Bylaws of the Cary Academy Parent Teacher Administration Alliance

Adopted January 6, 1998
Amended October 8, 2002
Amended May 8, 2003
Amended May 3, 2004
Amended January 22, 2007
Amended January 27, 2011

PREAMBLE

The Cary Academy Parent Teacher Administration Alliance is authorized by the action of the Board of Directors of Cary Academy to serve as a positive and supporting element in the ongoing efforts to advance Cary Academy and its mission which is to create and sustain a learning community committed to discovery, innovation, collaboration, and excellence.

Article I – NAME

The name of this organization shall be the Cary Academy Parent Teacher Administration Alliance, hereinafter referred to as the PTAA.

Article II – PURPOSE

The purpose of the PTAA shall be to work collaboratively with Cary Academy community constituents to promote, sustain, and enhance excellence in the school's programs, facilities, and atmosphere for education by providing needed assistance and services. Through its work, the PTAA shall:

1. Communicate and advance the mission, vision, services, and needs of Cary Academy to members of the PTAA and the community.
2. Provide financial and programming support and resources as needed to enrich the school community.
3. Help develop and sustain positive school spirit and sense of community among parents, teachers, administrators, staff members, students, alumni parents and alumni students.
4. Encourage, promote and sustain community volunteerism by identifying and fiducially utilizing the talents, services, and resources available within and beyond the school community.
5. Promote and facilitate effective, respectful communication and cooperation within the school community.
6. Foster confidence, trust, and understanding between community constituents through advocacy, collaboration, and communication.

Article III – AUTHORITY

The existence and authority of the PTAA is established, in accordance with applicable law, by its Members through adoption of these Bylaws. The governance of the PTAA is through its Board of Directors; provided that the governance and actions of the PTAA are subject to approval by the Head of School.
Article IV – MEMBERSHIP

Section 1. Members
PTAA membership shall include any parent or legal guardian of a child or children currently enrolled at Cary Academy and any faculty, administrator, or staff member currently employed by Cary Academy.

Section 2. Dues
Membership dues, if any, shall be determined annually by the PTAA Board of Directors.

Section 3. Meetings
   A. General
   Members of the PTAA shall meet at publicly announced General Membership meetings to conduct the business of the organization as needed but not less than three times each school year. Dates of such meetings shall be determined and published by the PTAA President who at the beginning of each year shall provide written or electronic notice stating the purpose, time, and location to all members of record by the PTAA Secretary at least ten (10) days prior. The Bylaws shall be available to members at each General Membership meeting.

   B. Special
   Special meetings may be called by a majority vote of the PTAA Board of Directors or by written request to the Board by fifteen (15) voting members of the general membership. Such meetings shall be scheduled no more than four weeks following the date of the above mentioned vote or receipt of written request. A minimum of seven (7) days prior notice shall be given to the general membership for any special meeting.

Section 4. Voting
Each PTAA member shall have voting privileges. Voice, paper, or web-based electronic balloting may be utilized as deemed necessary and appropriate by the PTAA Board of Directors.

Section 5. Quorum
The majority of the Board of Directors and at least an additional twenty-five (25) members in person and voting, at a duly published meeting shall constitute a quorum for the transaction of business at the PTAA general meetings.

Article V – PTAA BOARD OF DIRECTORS

Section 1. Composition
The affairs of the PTAA shall be managed by a Board of Directors, hereinafter referred to as the Board, which shall be comprised of President, Vice-President/President-Elect, Secretary, Treasurer, Assistant Treasurer, immediate Past President, Funding Committee Chair (if appointed,) one or two Ad Hoc members (if appointed,) two Middle School and two Upper School Parent Representatives, one Middle School and one Upper School Faculty Representative, an Administration Representative, and an Alumni Representative all of whom shall be qualified voting members of the PTAA organization.
Section 2. Selection and Terms

A. Eligibility
1. Any PTAA member for at least one academic year prior to their potential term of office shall be eligible for election to the Board.
2. Each Middle School Parent Representative and Upper School Parent Representative must have a child enrolled in that school division during their term of service.
3. The Assistant Treasurer must have a child enrolled at the school during his or her term of service as Assistant Treasurer and his or her successive term as Treasurer.

