

ENVISION PARENTS IN ACTION (EPA)  
BYLAWS

ARTICLE I: Name

The name of the organization is Envision Parents in Action (EPA) located in Wake Forest, North Carolina. The organization is not affiliated with a national or local parent teacher association.

ARTICLE II: Articles of Organization

The articles of organization of this organization include (a) the bylaws of such organization and (b) the certificate of incorporation or articles of incorporation of such organization (in cases in which the organization is a corporation) or the articles of association by whatever name (in cases in which the organization exists as an unincorporated association).

ARTICLE III: Purposes

Section 1. The Purposes of the organization are:

- A. To engage in legally permissible, charitable, and educational purposes of promoting, encouraging, and supporting all programs of Envision Science Academy, by recruiting participants and directing joint undertakings by parents, teachers, and/or students.
- B. The organization is organized exclusively for charitable or educational activity that qualifies under Section 501(c)(3) of the Internal Revenue Code and Section 105-125 and Section 105-130.11(a)(3) of the General Statutes of North Carolina as being a charitable or educational purpose or activity.
- C. The purpose of the Corporation shall be limited so that it will be an exempt charitable and educational organization pursuant to Section 501(c)(3) of the Internal Revenue Code and Section 105-125 and Section 105-130.11 of the General Statutes of North Carolina, or the corresponding provision of any future revenue law.

Section 2. The Purposes of the organization are promoted through an advocacy and educational program directed toward parents, teachers and the general public; are developed through conferences, committees, projects and programs; and are governed and qualified by the basic policies set forth in Article IV.

Section 3. The organization is organized exclusively for the charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future Federal tax code (hereinafter "Internal Revenue Code").

## ARTICLE IV: Basic Policies

The following are basic policies of the organization:

- a. The organization shall be non-commercial, non-sectarian and non-partisan.
- b. The organization shall work with the school and community to provide quality education for all children and youth and shall seek to participate in the decision-making process for establishing school policy.
- c. The organization shall work to promote the health and welfare of children and youth and shall seek to promote collaboration among parents, the school and community at large.
- d. No part of the net earnings of the organization shall benefit or be distributable to its members, directors, trustees, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purposes set forth in Article III hereof.
- e. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by an organization whose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.
- f. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations or organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code.
- g. The organization or members in their official capacities shall not -directly or indirectly- participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

## ARTICLE V: Special Provisions

To satisfy the requirements of Section 508(e) of the Internal Revenue Code relating to private foundation governing instruments, the organization operates to avoid liability for excise taxes by reliance on North Carolina statutory provisions.

## ARTICLE VI: Members and Dues

Section 1. Every individual who is a member of this organization is entitled to all the benefits of such membership.

Section 2. Membership in this organization shall be made available without regard to race, color, creed or national origin, under such rules and regulations as may be prescribed in the bylaws of this organization, to any individual who subscribes to the purposes and basic policies of the organization.

Section 3. This organization shall conduct an annual enrollment of members but may admit persons to membership at any time.

Section 4. Each member of this organization shall pay annual dues to said organization as may be prescribed by the organization.

Section 5. Only members of this organization shall be eligible to participate in the business meetings or serve in any of its elective or appointive positions. Each member is allowed one (1) vote at EPA general membership meetings. Each member within a household paying family dues is allowed one (1) vote at EPA general membership meetings.

Section 6. All members shall pay annual dues. The membership year of EPA shall begin on July 1 and end on the following June 30.

Section 7. A membership list shall be maintained by the membership chair.

#### ARTICLE VII: Officers and Their Election

Section 1. Each officer shall be a member of this organization.

Section 2. Officers and their election:

- a. The officers of this organization shall consist of a President, Vice President, Secretary and Treasurer.
- b. No two offices may be held by the same person at the same time.
- c. There shall be a nomination process leading up to the officer election, as communicated by current EPA officers.
- d. Only those individuals who are current members of EPA and have signified their consent to serve if elected shall be nominated for or elected to office.
- e. Officers shall be elected by members of the organization via ballot during the month of May.
- f. When there is one nominee for any office, that election may be held by voice vote. However, if there is more than one nominee for any office, election for that office must be by ballot.
- g. Officers shall assume their official duties following the close of the school year and shall serve a minimum of one, and no more than two, consecutive years.
- h. An officer shall assume his/her official duties on July 1 and end on the following June 30.

