

**BYLAWS OF BRENTWOOD CHRISTIAN SCHOOL
ASSOCIATION OF PARENTS, TEACHERS, AND FRIENDS**

ADOPTED: October 28, 2003

Article I: Name, Purpose and Operations

Section 1: Name

The name of this organization will be the BRENTWOOD CHRISTIAN SCHOOL ASSOCIATION OF PARENTS, TEACHERS AND FRIENDS, hereafter referred to as PTF. Brentwood Christian School will hereafter be referred to as BCS or as "the school."

Section 2: Purpose

PTF will serve as a supportive and fundraising body of BCS. The purpose of PTF is to glorify Christ, to promote the welfare of the students through parental involvement, and to strengthen coordination among parents, students, faculty, and staff.

Section 3: Operations

PTF is operated by and under control of Brentwood Oaks Church of Christ, through its ministry of BCS, in Austin, Texas pursuant to Section 501c(3) of the Internal Revenue Code and as set forth in the Articles of Incorporation.

Article II: Board

Section 1: Board

- a. The PTF Board will consist of the four Officers and the Standing Committee Chairmen.
- b. The immediate Past President may be asked to serve as an ex-officio member of the Board.
- c. The Board will have a minimum of four and a maximum of ten members.

Section 2: Duties of the Board

The Board will:

- a. Transact business between general meetings.
- b. Approve committee action plans.
- c. Report at monthly and general meetings.
- d. Vote on items deemed necessary by the officers.
- e. Fill officer vacancies.
- f. Select an auditor, as needed.
- g. Prepare an annual budget.
- h. Meet a minimum of once a month.

Article III: Officers and Their Election

Section 1: Officers

- a. Officers must be current members of PTF.
- b. The Officers of the PTF will be the President, Vice President, Secretary, and Treasurer.
- c. A person is not eligible to serve more than two consecutive terms in the same office.
- d. A term begins the day after school is out for summer break and ends on the last day of school.

Section 2: Nominating Committee

- a. The Nominating Committee will consist of the members of the PTF Board, excluding the President, and two at-large members, and may include the Elementary Principal, Secondary Principal and President of Brentwood Christian School.
- b. The Vice President will serve as the Nominating Committee Chairperson.
- c. The Nominating Committee will meet prior to the spring general membership meeting and will select at least one candidate for each office.
- d. The Nominating Committee will make the nominations for the four officer positions at the spring general membership meeting.
- e. If possible, the Nominating Committee will nominate a previous member of the Board for President.
- f. Only those who have consented to serve will be eligible for nomination.

Section 3: General Election

- a. Officers will be elected at the spring general membership meeting.
- b. The outcome of the election of each officer will be decided by a majority vote.
- c. In the event no candidate receives a majority of the votes, a run-off election will immediately take place at the same general meeting between the two candidates receiving the most votes. In the event of a tie, a coin toss shall determine the winner.
- d. Votes will be indicated as determined by the Board. Examples of indicating votes are show of hands, voice, and secret ballot.

Section 4: Filling Vacancies Throughout the Year

- a. The Vice President will assume the office of President in case of vacancy during current President's term.
- b. With the exception of President, in the event that an officer is unable to serve an entire term, the position will be filled by a Board vote.

Article IV: Duties of Officers

Section 1: President

The President will:

- a. Be the official representative of PTF, who leads and guides PTF in supporting the administration, staff, teachers and students of BCS.
- b. Call and preside at all PTF monthly, general, and special meetings.
- c. Inform the administration of and receive approval for PTF activities.
- d. Serve as the liaison between PTF and the administration and BCS Board.
- e. Assist with communication between PTF, the parents, the school, the PTF Board, and the administration, faculty, and staff.
- f. Work with other officers to implement or disband standing committees.
- g. Serve as an ex-officio member of each committee.
- h. Coordinate the effort to appoint replacement members to the Board.
- i. Be authorized to sign on any PTF accounts.

