



**BY-LAWS**  
**OF**  
**CAMPBELL MIDDLE SCHOOL FOUNDATION, INC.**

**Article 1. Definitions**

- Section 1.01 Name. The “Corporation” shall mean: Campbell Middle School Foundation, Inc. its successors and assigns.
- Section 1.02 Board. The “Board” shall mean the Board of Directors of the Corporation.

**Article 2. Purpose, Powers, and Governing Instruments**

- Section 2.01 Purpose. The nature of the business of the Corporation, is set forth in the Articles of Incorporation. The sole purpose of the corporation is to raise funds beyond those currently provided by the Cobb County School District (CCSD) to enrich each student’s academic experience.
- Section 2.02 Powers. The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purpose, as set forth in the Articles of Incorporation and these Bylaws.
- Section 2.03 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws and shall enact policies and procedures for the governance of the association, including a Code of Ethics, a conflict of interest policy, a communications policy and a policy for indemnification of individual officers and Directors of the Corporation, and general operating policies and procedures; provided that such policies and procedures are consistent with applicable law, the Articles of Incorporation, and these Bylaws
- Section 2.04 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.
- Section 2.05 Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall carry on activities only permitted under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

**Article 3. Membership**

The Corporation does not have members.

#### **Article 4. Directors**

- Section 4.01 Powers and Responsibilities. The Board of Directors (Directors) of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the laws of Georgia and the Articles of Incorporation, these bylaws, and only where noted, the Campbell Middle School Council, the strategic governing body of the school. Directors make up the governing body and are legally accountable for the actions of the Corporation in pursuit of accomplishing the purpose of the Corporation. The Board shall have the power and responsibility including, but not limited to:
- a. enact policies and procedures for the governance of the Corporation, as noted in but not limited to those listed in Section 2.03 herein;
  - b. approve, revise and authorize use of a corporate seal, marks, logos, and other intellectual property protected by law;
  - c. approve the budget, approval of which shall constitute authorization to spend within its limits unless otherwise provided by the Board;
  - d. establish the location of the principal corporate office, a registered office in the state of Georgia, USA;
  - e. approve the annual independent audit of the corporation's financial condition;
  - f. adopt rules for its own proceedings.
- Section 4.02 Qualifications.
- a. All Directors shall be over 18 years of age;
  - b. Directorships shall not be denied to any person on the basis of race, creed, sex, religion, national origin, or economic status;
  - c. At least two-thirds of the Board of Directors shall be parents of enrolled CMS Students; one-third may be business community partners.
  - d. Each Director shall have the passion and sufficient time and energy to solicit donations, attend meetings, functions, and participate at elected officer or committee chair levels to ensure the success of fund raising efforts;
  - e. All directors shall sign and comply with the Conflict of Interest Policy;
  - f. Each Director shall make a donation to the Corporation during each fiscal year;
  - g. Each Director, Officer, Ex-Officio, and Liaison shall be a regular active participant and come prepared to all board meetings. Missing two or more meetings in a row raises cause for concern and possible action.
- Section 4.03 Number: The number of Directors constituting the entire Board shall be fixed by the Board, and shall not be less than four (4) nor more than twelve (12).
- Section 4.04 Election. The initial Directors of the Corporation were those persons specified in the Certificate of Incorporation of the Corporation. The Nominating Committee shall identify and select candidates with the relevant abilities and skills necessary for the Board to maintain an appropriate balance of independence, sound judgment, business specialization, technical skills, diversity, fundraising and development ability, and other desired qualities. The Board expects that all directors will, at a minimum, (1) be committed to the Corporation's mission, programs, and goals, and (2) have experience or knowledge with respect to at least one area of the Corporation's operations or area of Board responsibility, such as, but not limited to, strategic planning, financial



management, technology, fundraising, development, communications, or public relations. The Directors for election shall be proposed by the Nominating Committee and elected by the Board at the last scheduled meeting of the fiscal year after school releases and prior to June 30

To encourage community collaboration within Campbell Middle School and the geography for which it serves, election of Directors may include:

- a. For the purpose of increasing the continuity between the Campbell Middle School Council and the Corporation, a member of the Campbell Middle School Council, may actively serve as a Director and shall be named by the Council on or before May 15th for serving the subsequent next one-year term that runs from July 1 thru June 30. The Council shall not name its Chair to this post.
- b. For the purpose of increasing the continuity between the Campbell Middle School PTSA and the Corporation, a member of the Campbell Middle School PTSA Board other than its President is welcome to actively serve as a Director and shall be named by the PTSA on or before May 15th for serving the subsequent next one-year term that runs from July 1 thru June 30.
- c. For the purpose of increasing the visibility and partnership within the local business community, a member of the Smyrna Business Association (SBA) may actively serve on the Board serving a term that runs from July 1 thru June 30 consistent with the SBA term of office.
- d. The Principal of Campbell Middle School shall be an Ex-Officio member of the board by virtue of his/her position as principal and is afforded the same rights as other members of the board except shall abstain from voting to avoid conflict with Cobb County School District administrative rules related to faculty and staff's involvement in booster clubs, AKA foundations..
- e. One or two members of the Campbell Middle School faculty may serve as teacher liaisons to the board by virtue of his/her position as a faculty member. These members are active and critical champions of the purpose of the Corporation and are welcome and expected at all Board meetings.

