

IMAGINE COMMUNITY PARTNERS

BY-LAWS

ARTICLE I. Name

The name of the organization shall be called Imagine Community Partners, Inc., hereinafter called ICP or Organization. The address of Imagine Community Partners is 1000 Brevard Road, Suite 175, Asheville, NC 28806.

ARTICLE II. Articles of Organization

The Articles of Organization of ICP consist of these By-Laws and Articles of Incorporation. The ICP Articles of Incorporation are filed with the North Carolina Secretary of State's Office.

ARTICLE III. Mission

The mission of Imagine Community Partners is to provide positive support and advocate for INVEST COLLEGIATE Imagine, its Champions and Collegiate Leaders to ensure academic success and personal growth in all Champions.

ARTICLE IV. Objectives

The objectives of Imagine Community Partners are to:

1. Promote the education and well-being of INVEST COLLEGIATE Imagine Champions at home, in school and in the community;
2. Encourage closer cooperation among and involvement from parents;
3. Organize events that foster a spirit of community among parents, Champions and Collegiate Leaders;
4. Coordinate volunteer needs as deemed beneficial by the INVEST COLLEGIATE Imagine administration, Collegiate Leaders and ICP;
5. Facilitate communication between parents and INVEST COLLEGIATE Imagine for sharing ideas and information;
6. Provide a forum for discussing issues pertaining to INVEST COLLEGIATE Imagine and how ICP can be a positive force in these areas; and
7. Raise and distribute funds to support and enhance all facets of Champion learning.

ARTICLE V. Policies

1. The program of this Organization shall be related to fulfilling its stated mission. Committees shall be formed to design and implement methods to achieve the objectives of the Organization.
2. This Organization shall be non-commercial, non-sectarian, and non-partisan. No commercial enterprise and no candidate shall be endorsed by it. Neither the name of the Organization nor the names of any members in their official capacities shall be used in connection with a commercial concern or with any partisan interest or for any purpose other than the regular work of the Organization.
3. This Organization may cooperate with other organizations and agencies concerning child welfare, but persons representing the Organization in such matters shall make no commitments that will bind the Organization.
4. This Organization shall not, directly or indirectly, participate or intervene any political campaign on behalf of or in opposition to any candidate for public office (including publishing or distributing statements).
5. The records of this Organization are open for public review.

ARTICLE VI. Membership

Section 1. Eligibility. Each parent/guardian of a Champion enrolled at INVEST COLLEGIATE Imagine, current Champions and each Collegiate Leader presently employed by INVEST COLLEGIATE Imagine are eligible for membership. Membership shall be made available without regard to race, color, creed or national origin.

Section 2. Terms. The membership year shall be from August 1 through July 31. Additional members shall be accepted at any time. Membership in ICP shall be made available with the following terms:

1. Willing to uphold the policies, support the mission and objectives, and subscribe to these By-Laws.
2. Payment of annual dues as determined by the incoming Board of Directors.
3. Registration of name and contact information with Secretary.
4. Eligibility to participate in meetings.
5. All members, with the exception of Champions, are eligible to vote, to participate in the election of officers, and to serve in any of its elective or appointive positions.
6. Members may resign by submitting written notice to the Secretary.

ARTICLE VII. Voting

Each member shall be entitled to one (1) vote on any matter submitted to a vote of the members.

ARTICLE VIII. Meetings

Section 1. General Meetings.

1. A minimum of four (4) general membership meetings shall be held each fiscal year. The schedule will be determined over the summer for the upcoming fiscal year by the incoming Board of Directors. Advance notice of no less than 14 days shall be given to all members for general meetings.
2. The annual orientation meeting shall be held during the first general meeting of each fiscal year.
3. The election meeting shall be held during the last general meeting of each fiscal year.
4. At least one Collegiate Leader should attend each meeting.
5. General membership meetings should include a financial update, project updates/old business and new business.
6. Members present shall constitute a quorum for the transaction of business in any general meeting.
7. Issues requiring the general membership's approval will be reviewed by the Board, who will make a recommendation to the general membership. If the general membership votes against the Board's recommendation, the decision will be tabled and a re-vote will be done at a subsequent meeting. The second vote carries regardless of the outcome.
8. A majority vote of members present shall be deemed adequate and acceptable to conducting or transacting business.
9. Non-members are eligible to attend all general meetings but may not vote.

