

**THIRD AMENDED AND RESTATED BYLAWS OF THE
JACKSON-REED HIGH SCHOOL
PARENT-TEACHER STUDENT ORGANIZATION, INC.**

ARTICLE I: NAME

The name of the corporation is the Jackson-Reed Parent-Teacher-Student Organization, Inc. (PTSO). It is a member-governed non-profit corporation organized under Chapter 4 of Title 29 of the District of Columbia Official Code.

ARTICLE II: ARTICLES OF ORGANIZATION

The articles of organization of this PTSO include (a) the bylaws of the corporation and (b) the certificate of incorporation of the corporation.

ARTICLE III: PURPOSES

The purposes of the PTSO are:

1. To bring into closer relation the home and the school, that parents/caregivers, teachers, and school administrators may cooperate in the education of students.
2. To promote mutual cooperation between parents/caregivers, teachers, school administrators, District of Columbia Public Schools administrators, the State Board of Education, and the general public.
3. To raise funds to provide enhanced opportunities for Jackson-Reed students at school.
4. To serve the best interests of the students of Jackson-Reed and other District of Columbia public schools.

The purposes of the PTSO are promoted through an educational program directed toward parents/caregivers, teachers, school administrators, 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 of these Bylaws.

ARTICLE IV: BASIC POLICIES

The following are basic policies of the PTSO:

1. The PTSO shall be noncommercial, nonsectarian, and nonpartisan and shall operate without regard to race, ethnicity, nationality, religion, disability, sex, gender, or sexual orientation.

2. The name of the PTSO or the names of any Members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interests or for any purposes not appropriately related to promotion of the purposes of the PTSO.
3. The PTSO 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.
4. The PTSO shall work with the school to provide quality education and extracurricular activities for all students and to support the improvement of education and extracurricular activities in the school.
5. The PTSO may cooperate with other organizations and agencies concerned with education, extracurricular activities, and/or child welfare, but persons representing the PTSO in such matters shall make no unauthorized commitments that bind the PTSO.

ARTICLE V: MEMBERSHIP ELIGIBILITY AND MEETINGS

Section 1. Eligibility. Any parent, guardian, or other adult standing in loco parentis for a student enrolled at Jackson-Reed is eligible to be a Member.

Section 2. Members. The PTSO is made up of Members who are elected annually by the Jackson-Reed community that is eligible for membership, but persons may be admitted as a Member at any time. Membership is effective from the day when the new Member is admitted until the next annual election.

Section 3. Dues. Dues, if any, will be established by the Board. If dues are charged, a Member must have paid their dues at least 14 calendar days before the meeting to be considered a member in good standing with voting rights.

Section 4. PTSO Open Meetings. The PTSO shall hold not less than two meetings that are open to the Jackson-Reed community during the school year. Open Meetings may be held in person, virtually by electronic connection (such as teleconference, video communication, or streaming), or in a hybrid form.

- a. At least one such meeting will include the annual membership meeting at which time Members and Officers for the following school year are elected following the procedures described in Article VII.
- b. The times and dates for the Open Meetings shall be set by the President in consultation with the Board. The annual membership meeting may be held in May or June at the discretion of the Board.
- c. The Jackson-Reed community shall be given written notice of any Open Meeting before the date of the meeting. Notice may be provided by mail, electronic transmission,

inclusion in a regular Jackson-Reed newsletter, posting on the Jackson-Reed website, or by other appropriate means.

Section 5. PTSO Member Meetings. This PTSO shall hold not less than six meetings of the Members during the school year. At least one such meeting will include the annual membership meeting at which time Members and Officers for the following school year are elected. Meetings may coincide with Board meetings. Meetings may be held in person, virtually by electronic connection (such as teleconference or video communication), or in a hybrid form.

- a. The times and dates for the meetings shall be set by the President in consultation with the Board.
- b. The Members shall be given written notice of any meeting before the date of the meeting. Notice may be provided by mail, electronic transmission, inclusion in a regular Jackson-Reed newsletter, posting on the Jackson-Reed website, or by other appropriate means.
- c. Only Members shall be eligible to vote at the Member Meetings or to serve in any of its elective or appointive positions. Votes may be cast in person, virtually by electronic connection (such as teleconference or video communications), in a hybrid form, or by paper or electronic ballot. Voting by proxy shall not be permitted unless specifically authorized in the notice distributed by the Board.
- d. Special meetings may be called by the Board or by petition signed by at least ten percent (10%) of the Members. Written notice of any special meeting, including the purpose of such meeting, shall be given to the membership in advance.
- e. Those Members present shall constitute a quorum for the transaction of business in any meeting of this PTSO.
- f. Members of the Jackson-Reed community may from time-to-time request permission to participate in a Meeting of the Members and such permission may be granted at the discretion of an Officer.