Section 4.05 Term. Directors shall serve for a two-year initial term commencing on July 1 and continuing through the second June 30 after their election and until their successors are elected and qualified, or until their earlier resignation or removal. On an exception basis, Directors may be nominated and elected for a one-year term for achievement of a specific strategic objective. No person shall serve more than three consecutive years as a Director unless elected into an officer position.

Section 4.06 Staggered Terms. There shall be staggered terms of office for Directors so that one-third of the directorships shall be new election each year not including the three appointed positions (Council, PTSA, and SBA).

Section 4.07 Removal. Any Director may be removed at any time, with our without cause, by vote of a majority of the Directors then in office at any meeting of the Board during which a quorum is met.

Section 4.08 Resignation. Any Director may resign at any time by delivering a resignation in writing (electronic mail is acceptable with confirmation of receipt) to the President or

Secretary, and shall take effect immediately. Acceptance by the Corporation shall not be necessary to make the resignation effective.

Section 4.09 Vacancies. Any newly created directorships and any vacancy occurring arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 4.10 Committees. The Board, by resolution adopted by a majority of the entire Board, shall have an Executive Committee comprising the elected officers and the Ex-Officio (Principal) and shall be chaired by the President. A Nominating Committee shall consist of at least three Directors and the Chair of the School Council shall be formed each year no later than March 1<sup>st</sup> for the purposes of selecting candidates for the next fiscal year: the Chair of the School Council shall chair the Nominating Committee. The Board may designate other committees as recorded in minutes. All committees shall have operating policies and procedures approved by the Board.

#### **Article 5. Officers**

Section 5.01 Election and Qualifications; Term of Office. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and a Vice-President and together with the Ex-Officio comprise the Executive Committee of the Corporation. The Officers shall be proposed by the Nominating Committee and elected by the Board at the last scheduled meeting of the fiscal year after school releases and prior to June 30. Each Officer is a Director and subject to all aspects of Article 4 and shall hold office for a term of one year and until such Officer's successor has been elected and qualified, unless such Officer shall have resigned or shall have been removed as provided elsewhere in these Bylaws. The Board may add an additional Vice President per proper motion and recording in meeting minutes as may be deemed necessary for accomplishing the purpose of the Corporation.

Section 5.02 Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by vote of the a majority of the Directors then in office at any Directors' meeting.

Section 5.03 Powers and Responsibilities of the President. The President shall be the Chief Executive Officer of the Corporation. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

Section 5.04 Powers and Responsibilities of the Vice-Presidents. Each of the Vice-Presidents, if more than one, shall have such powers and shall perform such duties as may from time to time be assigned to such Vice President by the Board.

Section 5.05 Powers and Responsibilities of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Board and shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall be the custodian of

the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the Board or any committee thereof may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 5.06 Powers and Responsibilities of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 5.07 Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 5.08 Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board during which a quorum is met.

Section 5.09 Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing (electronic mail is acceptable with confirmation of receipt) to the President or Secretary and shall take effect immediately. Acceptance by the Corporation shall not be necessary to make the resignation effective.

## **Article 6. Meetings**

Section 6.01 Annual Meeting. A meeting of the Board shall be held annually at such place, on such date immediately following the close of the fiscal year but before commencement of school and at such time as may be fixed by the Board, for the purpose of receiving annual reports of the Board, confirming annual strategies for the upcoming year, orientation and training of new Directors and Officers, the approval of the annual budget and project plans, and for the transaction of such other business as may be brought before the Board.

Section 6.02 Additional Meetings. Regular meetings of the Board should be held monthly on such a date and time as the Board may determine and the general schedule shall be communicated at the Annual Meeting. Special meetings of the Board may also be called at any time by the President or by a majority of the Directors then in office.

Section 6.03 Notice of Meetings. To plan effectively and for maximum participation, the President, as presiding chair of all Board meetings, will cause to occur a notice of every meeting to include an agenda and consent items (prior meeting minutes and scheduled reports) for every meeting. Only items on the agenda for a Special meeting may be discussed and acted upon.

This notice shall be sent to the electronic mail addresses of record for all members of the Board and shall occur at least four (4) business days (holidays and weekends are not business days) prior to Regular meeting dates and times. Notice of the Annual Meeting and Special Meetings shall be sent at least ten (10) business days prior to the meeting. The President may delegate this responsibility to the Secretary.

All members of the Board and liaisons to the Board shall ensure the President and Secretary have correct and accurate electronic mail addresses and shall reply to all meeting notices confirming attendance or absence whereas such reply of absence serves as waiver of notice. Upon waiver of notice, the sender agrees and consents that any and all lawful business may be transacted at such meeting, or at any adjournment that the other Directors deem advisable and any business transacted at the meeting or adjournment shall be valid and legal.

