



BYLAWS
OF
SMYRNA ELEMENTARY SCHOOL
FOUNDATION

Revised May 2017

President

Date

Principle

Date

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ARTICLE ONE
NAME AND PURPOSE

- 1.1 Name. The name of the Foundation is Smyrna Elementary Foundation.
- 1.2 Purpose. The Foundation is organized exclusively for the purpose of raising funds and providing resources beyond those provided by Cobb County School District or the PTA for the benefit of all students at Smyrna Elementary School.
- 1.3 Mission. The mission of the Smyrna Elementary Foundation is to fund elements of education such as technology enhancement, supplemental and/or enriched curriculum, school environment, student services and additional faculty.

ARTICLE TWO
BOARD OF DIRECTORS

- 2.1 Authority and Responsibility of the Board of Directors. The business, direction and management of the affairs of the Foundation and the control and disposition of its properties and funds shall be vested under the direction of the members of the School Council. The School Council shall serve as the Board of Directors for the Foundation. All powers, duties, and functions of the Foundation conferred by these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed or controlled by the School Council. The School Council shall determine the Foundation's policies or changes thereto, and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The School Council may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Foundation as shall be deemed advisable, and may, in the execution of the powers granted, delegate its authority and responsibility to an executive committee comprised of the President, Secretary and Treasurer of the Foundation. Under no circumstances, however, shall any actions be taken which are inconsistent with these Bylaws, the Foundation's mission statement, and the fundamental and basic purposes of the Foundation, as expressed in these Bylaws, and the mission statement.
- 2.2 Number of Directors and Composition of the Board. The Board of Directors will be comprised of the School Council.
- 2.3 Manner of Election and Term of Office. Elections and terms will be consistent with terms outlined in School Council bylaws.
- 2.4 Term Limits. Terms will be consistent as outlined in School Council bylaws.
- 2.5 Removal. Terms will be consistent as outlined in School Council bylaws.

2.6 Vacancies. Consistent with School Council.

2.7 Compensation. No member of the Board of Directors shall be paid any salary or any remuneration for their services associated with the Foundation, but they may be reimbursed for any authorized expenditure(s) incurred if such expenditure(s) receives approval from the Board.

2.8 Board of Directors. The Board of Directors will be comprised of the School Council.

ARTICLE THREE MEETINGS OF THE BOARD OF DIRECTORS

3.1 Place of Meetings. Meetings of the Board of Directors may be held at any place within or without the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver; or if no place is so specified, at the principal office of the Foundation.

3.2 Regular Meetings: Notice. Regular meetings of the Board of Directors shall be held at least 4 times during each year.

3.3 Special Meetings: Notice. Special meetings of the Board of Directors may be called by or at the request of the President of the Foundation or by any two (2) of the members in office at that time. Notice of the time, place and date of any special meeting of the Board of Directors shall be given by the secretary either personally, by telephone, telegraph, teletype, facsimile or other form of wire or wireless communications, or by mail at least two (2) days before such meeting.

3.4 Waiver. Attendance at or participation in a meeting by a Director waives any required notice to him or her of such meeting unless the Director at the beginning of the meeting (or promptly upon his 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.

3.5 Quorum. At meetings of the Board of Directors, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business.

3.6 Vote Required for Action. Except as otherwise provided in these Bylaws or by law, the act of a majority of serving Directors shall constitute the act of the Board of Directors.

3.7 Action by Directors without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if one or more written consents describing the action taken are signed by all the members of the

Board of Directors and delivered to the Foundation for inclusion in the minutes for filing with the corporate records reflecting the action taken. Action taken by consent shall be effective when the last Director approves the consent in writing unless the consent specifies a different effective date. Such consent shall have the same force and effect as a meeting vote and may be described as such in any document.

3.8 Telephone and Similar Meetings. Directors may participate in and hold a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all participating in the meeting may simultaneously hear each other during the meeting. Participation in such meeting by these means shall constitute presence in person at the meeting.

ARTICLE FOUR NOTICE AND WAIVER

4.1 Procedure. Whenever these Bylaws require notice to be given to any Director, the notice shall be given as prescribed in Article Three. Notice shall be in writing unless oral notice is reasonable under the circumstances. Whenever notice is given to a Director by mail, the notice shall be sent by first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the Director at his address as it appears in the current records of the Foundation; and such notice shall be deemed to have been given at the time the same is deposited in the United States Mail. Notice shall be deemed to have been given by telegram or cablegram at the time notice is filed with the transmitting agency and by facsimile when confirmed as received. Oral notice, electronic mail, or other form of wire or wireless communication is effective when communicated.

4.2 Waiver. Whenever any notice is required to be given to any Director by law, by the Foundation's Articles of Incorporation, or by these Bylaws, a Director may waive any such notice before or after the date and time stated in the notice. Except as provided in Section 3.5 above, the waiver must be in writing approved by the Director entitled to such notice and delivered to the Foundation for inclusion in the minutes or filing with the corporate records.

ARTICLE FIVE OFFICERS

5.1 Number and qualifications. The executive officers of the Foundation shall consist of a president, secretary and treasurer. The Board of Directors shall from time to time create and establish the duties of such other board positions and/or directors or assistant directors as it deems necessary for the efficient management of the Foundation; but the Foundation shall not be required to have at any time any officers other than a president,

vice-president, secretary and treasurer. No one individual may hold simultaneously more than one executive officer position.

5.2 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine. Agents of the Foundation may participate in board meetings but will not be voting members of the board.

5.3 Removal. Consistent with School Council bylaws. In addition, missing three or more board meetings per school year is cause for dismissal from the Board of Directors.