ARTICLE VI: OFFICERS AND THEIR DUTIES

Section 1. Officers. Each Officer of this PTSO shall be a Member of this PTSO.

- a. The Officers of this PTSO shall be a President, a Vice-President, a Secretary, and a Treasurer. Any of the offices may be shared by more than one individual. All references herein to an Officer in the singular shall be interpreted in the plural if there are co-Officers for one position. The Board may also appoint such other Officers as necessary and appropriate.
- b. The principal of Jackson-Reed High School shall serve, ex officio, as an Officer of this PTSO.

- c. Officers shall assume their official duties either upon election or on the 1st of July following their election, at the discretion of the President, and shall serve for a term of one year or until their successors are elected.

Section 3. Duties of the President. The President shall be the principal executive officer of the PTSO and shall, in general, implement and supervise all of the business and affairs of the PTSO, subject, however, to the control of the Members and the Board, and of any duly authorized committee. The President shall preside at all meetings of the PTSO and at meetings of the Board, shall create standing and special committees and appoint chairs to them, shall coordinate the work of the Officers and committees, shall ensure that the annual PTSO report is filed with the District of Columbia government, shall be a member ex officio of all committees, and shall perform such other duties as may be appropriate.

Section 4. Duties of the Vice President. The Vice-President shall assist the President and perform duties delegated by the President or by the Board. In the event of the absence, disability, or vacancy in the office of the President, the Vice-President shall assume the duties of that office with notice given to the membership.

Section 5. Duties of the Secretary. The Secretary shall keep a record of all meetings of the PTSO and of the Board, provide minutes of the meetings to Members and the Board members, send notice of meetings to Members and the Board, prepare and send correspondence for the PTSO as directed by the Board or the President or as otherwise deemed appropriate by the Secretary, keep corporate record and the corporate seal, and perform other duties as delegated. In the absence of the Secretary, the President shall designate a substitute.

Section 6. Duties of the Treasurer. The Treasurer shall receive all funds of the PTSO; deposit funds as designated in the bylaws or by the Board; disburse funds as authorized; present a financial statement at each meeting of the Board and give a full report at the annual membership meeting of the PTSO; direct preparation of the proposed budget for the school year; perform other duties as delegated. In the absence of the Treasurer, the Vice-President acts in the place of the Treasurer unless otherwise directed by the President.

Section 7. Principal. The principal of Jackson-Reed High School shall advise the PTSO on matters pertaining to school administration and on policies and regulations of the State Board of Education. The principal may participate at meetings of all committees as a member ex officio.

Section 8. Transfer of materials. All Officers shall deliver to their successor all official materials not later than July 1, or 10 days after election of their successor if their office is vacated prior to July 1.

ARTICLE VII: ELECTIONS AND REMOVAL

Section 1. Nominations. Nominations for Members and Officers can be assembled by one or more of the following methods. Only those persons who have signified their consent to service if elected shall be nominated for or elected to such office.

- a. Nominating Committee. There shall be a nominating committee of at least three (3) Members appointed by the President with the concurrence of the Board. The Nominating Committee shall endeavor to nominate at least one eligible person for each Officer and Member position to be filled.
- b. Self-nomination. Individuals that are eligible for Membership may self-nominate with support of any five Members. Self-nominees shall submit a petition with Member support by at least two weeks prior to the annual membership meeting. Qualified petitions that meet the deadline will be reported for election at the annual membership meeting.

Section 2. Notice of Slate of Members and Officers. Written or printed notice of the names of the nominees shall be given to the Board and the Jackson-Reed community at least seven days prior to the annual membership meeting. Notice may be provided by mail, electronic transmission, inclusion in a regular Jackson-Reed newsletter, posting on the Jackson-Reed website, or by other appropriate means.

Section 2. Elections. Members and Officers shall be elected by ballot at the PTSO's annual membership meeting by members of the Jackson-Reed community that are eligible for Membership. If there is but one nominee for any office, it shall be in order to move that the Secretary cast the elective ballot of the PTSO for the nominee. Members and Officers shall assume their official duties beginning either upon election or the 1st of July at the discretion of the President and shall serve for a term of one year, or until the election and qualification of a successor.

- a. Votes may be cast in person, virtually by electronic connection (such as teleconference or video communications), in a hybrid form, or by paper or electronic ballot.
- b. Voting by proxy shall not be permitted unless specifically authorized in the notice distributed by the Board.