B. Election
Except as provided below in this Article V(2)(B), by May 30th of each year the PTAA membership shall elect or affirm the following members of the Board: President, Vice-President/President-Elect, Secretary, Treasurer, Assistant Treasurer, two Middle School Parent Representatives, and two Upper School Parent Representatives. An election shall be conducted by paper or electronic ballot at a General Membership meeting or by electronic ballot outside of a General Membership meeting using the school’s website.

1. The President shall be affirmed into that position the year following his or her election as Vice-President/President-Elect. In the event that the office of Vice-President/President-Elect was vacated, the President shall be elected pursuant to this Article V(2)(B).

2. The Treasurer shall be affirmed into that position the year following his or her election as Assistant Treasurer. In the event that the office of Assistant Treasurer was vacated, the Treasurer shall be elected pursuant to this Article V(2)(B).

3. Middle School Parent Representatives and Upper School Parent Representatives returning for the second year of that Representative’s two-year term shall be affirmed into that position the year following his or her election as Parent Representative. In the event that a Parent Representative vacated that position, a new Representative shall be elected for the remainder of that two-year term pursuant to this Article V(2)(B).

C. Immediate Past President
The immediate Past President shall remain on the Board for one year following the end of the presidency term to serve as Parliamentarian and chair of the Bylaws Committee, and is not subject to nomination, election, or appointment.

D. Appointments
1. The Funding Committee Chair and up to two additional Ad Hoc Board members may be appointed by the President, as needed, and approved by the Board annually. In the case of co-chairs, both may attend the Board meetings, but only one vote shall be conferred upon the position.

2. One Faculty Representative from the Middle School and one Faculty Representative from the Upper School shall be appointed by the Schools’ respective Heads no later than August 1 of each year.
3. An Administration and an Alumni Representative shall be appointed by the Head of School no later than August 1 of each year.

E. Terms
Except for the positions of Upper School Parent Representative and Middle School Parent Representative, the term of service for each Board position shall be one year. Upper School Parent Representatives and Middle School Parent Representatives serve two-year staggered terms. Consecutive terms are permitted for all positions except President and Vice President/President-Elect, provided conditions of election, appointment, or number of consecutive terms, as stated in the Bylaws, are fulfilled annually.

Section 3. Duties
The PTAA Board shall:

A. Provide oversight, governance, and accountability for all programs, activities, and operations (fundraising, expenditures, and resource management) conducted in the name and under the sanction and purvey of the PTAA.

B. Seek to ensure PTAA financial stability while implementing its purpose.

C. Establish, reaffirm, and announce annually the PTAA Standing Committees and any Ad Hoc appointments.

D. Approve all committee plans, budgets, and non-budgeted expenditure of funds in excess of two hundred dollars ($200.00).

E. Facilitate appointment and approval of candidates for vacancies occurring in Board, committee chair, and grade coordinator positions.

F. Set policy and procedures for the PTAA that are consistent with those of Cary Academy, and oversee the content, accuracy, and appropriate retention of manuals, records, and communications.

G. Serve as liaisons with appropriate division constituents for the purposes of assessing needs and making recommendations for PTAA programming and strategic planning.

H. Consider, recommend, or request appropriate actions to Cary Academy leadership to improve the implementation of the school’s mission and strategic plans.

Section 4. Meeting Attendance
Each member of the Board shall maintain good standing by regular attendance at Board meetings. Any member who misses three consecutive Board meetings during one school year shall be deemed to have resigned from the Board and from the office that entitles him or her to membership on the Board. Any such Board member shall be given notice in writing that his or her absences have resulted, according to the Bylaws, in vacating his or her membership on the Board. Such person may, upon written petition within ten (10) days after receipt of the notice, be reinstated at the discretion of the Board. Such action would require a two-thirds affirmative vote of all Board members in good standing.
Section 5. Vacancies
Except as otherwise stated herein, any vacancy on the Board shall be filled by appointment and approval of the Board within one month (of occurrence) or as soon as a candidate can be identified. Any person selected to fill an unexpired term shall serve for the remainder of the term, and such service shall not disqualify the same person from serving in the same office for one full term.

Section 6. Resignation and Removal
A. Resignation
Members of the Board may resign at any time upon notification in writing to the President or Secretary. Such resignations shall take effect at the time specified therein, or if no time is specified, at the time of acceptance by the President or Secretary. In the event that the Vice President/President-Elect is removed or resigns, the position of President shall become part of the nominating process and a President shall be elected for the following year. In the event that the Assistant Treasurer is removed or resigns, the position of Treasurer shall become part of the nominating process and a Treasurer shall be elected for the following year.