Section 2. Special Meetings.

1. Special Meetings may be called by 10% of the members.
2. Meeting requests must be submitted in writing to the Secretary at least 72 hours in advance of the requested meeting.

ARTICLE IX. Officers

Section 1. Number. The property, business, and affairs of the Organization shall be managed by its Officers, being at least six in number.

Section 2. Qualifications. Each officer in this Organization shall be a member of ICP. One Officer shall be the Head of School. Another Officer shall be a Collegiate Leader. The remaining four Officers shall be parents/guardians of enrolled in INVEST COLLEGIATE Imagine Champions.

Section 3. Officers. The Officers shall be President, Vice President, Secretary, Treasurer, Head of School and Collegiate Leader Advisor. Additional officers may be established and appointed at any time by the current Board of Directors. The inaugural Officers will be elected by majority vote at the first meeting from those parents who nominate themselves to serve as a Founding Officer.

Section 4. Election. Officers shall be elected by a majority of the ballots cast. The nomination period opens on the 14th day prior to the last day of school and runs for seven days, closing at Noon on the seventh day. Self-nominations

are accepted. The voting period begins on the seventh day prior to the last day of school and runs for seven days. Written ballots will be used. Ballots must be received by 11:00 am on the last day of school.

Section 5. Co-Officers. Any office, except President, may have co-officers that share the responsibility of the office. Co-nominees for the office are voted in as a team and will have one collective vote for all decisions voted upon by the Board of Directors.

Section 6. Assumption of Responsibility. Officers shall assume their duties effective at the beginning of the new fiscal year. The incoming officers may collaborate with the outgoing officers in the last month of the fiscal year to allow for a smooth transition of duties.

Section 7. Term. The term for elected officers shall be one year. A person shall not be eligible to serve more than two consecutive terms in the same office. After two consecutive terms, if no other person is willing to run for that office, the current officer may continue to serve for one additional year.

Section 8. Meetings. An annual meeting of the Officers shall be held within 30 days of the first day of school.

Section 9. Quorum. A majority of the Officers shall constitute a quorum for the transaction of business at any meeting.

Section 10. Vacancy. Any vacancy in an office, except President, shall be filled by a majority of vote of the Board of Directors. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. If a vacancy occurs in the office of President, the Vice President shall assume the office of the President for the remainder of the term. The Vice President position would be filled as stated above in this section.

Section 11. Resignation. An Officer may resign at any time by delivering a written notice to the President or the Secretary. A resignation shall be effective at the time the written notice is received, unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Board of Directors accepts the future effective date, the Board of Directors may fill the vacancy before such date, provided the successor does not take office until such later effective date.

Section 12. Duties.

1. The President shall

- a. Be the principal executive officer of the Organization and shall, in general, supervise and control all the business and affairs of the Organization;
- b. Preside at all meetings of ICP and the Board of Directors;
- c. Perform such other duties as may be prescribed in the By-Laws or assigned to him/her by ICP or the Board of Directors;
- d. Oversee the enforcement of the By-Laws and policies of ICP;
- e. Coordinate the work of officers and committees of the Organization to promote the mission, objectives and policies;
- f. Appoint the chairperson of standing committees, and when necessary, appoint committee chairpersons after receiving the majority approval from the Board of Directors;
- g. Be a member ex-officio of all committees, with the exception of the nominating committee;
- h. Be one of the Officers authorized to sign the checks of and contracts for the Organization;
- i. Call meetings of the Board of Directors when necessary; and
- j. Coordinate, review and approve all printed materials for school distribution under the ICP Heading, including but not limited to websites, newsletters, social media and all official communication.

2. The Vice President shall

- a. Act as an aide to the President;
- b. Perform the duties of the President in the absence or inability of that officer to act; and
- c. Perform such other duties as from time to time may be assigned to him/her by the President or Board of Directors.