- i. No officer shall serve in the same office for more than two consecutive terms. One who has served more than one-half of a term shall be credited with having served that term.

Section 3. Vacancies:

- a. In case a vacancy occurs in the office of President, the Vice President shall serve for the unexpired term.
- b. A vacancy occurring in any elected office other than President shall be filled for the unexpired term by a person elected by a majority vote.

Section 4. Either by ESA Board of Directors decision or by two-thirds vote of the members of EPA, an officer may be removed from office for failure to perform duties, criminal misconduct or unethical behavior in the business of the organization. An officer who misses three consecutive meetings without cause may be removed from office.

#### ARTICLE VIII: Duties of Officers

Section 1. The President shall:

- a. Coordinate the work of the officers and committees of the organization in order that the Purposes may be promoted.
- b. Confirm that a quorum is present before conducting any business at any meeting of the organization.
- c. Preside at all meetings of the organization.
- d. Be authorized to sign on bank accounts (two of three authorized signatures shall be required on all checks).
- e. Perform such other duties as may be prescribed in these bylaws or assigned by the organization.
- f. Deliver to successor all official materials within fifteen days following the date at which successor assumes duties.

Section 2. The Vice President shall:

- a. Be the aide to the president.
- b. Preside in the absence of the president.
- c. Oversee fundraising chairpersons.
- d. Perform other duties as assigned by the president or organization.
- e. Deliver to successor or the president all official materials within fifteen days following the date at which successor assumes duties.

Section 3. The Secretary shall:

- a. Record the minutes of all meetings of the organization.

- b. Have a current copy of the bylaws.
- c. Perform other duties as assigned by the president or organization.
- d. Deliver to successor or the president all official materials within fifteen days following the date at which successor assumes duties.

Section 4. The Treasurer shall:

- a. Have custody of all the funds of the organization.
- b. Keep books of accounts and records including bank statements, receipts, budgets, invoices, paid receipts and canceled checks. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the IRS, the state of North Carolina, and any other applicable taxing authority.
- c. Make disbursements in accordance with the budget adopted by the organization.
- d. Sign on bank accounts (two of three authorized signatures shall be required on all checks).
- e. Present financial statements at meetings and at other times when requested by the organization.
- f. Be responsible for the maintenance of such books of account and records.
- g. Be responsible for filing any required tax forms within two months following the end of the fiscal year.
- h. Deliver to successor or the president all official materials within fifteen days following the date at which successor assumes duties.

ARTICLE IX: ESA Board of Directors Authority

The ESA Board of Directors has overall responsibility and accountability for Envision Science Academy, including EPA. With that responsibility, the ESA Board of Directors has the authority and jurisdiction to review, approve, deny, and overturn any ideas, activities, policies, and procedures that are not aligned with the school's mission and vision, as well as the authority to remove any officer and/or disband the EPA.

ARTICLE X: Meetings

Section 1. General membership meetings will be held at least quarterly. Times and dates of subsequent meetings are to be established by the officers at its first meeting of the year. At least seven (7) days' notice must be given to the general membership to set the date of a regular general membership meeting or to change the date of a regular general membership meeting.

Section 2. Special meetings of the organization may be called by the president.

Section 3. The election meeting shall be held in May.

Section 4. Five (5) members shall constitute a quorum for the transaction of business in any regular general membership meeting. Executive Board members who are present at the general meeting shall be included in the membership count.

#### ARTICLE XI: Executive Board

Section 1. The Executive Board shall consist of the officers of the organization, the chairpersons of standing committees, and the Executive Director of the school or a representative appointed by him/her.

Section 2. The affairs of EPA shall be managed by the Executive Board in the intervals between EPA general membership meetings.

Section 3. The duties of the Executive Board shall be to:

- a. Transact necessary business in the intervals between organization meetings and such other business as may be referred to it by the organization;
- b. Create standing and special committees;
- c. Approve the plans of work of all officers and committee chairpersons;
- d. Present a report at the regular meetings of the organization;
- e. Prepare and submit a budget for the year to the organization for adoption;
- f. Approve routine bills within the limits of the budget;
- g. Fill vacancies of officers and chairpersons.