B. Removal
If any member of the Board shall fail to execute the duties of his or her respective office as required by the Board of Directors, the PTAA, or these Bylaws, then, and in either event, after written notice as required by any removal policy adopted by the Board and majority vote of the Board, such person shall be removed from office, and the position shall be deemed vacated.

Section 7. Quorum and Voting
A majority of the voting members of the Board shall constitute a quorum for the transaction of all business. All matters shall be decided by a majority of the votes cast by the Board members present and voting. Voting by proxy is prohibited. Each Board position identified in these Bylaws is conferred one vote.

Article VI – OFFICERS OF THE PTAA

Section 1. Officers
A. Number
The officers of the PTAA and its Board shall consist of a President, a Vice-President/President-Elect, a Secretary, and a Treasurer.

B. Eligibility
Any PTAA member who has served at least one full year as a member of the PTAA shall be eligible for election as a PTAA Officer. No one person shall be elected to more than one office at the same time. Only those persons who have signified their consent to serve as an officer to any current member of the PTAA or Nominating Committee member shall be nominated for, or elected to, any office.

C. Term
A term shall be a period of one year beginning June 15 of the year of election or appointment and ending June 14 of the following year. A member shall serve only one term as President and Vice-President/President-Elect. However, a member may serve as President for one additional term after having been out of office for at least one year. All other officers of the PTAA shall be eligible to serve consecutive one-year terms in the same office; however, no person shall serve as an officer for more than four consecutive terms.
Section 2. Duties

A. President
The President shall:

1. Preside at all meetings of the PTAA Board and general membership.

2. Act as an ex officio member of all committees except the Nominating Committee.

3. Create ad hoc committees and designate the powers, responsibilities, and terms of the committees’ appointments consistent with the Bylaws of the PTAA.

4. Set the date, hour, place and agenda of the PTAA General Membership and PTAA Board meetings, and shall be responsible for all notices thereof as required by these Bylaws.

5. Coordinate the work of the Board members and committees of the PTAA in order that the purpose, goals, and objectives of the PTAA may be promoted.

6. Appoint candidates for vacancies occurring in committee chair and grade coordinator positions.

7. Represent, or select a designee to represent, the PTAA at Cary Academy functions as requested by the school’s leadership to promote the work of the organization.

8. Participate as a voting member on the Cary Academy Board of Directors and serve, in this capacity, as the liaison for the PTAA constituency.

9. Have the authority to co-sign checks for any disbursement with one of the designees of Cary Academy.

B. Vice-President/President-Elect
The Vice-President/President-Elect shall:

1. Assist the President and perform all the duties of the President in the absence of that officer.

2. Serve as President in the event of the death, resignation, or disqualification of the President and shall become President at the end of the President’s term on June 15 of each year unless removed from office pursuant to Article V, Section 6B. of the Bylaws.

3. Serve as chair of the Grants Oversight Committee and a member of the PTAA Merit and Community Scholarships and Charles M. Burdick Young Writers’ Fellowship selection panels.

4. Gather input, plan and lead strategic planning with outgoing and incoming PTAA officers, representatives, and committee chairs to develop a program of work and budget for the upcoming year.

5. Assume the duties of Parliamentarian in the absence of the immediate Past President.
C. **Treasurer**  
The Treasurer shall:

1. Assume the duties of the President at PTAA Board and General Membership meetings in the absence of both the President and Vice-President/President-Elect.

2. Oversee receipt and deposit of all funds of the PTAA in accordance with the policies and procedures set forth in writing by the school’s Business Office.

3. Keep a current, full and accurate account of the receipts and expenditures of the PTAA, and shall co-sign checks for all disbursements with one of the designees of Cary Academy. The books of account and records shall be maintained according to Cary Academy Business Office procedures and be reasonably available for inspection by any member of the PTAA, a copy of which shall be maintained in the PTAA Office on the premises of Cary Academy.

4. Create, with the direction of the incoming officers and committee chairs, budget for the PTAA for the next fiscal year. This proposed budget shall be presented for review to the PTAA Board of Directors and Head of School no later than September 1 of each year, and to the general membership of the PTAA no later than September 30 of each year for review; final approval by PTAA members may be deferred until the first PTAA General Membership meeting of the school year.

5. Report on the financial affairs of the PTAA at its Board meetings and at all business (General Membership) meetings of the PTAA.

