immediately following his/her term of office as President.

2. Vice President(s)/ President(s) Elect: The Vice President/President Elect shall preside over Corporation meetings in the absence of the President, serve in an advisory capacity on Corporation committees, serve on the Carmel Clay Schools Coordinating Council, make monthly reports to the Executive Board, and gather Standing Committee reports. The Vice President/President Elect shall preside over the Nominating Committee. The Vice President/President Elect also shall carry out special assignments that may arise.
3. Vice President(s) of Ways and Means: The Vice President of Ways and Means shall oversee activities for all fund development programs and opportunities of the Corporation. These may include the Fall Fundraiser, Spring Fundraiser, Community Support Incentive Programs (examples, but not limited to, Box Tops for Education, Restaurant Nights) and any other Corporation fundraisers. The Vice President of Ways and Means shall screen and evaluate fundraising opportunities that are offered to the Corporation.
4. Recording Secretary: The Recording Secretary shall keep an accurate record of all meetings of the general membership, General Board, and Executive Board (including the names of those Members in attendance), and make copies available of such and maintain copies of such, to the extent required by applicable law. The Recording Secretary shall maintain custody (electronic and/or physical) of all Books, Records, and Equipment pertaining to the business of the Corporation (except those of the Treasurer) and maintain a permanent file of Records, to the extent required by applicable law.
5. Communications Secretary: The Communications Secretary shall handle all correspondence deemed necessary by the Executive Board and the Corporation. The Communications Secretary shall maintain the Corporation's webpage and social media platforms in accordance with Carmel Clay Schools applicable digital citizenship policies.
6. Treasurer(s): The Treasurer shall receive and distribute all monies of the Corporation and maintain an accurate record of the receipts and expenditures of the Corporation. The Treasurer shall train the Assistant Treasurer, have the Books ready for review on or before August 15th of each year and review this report at the general membership Meeting in the Fall. The Treasurer shall prepare a budget for approval by the general membership. The Treasurer shall maintain a complete and accurate record of the financial transactions of the Corporation, including annual financial statements for the current and preceding six years, shall serve as advisor to all Committee Chairpersons regarding money collection, and notify the IRS of any changes or amendments made to the Articles of Incorporation or By-laws, to the extent required by applicable law.
7. Assistant Treasurer(s): The Assistant Treasurer shall perform duties of the Treasurer in the absence of the Treasurer, assist in preparation of the budget and the year-end report of the accountant, and perform, in partnership with the treasurer, any other duties related to the finances of the Corporation. The Assistant Treasurer shall be authorized to sign checks in the absence of the Treasurer and shall review financial records with the Treasurer every other month.
8. General Duties of All Elected Officers: All elected officers shall perform the duties described in the applicable job description. Elected officers shall prepare or revise a

detailed job description by the close of the last school day, and shall attend the monthly Executive Board meetings and General Board meetings. All elected officers shall strive to uphold the purposes of the Corporation.

9. Past President(s): The Past President shall serve in an ex-officio capacity on the Executive Board.

ARTICLE VI

General Board of Directors

1. Personnel: The General Board of Directors shall consist of the elected officers (as described in Articles IV and V above), the chairperson(s) of each Standing Committee (referred to herein as Committee Chairpersons) and the Principal of CTE and/or his/her representative. A teacher on staff at CTE may be a Director.
2. Qualifications:
 - a. All Committee Chairpersons shall be Members.
 - b. All Committee Chairpersons shall have a current, satisfactory criminal background check.
3. Term of Office: The term of each Committee Chairperson shall be for one year commencing on June 1 and ending on May 31.
4. Vacancies: A vacancy occurring in a Committee Chairperson position shall be filled by the Executive Board for the remaining days of the applicable term of office or such Committee Chairperson's duties shall be delegated by the Executive Board as necessary and appropriate. This includes a vacancy due to the mid-year creation of a Standing Committee by the Executive Board.
5. Duties: The General Board of Directors shall:
 - a. Transact all necessary business between General Board meetings.
 - b. Solicit committee plans and ideas for presentation to the Executive Board.
 - c. Request significant job changes to the Executive Board for their approval.
 - d. Perform the duties listed in their applicable job descriptions.
 - e. Maintain necessary files/records.
6. Meetings: There shall be a minimum of two General Board meetings during the school year, which may include general membership meetings. Additional meetings shall be called as deemed necessary by the President(s), the Principal, or upon the receipt of the written request of ten percent (10%) of the General Board or current general membership. Members of the Corporation shall be notified and the General Board Meeting shall be open to all Members of the Corporation.
7. Removal: A Committee Chairperson may be removed from office for failure to fulfill his/her duties by a majority vote of the general membership. Any such Committee Chairperson proposed to be removed shall be entitled to at least five days advance written notice of the meeting at which such removal is to be voted upon. The Committee Chairperson shall be given an opportunity to be heard by the general membership at such meeting. The decision of the general membership shall be final.
8. Elections: Election of Committee Chairpersons shall be made by a majority vote of the Members present at the general membership meeting held in the Spring.