3. The Secretary shall
 - a. Keep an accurate record of the proceedings of all the Organization's meetings;
 - b. Record, transcribe, and distribute the minutes of all meetings of ICP and Board of Directors, submitting to the President and Head of School for review and approval within seven days after each meeting;
 - c. Maintain the minutes, Articles of Incorporation, and By-Laws in one or more books provided for that purpose and bring to all meetings;
 - d. Give notice of meetings in accordance with the provisions of the By-Laws or as required by law;
 - e. Maintain an accurate list of members and their contact information;
 - f. Submit any changes to the Articles of Incorporation to the NC Secretary of State; and
 - g. Perform such other duties as from time to time may be assigned to him/her by the President or Board of Directors.

4. The Treasurer shall
 - a. Have charge and custody of and be responsible for all funds and securities of the Organization;
 - b. Establish and/or maintain a bank account and other accounts as determined by the Board of Directors for the deposit of all funds collected by ICP by any means;
 - c. Receive all monies and deposit them in to the bank account promptly;
 - d. Make timely disbursements;
 - e. Keep all accounts reconciled and current, including an accurate account of gross income, receipts and disbursements as authorized by the President, Board of Directors, or Organization as in accordance with the budget adopted by the Organization;
 - f. Prepare and present financial statements at each Board of Directors and general membership meeting;
 - g. Prepare and submit the proposed annual operating budget to the Board of Directors for approval;
 - h. File all required tax forms; and
 - i. Perform such other duties as from time to time may be assigned to him/her by the President or Board of Directors.

5. The Head of School shall
 - a. Provide counsel to the Board of Directors regarding INVEST COLLEGIATE Imagine or district policy;
 - b. Advise on INVEST policies; and
 - c. Raise issues affecting Champions and Collegiate Leaders.

6. The Collegiate Leader Advisor shall
 - a. Be a representative of the staff of INVEST COLLEGIATE Imagine;
 - b. Inform all Collegiate Leaders of ICP events and activities;
 - c. Advise the Organization of any recommendation(s) made by the Collegiate Leaders; and
 - d. Poll faculty as requested by the Board of Directors and advise the Board of the results.

ARTICLE X. Board of Directors

Section 1. Composition. The Officers of ICP shall act as the Board of Directors (Board).

Section 2. Meetings.

1. Regular meetings of the Board of Directors shall be held during the year at a place designated by the Board of Directors. A majority of the Board may select the time and place for the holding of regular meetings.
2. A simple majority of the Board will represent a quorum.
3. All meetings of the Board of Directors are open to the public.
4. Additional meetings may be called and scheduled as needed by any member of the Board of Directors. Proper notification shall be given to all Board members at least two (2) days in advance of such meeting and shall include date, time, place and purpose of the meeting.
5. All Board members are expected to attend all ICP and Board of Directors meetings and assist in ICP-sponsored activities.

6. Board members are required to attend a majority of all meetings scheduled and will be relieved of their duties if they miss meetings without good cause.

Section 3. Duties. The Board of Directors shall

1. Transact necessary business in the intervals between general meetings and such other business as may be referred to it by the Organization;
2. Create special and standing committees and approve their plans;
3. Appoint the Nominating Committee;
4. Present a report at the regular meetings of the Organization; and
5. Approve a budget for the year.

Section 3. Voting.

1. Only Board members, excluding the President, shall be entitled to vote at a Board meeting.
2. Board voting shall be by show of hands or a voice vote unless any Board member requests a written ballot on an issue.
3. A simple majority shall decide any issue voted upon. In the event of a tie vote, the President shall be entitled to cast the deciding vote, or he/she may refer the issue to a general meeting.
4. A quorum for the transaction of Organization business shall be 30% of the then current number of Board members.

ARTICLE XI. Committees

Section 1. Creation. The Board of Directors shall have the power to create committees they deem necessary to properly conduct the business of the Organization, except as herein provided.

Section 2. Types. A standing committee is one that will continue to exist from year to year. A special committee is one that exists for a specified period of time. Each committee must have a written description of its goals and responsibilities. This description can be amended to these By-Laws according to Article XVII.