6. Maintain current reports and documents on the PTAA website for access and use by PTAA members.

7. File an annual financial statement with the Cary Academy Business Office within thirty (30) days after the end of each fiscal year. All financial records shall be subject to an annual audit by the school’s financial auditors.

8. Periodically review accounting procedures and work collaboratively with the Cary Academy Business Office to make recommendations for change.

9. Be available to the Business Office after his or her term ends to answer questions as necessary until the annual school audit is completed.

D. **Secretary**  
The Secretary shall:

1. Record and keep minutes of all PTAA General and Board meetings. Minutes shall be sent to PTAA Board members, committee chairs, and grade coordinators within two weeks after the meeting. In addition, minutes of General meetings shall be sent to the Head of School within two weeks of each meeting.
2. Post all meeting minutes, noted as “pending approval” or “approved on (date)”, on the PTAA website within two weeks of each meeting.

3. Maintain all non-financial records and documents of the PTAA including the Bylaws, meeting minutes, Reference Manual, leadership bios, description of purpose and responsibilities for leadership positions, and contact directories. These materials shall be stored in the PTAA Office or in Cary Academy’s archives.

4. Assist the President and the Board with the general correspondence of the PTAA.

5. Receive and distribute monthly committee reports to the PTAA Board and committee chairs.

6. Provide written or electronic notice to all members of record for all general and special membership meetings stating the purpose, time, and location. Such notice shall be given at least ten (10) days prior to the scheduled date of the meeting.

E. General
   All officers shall perform the duties prescribed in these Bylaws or assigned by the PTAA Board or Cary Academy’s administration and deliver to their successors all official materials not later than June 14 of each year.

Article VII – NOMINATING COMMITTEE

Section 1. Members
   There shall be a Nominating Committee, comprised of six parent members representing Cary Academy grades 6 through 11, appointed by the Board no later than the December PTAA Board Meeting. The PTAA President shall appoint a chair of the Nominating Committee subject to Board approval. The Nominating Committee members will be announced to the PTAA membership either through written or electronic means following Board approval.

Section 2. Duties
   The PTAA Nominating Committee shall:

   A. Call for nominations from the PTAA membership, and identify and nominate at least one member for each position to be filled, including but not limited to President (if Vice-President/President-Elect position vacated), Vice-President/President-Elect, Secretary, Treasurer (if Assistant Treasurer position vacated), Middle School and Upper School Parent Representatives, Assistant Treasurer, grade coordinators, and committee chairs, for service in the upcoming year. Nominations will close two weeks prior to the April General Membership meeting.

   B. Prepare and present a list of nominees for the positions of President, (if necessary), Vice-President, Treasurer, (if necessary), Assistant Treasurer, Secretary, Middle School Parent Representatives and Upper School Parent Representatives and short biographies (bios) for each candidate to the PTAA President and the Head of School for approval prior to presentation to the PTAA membership at a General Membership meeting to be held no later than April 30.

   C. Give notice of said General Membership meeting date, time, location, and the nominees’ names and appropriate bios to members of record at least 10 days prior to the date of the meeting.
D. Present the slate of candidates at said General Membership meeting and call for approval of the slate by the PTAA membership.

E. Conduct the election of officers and parent representatives by paper ballot (with multiple candidates for a position), or electronic balloting. Notice of election and voting method shall be given by the Nominating Committee to the PTAA members at least ten (10) days prior to the election. Election will be held outside of the General Membership meeting and must be completed prior to May 20.

SECTION 3. Conflicts of Interest
In addition to the Conflicts of Interest provisions of Article IX that shall apply to the Nominating Committee, no member of the Nominating Committee (including Board members serving on the committee) shall be eligible for nomination to a Board position for that year.

Article VIII – COMMITTEES AND GRADE COORDINATORS

Section 1. Standing Committees
There shall be Standing Committees as required to carry out the objectives of the PTAA. These committees and their function shall be established or reaffirmed each year by the PTAA Board, working in conjunction with the committee chairs and based on the current needs of Cary Academy. The Nominating Committee and current committee chairs shall identify members who are willing to accept committee chair positions, and members may identify their willingness to serve through completion of the PTAA Volunteer Form.

Section 2. Ad Hoc Committees
The President may appoint additional ad hoc committees as is necessary for the benefit of the PTAA. Ad Hoc committees can exist for a period not to exceed one year.