Section 2: Vice President

The Vice President will:

- a. Attend all PTF monthly, general, and special meetings.
- b. Serve as understudy and assistant to the President.
- c. Perform the duties of the President in the absence or inability of that officer to serve.
- d. Assume the office of President in case of vacancy during current President's term.
- e. Oversee the enlistment of members and volunteers.
- f. Assist with communication between parents, the school, and the PTF Board.
- g. Work with other officers to implement or disband standing committees.
- h. Serve as an ex-officio member of each committee.
- i. Serve as the Nominating Committee Chairperson.

Section 3: Secretary

The Secretary will:

- a. Record minutes at all PTF monthly, general, and special meetings.
- b. Distribute copies of the minutes to the Board and make them available to the general membership.
- c. Assist with communication between parents, the school, and the PTF Board.
- d. Assist the Board in preparing and distributing correspondence for PTF.
- e. Maintain a file of all PTF correspondence.
- f. Maintain a permanent file of all minutes.
- g. Maintain a current copy of the Bylaws.
- h. Work with other officers to implement or disband standing committees.

Section 4: Treasurer

The Treasurer will:

- a. Attend all PTF monthly, general, and special meetings.
- b. Keep a full and accurate account of all PTF income and expenses.
- c. Make disbursements, in accordance with the approved annual budget, or as authorized by the Officers or the Board.
- d. Be authorized to sign on any PTF accounts.
- e. Present a financial report at each regularly scheduled monthly and general meeting.
- f. Make a full report at the spring general membership meeting.
- g. In coordination with the members of the PTF Board, prepare an annual projected budget in June of each year for the next fiscal year.
- h. Submit an end of year financial report at least one week prior to the budget meeting for the following year.
- i. Oversee PTF fund-raising activities.
- j. Facilitate the filing of PTF income tax returns and audit procedures.
- k. Assist with communication between parents, the school, and the PTF Board.
- l. Work with other officers to implement or disband standing committees.

Article V: Standing Committees

Section 1: Standing Committees

- a. The Officers will determine the standing committees of PTF.
- b. The Officers may implement a new committee or disband a committee, as they deem necessary to insure that the purpose of PTF is being achieved.
- c. The standing committees that are in effect at the writing of these by-laws are: fundraising, membership, service, and communication.

Section 2: Duties

Standing Committees will:

- a. Coordinate the work of appropriate sub-committees.
- b. Submit an action plan for committee activities and receive Board approval prior to implementation.

Article VI: Membership and Dues

Section 1: Membership

- a. A member is an individual or family who has paid the annual dues.
- b. Each membership will have one vote.
- c. Multiple memberships per family will be allowed.
- d. Membership in PTF is open to parents, guardians and extended family of all BCS students and members of the administration and teaching staff. Membership is also open to alumni, parents of alumni and interested members of the community.

Section 2: Dues

- a. Annual dues are required for membership in PTF.
- b. The amount of dues for each membership year will be determined by the Board at the annual budget meeting and will be effective for the following membership year.
- c. A membership year is October 1 through September 30.

Article VII: Meetings and Voting

Section 1: Monthly Meetings

The President will regularly schedule PTF monthly meetings. All officers should attend every meeting. Committee chairs that are on the agenda should be prepared to report at that meeting and are encouraged to attend all meetings. Meetings are open to all members.

Section 2: General Membership Meetings

- a. PTF will hold two or more general membership meetings per year. All PTF members are encouraged to attend these meeting.
- b. Reasonable efforts will be made to notify each member of the date, time and location of each general membership meeting.

Section 3: Special Meetings

The President or two or more Board members may call a special meeting of the Officers and/or Board. Special meetings are closed meetings.

Section 4: Voting

- a. Unless specifically stated otherwise, the outcome of all votes referenced in these Bylaws will be determined by a majority vote of those present and voting.
- b. Each membership will have one vote.
- c. Votes will be indicated by a show of hands unless otherwise determined by a majority of the Board.
- d. Officers may deem an item requires a Board vote. All Board members must vote (either in attendance or by proxy). A majority vote will determine the result.
- e. For election, in the event no candidate receives a majority of the votes, a run-off election will immediately take place at the same general meeting between the two candidates receiving the most votes. In the event of a tie, a coin toss shall determine the winner.