- Section 6.04 Quorum. At any meeting of the Board, a majority of the Directors, and the Ex-Officio, then in office shall be necessary to constitute a quorum for transaction of business. Should a quorum not be present, a majority of the Directors present may adjourn the meeting to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.
- Section 6.05 Voting. At all meetings of the Board, each Director except the person chairing the meeting shall have one vote. In the event that there is a tie in any vote, the President, or person serving as the meeting Chair if not the President, shall vote to be the tie-breaker. Voting may not be done by proxy. At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and handled such that the person who cast such ballot is not identifiable.
- Section 6.06 Participation by Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications devices allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- Section 6.07 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee provide unanimous consent in writing (electronic mail) to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee and shall be read into the minutes of the next meeting.
- Section 6.08 Minutes of Meeting. The Secretary, or a designee if the Secretary is absent, shall issue draft minutes to all Directors, Officers, Ex-Officio and Liaisons via electronic mail within six (6) days of a meeting for review and comment. All shall provide comment such that the Secretary can dutifully revise and issue a final edition of the minutes with the consent agenda for the next meeting.

## **Article 7. Operations**

- Section 7.01 Bank Accounts, Electronic Payment Methods, Cards, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the

Corporation. The Board shall determine who shall be authorized on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

- Section 7.02 Procurement Policy & Contracts. The Board may authorize and document in the minutes of meeting, any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no individual Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.
- Section 7.03 Disbursement of Funds The Treasurer may dispense the funds of the Corporation only in accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in these bylaws and are documented by a Funds Disbursement form properly signed and with receipts per the policies and procedures of the Corporation. Notwithstanding the above, all checks of more than \$100.00 disbursing funds from any of the Corporation's accounts shall require the signatures of at least two officers.
- Section 7.04 Records. The Corporation will keep correct and complete records of accounts and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation. The Corporation will utilize an online secure drive for storage and retrieval of all documents in soft copy, portable digital file (pdf) or other scanned image. The Corporation will utilize a secure portal on its Website for all governance materials for use by the Board.
- Section 7.05 Inspection of Books and Records. All books and records of this Corporation may be inspected by any Director for any purpose on written demand and shall be provided within three business days.
- Section 7.06 Loans to Management. The Corporation will not make loans to any of its Directors, Officers, Ex-Officio or Liaisons.
- Section 7.07 Fiscal Year. The Corporation shall operate with a fiscal year beginning on July 1 and ending June 30.
- Section 7.08 Endowment. The Corporation will accept restricted donations (defined purpose) and will expend funds in accordance with the purpose and track as such only within defined parameters in the Corporation's annual fundraising campaign. Only donors providing a cash gift of \$25,000 or more may direct funds to something other than defined in the Corporation's annual fundraising campaign and each donation equal to or greater than this amount will have an accompanying endowment agreement and investment strategy if the funds are to be held for more than six (6) months.
- Section 7.09 Cash Reserves. Each quarter the Board may determine the amount of recently received unrestricted cash donations for allocation to a Board-designated endowment.



- Section 7.10 Investments. The Cash Reserves and Endowments as outlined above may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable. The Board shall adopt and follow an Investment Policy.
- Section 7.11 Audit. The Corporation shall have an annual audit to be completed by October 1<sup>st</sup> of each year for the previous fiscal year.

### **Article 8. Indemnification**

- Section 8.01 Indemnification Policy and Procedure. The Corporation shall develop and follow an indemnification policy and procedure which may or may not include provisions for indemnification insurance for its Board members. If indemnification insurance is provisioned, the Board shall outline in its policies the amount and limits of such insurance policy.
- Section 8.02 Extent. To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation may be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by the heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein only to the extent that the assets of the Corporation are sufficient to pay for those damages.
- Section 8.03 Limits on Indemnification. Notwithstanding the above, the corporation will indemnify a person only if he/she acted in good faith and reasonably believed that his/her conduct was in the corporation's best interests. In the case of a criminal proceeding, the person may not be indemnified.

### **Article 9. Dissolution**

The Board may vote to adopt a plan to dissolve the Corporation in accordance with the Articles of Incorporation in force on the date a dissolution plan is set in motion and said plan shall be consistent with the Certificate of Incorporation and with the laws of the State of Georgia. Specifically, assets shall be distributed to the Campbell Middle School Principal's Discretionary Budget for the purposes of funding innovative and extraordinary learning experiences not funded by the Cobb County School District. In the event the Corporation is the beneficiary of any endowment, dissolution of the endowed assets shall be set forth per the contract between the Corporation and the benefactor when the endowment was established.

### **Article 10. Amendments**

These By-Laws may be altered, amended, added to or repealed at any special meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.





**Article 11. Construction**

In the case of any conflict between the Certificate of Incorporation of the Corporation and these By-Laws, the Certificate of Incorporation of the Corporation shall control.

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**CERTIFICATE**

I, the undersigned, officers of Campbell Middle School Foundation, Inc., a Georgia non-profit corporation, do hereby certify that the foregoing Bylaws were duly adopted as the Bylaws of the Corporation on December 19, 2016, by unanimous consent in writing, setting forth the action so taken and signed by all of the directors of the Corporation then in office.

Effective: December 19, 2016.

Adoption History:

Incorporating Bylaws:           Adopted October 27, 2014  
Revision, current standing:   Adopted December 19, 2016