Section 3. Grade Coordinators
There shall be one or more parent PTAA Grade Coordinator(s) for each grade at Cary Academy to assist in administering grade specific enrichment and social programming. A parent must have a child in the grade represented to be eligible to serve.

Article IX – CONFLICTS OF INTEREST

Whenever a member of the Board, Nominating Committee, or committee of the Board has a personal interest, financial interest, or other conflict of interest in any matter coming before that Board or Committee on which that person sits of such nature that it may prevent that person from acting on that matter in an impartial manner, that person shall a) fully disclose the nature of the interest and b) withdraw from the discussion and voting on the matter. The minutes of the meeting at which such votes are taken shall reflect such disclosure and withdrawal.
Article X – OPERATIONS

Section 1. Fiscal
The fiscal year of the PTAA shall be the same as that used by Cary Academy, running from July 1 through June 30. Leadership terms (elected and appointed positions) run June 15 through June 14 unless otherwise stated in these Bylaws.

Section 2. General
All PTAA operations and procedures shall comply with those currently in use and directed by the Cary Academy Business Office, and state and federal governance pertaining to 501(c)(3) organizations.

Section 3. Office
The PTAA shall maintain an office on the premises of Cary Academy in which PTAA Board, committee, and grade leadership may work and all current records and supplies of the organization shall be stored. Archived materials shall be stored in a manner and location prescribed by the Cary Academy Business Office and the school’s Document Retention Policy.

Article XI – POLICY

The PTAA shall be non-commercial, non-sectarian, and non-partisan. No commercial enterprise and no political candidate shall be endorsed by the PTAA. Neither the name of the PTAA nor the names of its directors of the Board in their official capacities shall be used in connection with any commercial concern nor with any partisan interest, or for any purpose other than the work of the PTAA.

Article XII – TAX EXEMPT STATUS

The PTAA shall operate under the Cary Academy 501(c)(3) non-profit umbrella in a manner consistent with an organization that is exempt from federal income taxation as described in Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law. The PTAA shall neither have nor exercise any power nor shall it engage directly or indirectly in any activity that would jeopardize the Section 501(c)(3) exempt status of Cary Academy.

Article XIII – AMENDMENTS

Section 1. Proposed by the PTAA Board
The Bylaws may be amended at any regular or special meeting of the PTAA by two-thirds affirmative vote of the members present and voting. Notice of the Bylaws vote and a copy of the Bylaws with proposed amendments shall be provided to the members at least ten (10) days prior to the meeting date.

Section 2. Proposed by Individual PTAA Members
The Past President shall be responsible for Bylaws review, revisions, and enforcement. Any PTAA member may suggest a Bylaw amendment by presenting it in writing to the Past President or any Board member for consideration by the Board. At such time as is necessary, the Board shall appoint a Bylaws Committee, to be chaired by the Past President, to prepare amendment recommendations. Amendment recommendations receiving an affirmative vote by three-fourths of the Board members present and voting shall be considered approved. All Bylaw amendments are subject to final approval by the Head of School and the PTAA general membership.
Section 3. Communication
Upon Board approval of a recommendation of amendment, the President shall:

A. Provide a copy of the current Bylaws with proposed amendment(s) to the PTAA Committee Chairs and Grade Coordinators, Head of School, Middle and Upper School Heads, Director of Advancement, and Director of Business Operations for review and comment.

B. Announce in writing to the PTAA membership the call for an amendment vote with the date, time, and location where the vote will be taken, and provide a copy of the current Bylaws with proposed amendment(s). Such notice shall be made no less than ten (10) days prior to the voting date.

Section 4. Adoption and Finalization
The amendment(s) shall become effective upon the affirmative vote of two-thirds of the PTAA membership present and voting. The Secretary shall add the final approved amendment(s) and date of the amendment to the file (.pdf) copy of the organization’s Bylaws, post the revised Bylaws on the PTAA website within thirty (30) days of final approval, and notify the community that Bylaw amendment(s) have been approved.

Article XIV – DISSOLUTION

Upon dissolution of the PTAA, the Board shall, after paying or making provisions for payment of all liabilities of the PTAA, transfer all of the assets of the PTAA to Cary Academy, consistent with all applicable laws.

Article XV – PARLIAMENTARY AUTHORITY

Parliamentary authority shall be the latest revision of “Robert’s Rules of Order” and shall govern the PTAA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order, which the PTAA may adopt. The immediate Past President shall serve as the Parliamentarian. In his or her absence, the Vice-President shall serve as the Parliamentarian.