

**Code of By-Laws of the
North Central High School Parent Teacher Organization
(Revised April 2016)**

**Article I
Specifications**

Section 1.01 Name. The name of the Corporation is the North Central High School Parent Teacher Organization, (hereinafter referred to as the “Organization”).

Section 1.02 Principal Office and Resident Agent. The Post Office address of the principal office of the Organization is 1801 E. 86th Street, Indianapolis, Indiana 46240 and the name and Post Office address of its Resident Agent is:
North Central High School Parent Teacher Organization Executive Board President;
North Central High School; 1801 E. 86th Street, Indianapolis, Indiana 46240.

Section 1.03 Fiscal Year. The fiscal year of the Organization shall begin on the first day of August in each year and end at the close of the 31st day of July next succeeding. Unless otherwise noted, the word “year” as used in these by-laws means “fiscal year.”

**Article II
Purpose**

Section 2.01 Purpose. The North Central High School Parent Teacher Organization shall exist to support the programs and activities of the high school that enhance the educational and social experience of all students. It shall further serve as the link between the school and the parents, offering opportunities for parental involvement and education. It shall also work toward the continuing improvement of the school environment, services and facilities. All is consistent with the laws governing not-for-profit corporations in the State of Indiana.

**Article III
Membership**

Section 3.01 Requirements for Membership. Any person may be a member of this Organization if he/she is a parent or legal guardian of a student currently or previously enrolled in North Central High School, Washington Township, Marion County, Indiana, or an administrator or teacher employed at said school.

Section 3.02 Dues. The donation levels for the following year shall be proposed and voted on by the Board of Directors (hereinafter referred as the “Executive Board”) on an annual basis, as a part of the process of approving each year’s Budget

Article IV
Officers

Section 4.01 Officers. The Officers of this Organization shall be Incoming/Outgoing Presidents, Second Vice-President, Immediate Past Outgoing President, Recording Secretary, Corresponding Secretary, Treasurer, and Treasurer-Elect/Assistant Treasurer.

Section 4.02 Terms of Office. An elective year shall begin at the close of the May Executive Board meeting and shall end at the close of the following year's May Executive Board meeting.

Section 4.03 Duties of Officers.

A. Incoming/Outgoing Presidents shall preside at all meetings of the members of the Organization and the Executive Board. The Incoming/Outgoing Presidents shall have the care and custody of the records, minutes and other papers and documents of the Organization and the Executive Board.

B. Second Vice-President. The Second Vice-President shall act as an aide to the Incoming/Outgoing Presidents; shall act as Parliamentarian and Nominating Committee Chairman; and shall perform such other duties as the Executive Board may prescribe.

C. Immediate Past President/Co-Presidents. The Outgoing President, having served as Outgoing President in the preceding year, shall act as an advisor to the Executive Board; and shall perform such other duties as the Executive Board may prescribe.

D. Recording Secretary. The Recording Secretary shall keep or cause to be kept a true and complete record of the attendance and the proceedings of each meeting of the Organization and the Executive Board, and transfer minutes to the care and custody of the Incoming/Outgoing Presidents following the Executive Board's approval; and shall perform such other duties as the Executive Board may prescribe.

E. Corresponding Secretary. The Corresponding Secretary shall conduct the correspondence of the Organization and shall perform such other duties as the Executive Board may prescribe.

F. Treasurer. The Treasurer shall keep the correct and complete records of accounts showing accurately at all times the financial condition of the Organization; shall be the legal custodian of all monies, notes, securities, and other valuables which may from time to time come into the possession of the Organization; shall immediately deposit all funds of the Organization in some reliable bank or other depository approved by the Executive Board; shall keep bank accounts in the name of the Organization; shall furnish at all meetings of the Executive Board, or whenever requested, a written

statement of the financial condition of the Organization; and shall perform such other duties as the Executive Board may prescribe.

G. Treasurer-Elect/Assistant Treasurer. The Treasurer-Elect/Assistant Treasurer shall act as an aide to the Treasurer; shall perform the duties of the Treasurer during the Treasurer's absence or disability; and shall perform such other duties as the Executive Board may prescribe.

Article V **Meetings of the Membership**

Section 5.01 Place of Meetings. All meetings of the members of the Organization shall be held at 1801 E. 86th Street, Indianapolis, Indiana, 46240, or such other centrally located place as agreed upon by the Executive Board.

Section 5.02 Annual Meeting. The annual meeting for the election of the Executive Board for the following year shall be held in March.

Section 5.03 General Meetings and Special Meetings. General meetings shall be scheduled by the Executive Board and held a minimum of two times per year. Special meetings may be called by the Executive Board Incoming/Outgoing Presidents, a majority of the Executive Board, or by not less than ten percent of the membership.

Section 5.04 Notice of Meetings. Notice of the place, day and hour of a meeting shall be publicized at least fourteen days before the date of the meeting.

Section 5.05 Voting at Meetings. Each member shall have the right to one vote at all meetings. A member may vote either in person or by proxy executed in writing. Motions must be passed by a majority of the quorum.

Section 5.06 Quorum. At any meeting of the membership, a quorum shall consist of the members present at that meeting.

Article VI **Executive Board**

Section 6.01 Members. The Executive Board shall consist of the Officers elected by the members of the Organization, as provided in Article VII, and At-Large Members as designated by the Incoming/Outgoing Presidents.