ARTICLE VII

Standing Committees

1. Nominating Committee:
 - a. *Personnel:* The Nominating Committee shall consist of the Nominating Secretary, the President(s), the Vice President(s)/President(s) Elect, and a minimum of three Members from the general membership named by the Vice President(s) and approved by the Executive Board. The Vice President(s)/President(s) Elect shall preside over the Nominating Committee. Every effort shall be made to have representatives from different neighborhood subdivisions on the Nominating Committee.
 - b. *Duties:* The Nominating Committee shall prepare a slate and present the slate to the general membership at least two weeks prior to the election. Additional nominations may be made from the floor with the previous consent of the nominee if these nominations have been submitted to the Nominating Secretary, in writing at least two business days prior to the election. The Nominating Committee shall make certain the prospective elected officers and Committee Chairpersons know the general and specific duties of their respective jobs.
2. Finance Committee: The Executive Board shall compromise the Finance Committee.
3. Other Standing Committees: The other Standing Committees may include, but are not limited to, the following. Standing committee director position(s) may remain vacant for the school year if unfilled.
 - a. Artist in Residence
 - b. Auditor
 - c. Book Fair
 - d. Classroom Coordinator
 - e. Display Cases
 - f. Elf Workshop
 - g. Family Fun Nights
 - h. Lego Club
 - i. Media Center Coordinator
 - j. Newcomers
 - k. Newsletter
 - l. Patriots Fall Fundraiser (PFF) Campaign
 - m. POPS
 - n. Science Fair
 - o. Special Events
 - p. Spirit Wear
 - q. Staff Hospitality
 - r. Teacher and Staff Appreciation
 - s. Ways and Means

ARTICLE VIII

Amendments of By-Laws

1. These by-laws may be amended by the affirmative vote of the general membership at any general membership meeting; provided that the text, a summary, or the general nature of the amendments has been sent to the general membership no less than ten days prior to such meeting.
2. These by-laws shall be reviewed every five years by the Executive Board.

ARTICLE X

Miscellaneous

1. General Questionnaire: On an as needed basis, as determined by the Executive Board, the Corporation may seek feedback from the general membership to continually evaluate the Corporation.
2. Rules of Order: Meetings shall be conducted under rules of parliamentary procedure as set forth in Robert's Rules of Order, Newly Revised to the extent such rules are applicable and not inconsistent with other provisions of these by-laws.
3. Indemnification: Carmel Clay Schools (CCS) shall indemnify any individual who is made party to a proceeding because the individual is or was an Executive Board Member of the Corporation against liability and reasonable expenses incurred in the proceeding in accordance with applicable CCS policy and as required by applicable law.
4. Gaming: The Corporation shall comply with the current Indiana Gaming Commission laws in regard to raffling and fundraising, to the extent required by applicable law.
5. Dissolution: In the event of the dissolution of the Corporation, any funds remaining shall be donated to CTE.

ARTICLE XI

Financial Information

1. Fiscal year: The fiscal year of the Corporation shall commence on July 1 and end on June 30.
2. Banking: All operating funds shall be kept in a checking account in the name of the Corporation. All reserve funds shall be kept in a savings account in the name of the Corporation. All raffle proceeds shall be kept in a separate checking account ("gaming checking account"), in accordance with Indiana Gaming Commission laws. A minimum of two Executive Board Members shall serve as authorized principals on all bank accounts. All bank accounts shall be held at a bank insured by the Federal Deposit Insurance Corporation (FDIC).
3. Finances: A minimum of ten thousand (\$10,000) of unencumbered money shall be in a savings account at the beginning of each fiscal year. The checking accounts shall maintain the applicable bank-required minimum balance.
4. Records: The Corporation shall keep correct and complete Books and Records of account electronically. All Books and Records of account shall be kept for a

minimum of seven years. Any Member may inspect the Books and Records of account at any reasonable time.