Section 4. Meetings:

- a. Regular meetings of the Executive Board shall be held prior to each regular organization meeting, the time to be determined by the Executive Board.
- b. A majority of the Executive Board members shall constitute a quorum.
- c. Special meetings of the Executive Board may be called by the president or by a majority of the members of the board, with five (5) days' notice being given.

#### ARTICLE XII: Conflicts of Interest

Section 1. EPA Officers are required to comply with applicable laws, regulations and policies and procedures of Envision Science Academy, the State of North Carolina, and the Federal government.

Section 2. EPA Officers have a fiduciary obligation to EPA and ESA.

Section 3. EPA Officers shall not use their position for financial gain, whether direct or indirect, for themselves, their families, or their friends or colleagues during their term in connection with service to EPA.

Section 4. EPA Officers shall not receive any personal or private benefit resulting from the activities of EPA or from the receipt of funds by EPA or from any other source, apart from reasonable reimbursement for reasonable expenses incurred in the conduct of the business of EPA.

Section 5. ESA shall not employ any individual who serves as an EPA Officer.

Section 6. Activities that may create a conflict of interest are prohibited. Circumstances that create the appearance of a conflict of interest are to be avoided.

Section 7. EPA is to be strictly nonpartisan and, as a whole, shall not support or take a position with respect to any legislative or political matters.

Section 8. All EPA Officers are expected to adhere to the terms of this policy. Any conflict of interest, potential conflict of interest, or the appearance of a conflict of interest shall be reported to the Executive Director immediately.

Section 9. Violations of this policy may result in suspension or removal of the EPA Officer(s).

Section 10. In furtherance of this policy, the ESA Board of Directors shall have the power to make such rules and regulations concerning conflicts of interest as it deems appropriate.

#### ARTICLE XIII: Business Sponsorship and Participation

Community businesses are encouraged to contribute and participate in EPA-sponsored events following these guidelines:

- a. All sponsorship offers will be considered on an as-needed basis.
- b. If a business requests a presence at an event to provide information, a majority vote of the Executive Board will be required.
- c. Approved businesses will follow guidelines set forth in a signed service agreement.
- d. Reasonable signage at EPA events will be permitted but sales at an event are not allowed unless prior approval from the Executive Board is received.

#### ARTICLE XIV: Standing and Special Committees

Section 1. The officers may create standing and special committees, as it may deem necessary to promote the Purposes and carry on the work of the organization.

Section 2. Only current members of the organization shall be eligible to serve in any elective or appointive position.

Section 3. There shall be a nomination process leading up to the committee chair election, as communicated by current EPA officers. Only those individuals who are current members of EPA and have signified their consent to serve if elected shall be nominated for or elected to committee chairs.

Section 4. Election of committee chairs is outlined below:

- a. Committee chairs shall be elected by members of the organization via ballot at the final general membership meeting of the year.
- b. When there is one nominee for a committee chair, that election may be held by voice vote. However, if there is more than one nominee for any committee chair, election for that chair must be by ballot.
- c. Committee chairs will be elected for one term.
- d. Committee chairs shall assume their official duties on July 1 and end on the following June 30.

Section 5. The chairperson of each committee shall present a plan of work to the officers for approval. No committee work shall be undertaken without the consent of the officers.

#### ARTICLE XV: Fiscal Year

The fiscal year of this organization shall begin July 1 and end on the following June 30.

#### ARTICLE XVI: Amendments

Section 1. These bylaws may be amended at any regular or special meeting of the organization by two-thirds vote of the members of the organization present. Notice of the proposed amendment shall have been given at the previous regular meeting or at least fifteen days prior to the meeting at which the amendment is voted upon.

Section 2. A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws. The requirement for adoption of a revised set of bylaws shall be the same as in the case of an amendment.

A review of these bylaws will take place every one (1) year by the incoming Executive Board.

I verify that these bylaws were voted on and adopted by the general membership of EPA at a meeting on XXX XX, 2019.

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Signature of President



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Printed Name of President

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Date

July 23, 2019