Section 3. Ex-Officio. The President shall be an ex-officio member of all committees.

Section 4. Committee Chair. The chairperson of each committee shall be totally responsible for planning and initiating all the necessary requirements to fulfill the assigned purpose of the committee. The chairperson shall report committee progress to the President and members of the Organization.

ARTICLE XII. Fiscal Year

The fiscal year of this Organization shall begin August 1 and end July 31.

ARTICLE XIII. Financial Transactions

Section 1. Bank Signatories. The signatories on the bank account established by the PTO shall include the Treasurer, President and one other Officer.

Section 2. Checks, drafts or orders. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Organization shall be signed by such Officer or Officers, agent or agents, of the organization and in such manner as shall from time to time be determined by resolution of the Officers. Requests for disbursement of funds shall be in writing to the Treasurer with appropriate documentation, such as but not limited to receipts or invoices. A co-signor cannot sign checks made out to him/herself, his/her business, or those requested by him/herself.

Section 3. Deposits. All funds of the Organization shall be deposited daily to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select. All money received by ICP must be

counted by at least one (1) Officer or designees who shall confirm in writing the amount received before being turned over to the Treasurer, who will verify all receipts and deposit the money in the bank.

Section 4. Gifts. The Officers may accept on behalf of the Organization any contribution, gift, bequest, or devise for any purpose of the Organization.

Section 5. Loans. No loans shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in the name of the Organization.

Section 6. Taxes. IRS Form 990 must be filed each year ending July 31 to maintain non-profit status. Any other applicable tax forms should be filed with applicable government entities.

Section 7. Other. All expenditures of more than \$5,000 must be approved by the general membership. A majority of the Board must approve the vendor being used for expenditures greater than \$5,000. Items purchased by ICP are the property of ICP and will stay at INVEST COLLEGIATE Imagine.

ARTICLE XIV. Miscellaneous Provisions

All members of this Organization, Board of Directors, and its committees are for the discussion of Organization business. Parent members shall not use any of these meetings as a means of discussing the problems or progress of their Champions with Collegiate Leaders.

ARTICLE XV. Indemnification Clause

The ICP shall indemnify every Director, every Officer and every other member of the Board of Directors, his heirs, executors, administrators, against all loss, cost and expense, reasonably incurred by him/her in connection with any action, suit or proceeding to which he may be made a party, by reason of his being or having been a Director, Officer or other Member of the Board of Directors, including reasonable matters wherein he/she shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of negligence, except to the extent such liability, damage or injury is covered by any type of insurance; however, this indemnification shall not cover any acts of gross negligence, willful misconduct or with fraudulent or criminal intent. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Director, Officer or other Member of the Board of Directors may be entitled.

ARTICLE XVI. Parliamentary Authority

The rules contained in Robert's Rules of Order, Revised Edition shall govern the Organization in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws.

ARTICLE XVII. Amendment of By-Laws

1. These By-Laws can be amended, or repealed and replaced with new By-Laws, at any general meeting of ICP by two-thirds (2/3) of all the members of the Organization present at the meeting, voting in favor of the modification(s).
2. All proposed amendments must be submitted in writing by an ICP member to the President at least 30 days prior to the meeting at which the amendment is voted upon.
3. Notice of a vote on an amendment and information regarding the amendment must be given to the general membership at least ten days in advance of the general meeting at which the vote will be taken.
4. The President shall read the proposed amendment at the first general meeting after the request is received.
5. The Board of Directors will review the By-Laws at the beginning of each year and present any changes to the general membership that two-thirds of the Board feel should be made. The Board of Directors' recommended changes to the By-Laws must be approved by the general membership by a majority vote.
6. The Secretary shall immediately incorporate any amendment to the By-Laws upon approval of the ICP.

ARTICLE XVIII. Dissolution

Upon the dissolution of the organization, the Officers shall, after paying or making provisions for the payment of all of the liabilities of the organization, dispose of all the assets of the organization exclusively for the purpose of the organization as set forth in the Articles of Organization and these By-Laws.