5.4 Vacancies. Consistent with School Council bylaws.

5.5 President. The president shall preside at all meetings of the Board of Directors. The president shall also serve as a member, with right to vote, of any executive committee of the Board of Directors and as a voting member, ex officio, of any and all other committees of Directors. The president shall also be the chief executive officer of the Foundation and, as such, shall exercise general supervision of all operations and personnel of the Foundation, including determination of compensation to be paid any employee other than himself for services rendered to the Foundation, subject to the control of the Board of Directors. The president shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, grant requests, and statements and reports required to be filed with state and federal officials or agencies; and the president shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the treasurer or secretary, any instrument or other writing; and he shall see that all orders and resolutions of the Board of Directors are carried into effect. The president shall have the right to supervise and direct the management and operation of the Foundation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers and employees of the Foundation shall be under his supervision and control during such interim. The president shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

5.6 Secretary.

- (a) The secretary shall attend all meetings of the Board of Directors and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required.

- (b) The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.
- (c) The secretary shall be under the supervision of the president and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

5.7 Treasurer.

- (a) The treasurer shall have the custody of Foundation funds and securities until such time as they are submitted to the treasurer of the Cobb Schools Foundation for deposit.
- (b) The treasurer shall disburse the funds of the Foundation as ordered by the Board of Directors, and reconcile financial statements from the Cobb Schools Foundation each month or at such other intervals as the Board of Directors shall direct.
- (c) The treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

ARTICLE SIX
COMMITTEES OF DIRECTORS

6.1 Other Committees of Directors. Other committees, each consisting of one (1) or more Directors, may be designated by a resolution adopted by a majority of Directors present at a meeting at which a quorum is present. Persons who are not directors or officers of the Foundation may also be members of such committees to the extent provided in the resolution of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Except as otherwise provided in such resolution or in these Bylaws, members of each such committee shall be appointed by the president of the Foundation with the approval of the Board. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Foundation shall be served by such removal. Any such committee, to the extent provided in the resolution of the Board of Directors and permitted by law, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business, property, and affairs of the Foundation.

Each committee of the Board of Directors may fix its own rules and procedures, so long as such rules and procedures are not inconsistent with the resolution(s) establishing and authorizing such committee or these By-Laws. Notice of meetings of committees, other than of regular meetings provided for by the rules, shall be given to committee members. All action taken by committees shall be recorded in minutes of the meetings.

6.2 Advisory and Other Committees. The Board of Directors may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not Directors of the Foundation as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each committee to advise the Board of Directors on matters relating to the business and affairs of the Foundation; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the bylaws of the Foundation, as may be prescribed for it by the Board of Directors. Vacancies on any such other committees shall be made by the President of the Foundation, unless the Board of Directors specifies otherwise. Any action by each such committee shall be executory only and such action shall be subject to control, revision, and alteration by the Board of Directors.

6.3 Authority of Committees. Notwithstanding anything herein to the contrary, a committee may not:

- (a) Authorize the payment of a dividend or any part of the income or profit of a Foundation to its Directors or officers;
- (b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Foundation's assets;
- (c) Elect, appoint, or remove Directors or fill vacancies on the Board of Directors; or
- (d) Adopt, amend, or repeal the Articles or Bylaws.
- (e) Authorize the expenditures of any funds, make the expenditure of funds, pledge funds, incur debt, or in any way spend or encumber the Foundation's funds without the prior express approval and agreement of the Board of Directors.

6.4 Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.5 Chairman. One (1) member of each committee shall be appointed chairman thereof.

6.6 Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

6.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE SEVEN CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Foundation. Such authority must be in writing and may be general or confined to specific instances.

7.2 Checks. Drafts. Notes. Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be dispersed by the treasurer; the president; or by such other officer or officers, agent or agents, of the Foundation and in such manner as may from time to time be determined by resolution of the Board of Directors. For any item or service exceeding \$500 when there is no available vendor on the county bid list, the board must consider three bids before any final decision is made.

7.3 Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation through the Cobb Schools Foundation.

7.4 Gifts. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposes of the Foundation.

ARTICLE EIGHT MISCELLANEOUS

8.1 Books and Records. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The Foundation shall keep at its registered or principal office a record giving the names and addresses of the Directors.

8.2 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Foundation and to change the same from time to time as it deems appropriate. Initially, the fiscal year of the Foundation shall begin on June 1 and expire on May 31.

8.3 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these Bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

8.4 Table of Contents: Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

ARTICLE NINE AMENDMENTS

9.1 Power to Amend Bylaws. The Board of Directors shall have the power to alter, amend, or repeal these Bylaws or adopt new Bylaws.

9.2 Conditions. Action by the Board of Directors with respect to Bylaws shall be taken by the affirmative vote of a majority of all Directors then holding office.

ARTICLE TEN TAX-EXEMPT STATUS

Smyrna Elementary Foundation has tax exemption under the umbrella of The Cobb Schools Foundation pursuant to Section 501(c) (3) of the Internal Revenue Code.

ARTICLE ELEVEN TERMINATION AND LIQUIDATION

Upon termination and liquidation of the Foundation, all assets of the Foundation shall be distributed to or for the benefit of one or more charitable organizations as shall qualify as tax exempt under the Internal Revenue Code of 1986, as amended, and/or to the Federal Government, or State or local government for a public purpose, as shall be determined in the discretion of a majority of the Board. Under no circumstances shall the assets of the Foundation be distributed upon termination or liquidation to or for the benefit of any officer or Director of the Foundation.