Section 6.02 Number. The number of Executive Board Officers shall be eight (8) – eleven (11). The number of Executive At-Large members shall be determined each year by the Executive Board.

Section 6.03 Joint Meeting. The May Executive Board meeting may be a joint meeting of the incoming and outgoing Executive Boards. This meeting's purpose shall be to facilitate continuity and efficiency of operation.

Section 6.04 Year-End Committee Reports. By the May Executive Board meeting, year-end committee reports shall be prepared for the Incoming/Outgoing Presidents by each committee chair.

Section 6.05 Qualification. No Officer may remain in office in the same capacity if he/she has completed one full term in said office, without the occurrence of an intervening election.

Section 6.06 Quorum. At any meeting of the Executive Board the presence of a majority of the Executive Board then qualified and acting shall constitute a quorum for the transaction of any business.

Section 6.07 Voting at Meetings. Each Executive Board Member shall have the right to one (1) vote at all Executive Board meetings. A member may vote either in person or by proxy executed in writing. Motions must be passed by a majority of the quorum.

Article VII **Nomination, Election, and Appointment** **of the Executive Board**

Section 7.01 Nominating Committee. The Incoming/Outgoing Presidents and the Second Vice President shall serve as Co-Chairs of the Nominating Committee, and may select any number of other members deemed appropriate to serve on this Committee. Said committee shall propose from the Organization eight (8) – eleven (11) candidates for Officers as stated in Section 4.01. The Committee shall publicize, concurrently with Annual Meeting notification, as set out in Section 5.04, the names of the Officer candidates to the membership of the Organization.

Section 7.02 Additional Officer Candidates. Additional candidates for any Executive Board Officer position may be nominated from the Organization's membership by twenty-five (25) or more members. Such members shall request of the Incoming/Outgoing Presidents in writing at least fourteen days prior to the Annual Meeting that their nominees be placed before the membership as candidates for such offices. The Incoming/Outgoing Presidents shall publicize any such Officer nominees no later than ten (10) days before the Annual Meeting.

Section 7.03 General Election. A general election to fill the Officer positions on the Executive Board shall be held at the annual meeting of the membership of the Organization. Such newly elected Officers shall take office at the close of the May Executive Board meeting.

Section 7.04 Executive Board At-Large Members. The Incoming/Outgoing Presidents may appoint, from the Organization, At-Large Members to the Executive Board. At-Large Members shall serve the same May-to-May term on the Executive Board as set out in Section 4.02 for the Executive Board Officers. Suggested positions for At-Large members to include but not be limited to Registration Chair(s), Open House Chair(s), Middle School Liaison, Volunteer Coordinator(s) and Liaison to True North Academy

Section 7.05 Filling of Vacancies. Vacancies on the Executive Board shall be filled by a candidate receiving a majority vote of the remaining Executive Board members.

Section 7.06 Removal. Any Executive Board member may be removed with or without cause at any meeting of the membership of the Organization, by an affirmative vote of three-quarters of the total members present. Written notice of intent to call a vote for removal of any Executive Board member shall be provided to each Executive Board member no less than 15 days prior to such vote being taken. Written notice of intent to call a vote for removal of any Executive Board member must also be provided to the general membership by the Incoming/Outgoing Presidents in the manner prescribed for notice of any general meeting, as set out in section 5.04.

Article VIII **Indemnification of Executive Board Members**

Section 8.01 Indemnification in General. The Organization shall indemnify any person made a party to any action, suit or proceeding by reason of the fact that he/she is or was an Executive Board member of the Organization, against the reasonable expenses, including attorney's fees incurred by him/her in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged that such Executive Board member is liable for negligence or misconduct in the performance of his/her duties. The Organization may also reimburse to any such Executive Board member the reasonable cost of settlement of any such action, suit or proceeding, if it shall be found by a majority of the Executive Board that it was in the interest of the Organization that such settlement be made, and that such Executive Board member was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Executive Board member may be entitled apart from the provisions of this Article.

Article IX **Contracts, Checks, Notes and Other Instruments**

Section 9.01 In General. All contracts and agreements authorized by the Executive Board, and all checks, drafts, notes, bonds, bills of exchange and orders for the payment of money, shall, unless otherwise directed by the Executive Board, or unless otherwise required by law, be signed by two Executive Board Officers. The Executive Board may, however, authorize the Treasurer and Treasurer-Elect/Assistant Treasurer to sign checks, drafts, and orders for the payment of money singly and without necessity of countersignature, and may designate the Treasurer of North Central High School, who may, in the name of the Organization, execute drafts, checks, and orders of the payment of money on its behalf.

Section 9.02 Unanticipated Expenses Outside the Budget. The Executive Board has the discretion to make disbursements for costs unanticipated in the Budget, providing that these disbursements are fiscally responsible.

Article X **Procedure**

Section 10.01 In General. At all meetings of the membership, Executive Board and of all committees, all questions of order and procedure shall be resolved by *Robert's Rules of Order* to the extent that the same do not conflict with any applicable statute or rule of law or equity.

Article XI **Amendments**

Section 11.01 In General. These By-Laws may be amended by a two-thirds (2/3) vote of the members present at any regular or special meeting, provided that the proposed amendment has been read aloud at the preceding regular meeting, or provided that the proposed amendment has been presented by written notification to the membership at least two (2) weeks prior to the meeting. The membership also shall be given at least two (2) weeks advance written notice of the meeting's date, time and place at which a vote on the By-Law amendment is to be taken.