Article VIII: Amendments and Revisions to these Bylaws

Section 1: Amendments

- a. Amendments to these Bylaws shall be proposed in writing to the PTF President who will present the proposed amendment for Board vote.
- b. Board approved proposed amendments will go to a general membership vote at a general membership meeting.
- c. Reasonable efforts will be made to notify each member of the proposed amendment(s) and of the general membership meeting where the vote will take place.
- d. A two-thirds vote of all members present and voting will be necessary for adoption.

Section 2: Revisions

- a. A committee may be appointed by the Board to submit revised Bylaws as a replacement for the existing Bylaws.
- b. The requirements for adoption of revised Bylaws will be the same as in the case of an amendment.

Article IX: Publication of PTF Bylaws

Upon request, the Secretary must provide a copy of these bylaws to any member within a reasonable period of time.

Article X: Miscellaneous

Section 1: Fiscal Year.

The fiscal year of PTF is July 1 through June 30.

Section 2: Compensation:

No officer or committee chair will receive compensation for his/her service to PTF.

Section 3: Dividends Prohibited

No part of the net income of PTF will result in any benefit to any member, including any member of the Board. No dividend, interest, or any income earned from assets owned or entrusted to PTF will be paid to any member, including any member of the Board.

Section 4: Loans to Board Members Prohibited

No loans will be made by PTF to its Board. Any Board member voting for, assenting to, or participating in the making of such loan will be jointly and severally liable to PTF for the amount of such loan until repayment of the loan.

Section 5: Signature of Negotiable Instruments

All bills, notes, checks or other instruments for the payment of money will be signed or countersigned by officers as permitted by these Bylaws.

Section 6: Personal Liability for Debts and Other Obligations

Brentwood Oaks Church of Christ, BCS, or any member, director, Officer, Board member, incorporator, employee, or agent of PTF will not be personally liable for any debt or obligation of PTF.

Section 7: Retention of Investments

The Board will not be obligated to diversify investments. The Board will not be held liable for failure to diversify or liquidate any gift, regardless of the source or nature of the gift.

Section 8: Indemnification

- a. PTF shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (collectively referred to herein as an "Action"), whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Board member of PTF. The person seeking indemnification hereunder shall be referred to as the "Indemnitee".
- b. The indemnity of Section 8a shall apply against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with such Action.
- c. Notwithstanding any provision to the contrary, the indemnity of Section 8a shall only apply if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in, or not opposed to, the best interests of PTF, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any Action, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in or not opposed to the best interests of PTF, and, with respect to any criminal action or proceeding had reasonable cause to believe that the Indemnitee's conduct was unlawful.

- d. Expenses (including attorneys' fees) covered by this Section and incurred by an Indemnitee in defending an administrative, civil, or criminal Action shall be paid by PTF in advance of the final disposition of such Action. However, the payment of such expenses incurred by a Board member in advance of the final disposition of such Action shall be made only upon receipt of a written agreement by or on behalf of the Indemnitee to repay all amounts advanced in the event of ultimate determination that the Indemnitee is not entitled to be indemnified by PTF as authorized in this Section. Such expenses incurred by other Board members, employees, and agents of PTF in conjunction with such Action may be paid in such circumstances and upon such terms and conditions, if any, as the Board deems appropriate.

Section 9: Surety Bonds

Board members and agents of PTF may be bonded for the faithful performance of their duties and for the restoration of all books, papers, vouchers, money, and other property in their possession or under their control belonging to PTF in case of their death, resignation, retirement, disqualification or removal from office. The Board will determine the surety company and the amount. The premium on such bonds will be paid by PTF. The Secretary will maintain custody of the bonds.

Article XI: Parliamentary Procedure

The most recent edition of Robert's Rules of Order will be the authority of all matters of procedure not specifically covered by these Bylaws.