Section 6. Resignations. Any Member or Officer may resign at any time by giving written notice to the Board or the President or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Removal. Any Member or Officer or any agent elected or appointed by the Board may be removed by a two-thirds vote at any meeting of the Board whenever in its judgment the best interests of the PTSO would be served thereby.

Section 8. Vacancies. A vacancy occurring in Membership position or an Office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term, except that if a vacancy occurs in the office of President, the Vice-President shall assume the vacancy and shall notify the membership thereof.

ARTICLE VIII: BOARD OF DIRECTORS

Section 1. Membership on the Board. The Jackson-Reed PTSO Board shall consist of the Officers of the PTSO, the chairpersons of standing committees, and the principal of Jackson-Reed High School. The President shall act as chair of all Board meetings.

Section 2. Duties. The Board shall: (a) transact necessary business in the intervals between membership meetings as well as such other business as may be referred to it by the Members; (b) review and approve the work of standing and special committees; (c) approve a budget for the fiscal year; (d) report to Members and the Jackson-Reed community.

Section 3. Meetings of the Board. The Board shall meet at least six times a year in accordance with a schedule set by the President with the approval of the Board. Meetings may coincide with Member meetings. Special meetings of the Board may be called by the President or by a majority of the Board. Board meetings shall be open to all Members of the PTSO, but only Members of the Board may vote. Meetings may be held in person, virtually by electronic connection (such as teleconference or video communication), or in a hybrid form.

Section 4. Notice of Board Meetings. The Secretary shall give written notice of all meetings to each Member of the PTSO in advance of any meeting. Such notice may be given by mail, electronic transmission, inclusion in a regular Jackson-Reed newsletter, posting on the Jackson-Reed website, or by other appropriate means.

Section 5. Quorum. Those members of the Board present shall constitute a quorum at any Board meeting.

Section 6. Manner of Acting. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by law or by these bylaws. Votes may be cast in person, virtually by electronic connection (such as teleconference or video communications), in a hybrid form, or by paper or electronic ballot. Voting by proxy shall not be permitted unless specifically authorized in the notice distributed by the Board.

Section 7. The Board shall have the discretion to have any or all Board meetings be designated as general Members Meetings, in which case all Members present would have a vote.

ARTICLE IX: COMMITTEES

Section 1. Eligibility. Only Members of the PTSO shall be eligible to serve on any committee.

Section 2. Functions of Committees. Committees shall be created to promote purposes and interest of the PTSO.

Section 3. Standing Committees. The President may establish standing committees. Chairpersons for these committees shall be recruited by the President from among the Members. If a vacancy

occurs in the chair during the term of office, the President shall recruit a new chairperson. Each committee chairperson shall be responsible for establishing a committee and holding meetings as needed. The chairperson will be prepared to make reports at each meeting of the Board and of the annual membership meeting. The chairperson of each standing committee, by virtue of that office, shall be a member of the Board.

Section 4. Special Committees. The Board may establish special committees, including special committees made up entirely of Board members, for any purpose. The Board shall specify the duties of the special committee, its term, and to whom it shall report.

ARTICLE X: FINANCES

Section 1. Contracts and Other Documents. The Board (except as otherwise directed by law, by the articles of incorporation, or by these bylaws) may authorize any Officer or Officers, agent or agents of the PTSO, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the PTSO. Such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Loans, etc. All checks, drafts, loans or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the PTSO shall be signed by the Treasurer or the President.

Section 3. Deposits. All funds of the PTSO shall be deposited to the credit of the PTSO in such banks, trust companies, or other depositories as the Board may from time to time select.

Section 4. Gifts. The Board may accept on behalf of the PTSO any contribution, gift, bequest, or device for the general purposes or for any special purpose of the PTSO.

Section 5. Records. The Treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 6. Budget. In September, or at another time as determined by the Board, the Treasurer shall present an annual budget (Budget) for approval by the Board. The approved Budget shall be made available to the Members and shall be made available to members of the Jackson-Reed community that are eligible to be Members upon request. The PTSO Members and Board are responsible for operating within the approved Budget.

Section 5. Expenses. Expenses of PTSO funds that are associated with specific line items in the approved Budget may be disbursed by the Treasurer upon request from a Member or the Board that includes a statement of the line item from which it is to be drawn.

- a. For expenses that are not associated with a specific line item in the approved Budget, the Board shall approve all expenses of the organization above \$1,000.
- b. For expenses that are not associated with a specific line item in the approved Budget, expenses under \$1,000 may be approved by approval of three Officers.

Section 7. Financial Statements. The treasurer shall prepare a financial statement at the end of each year, to be reviewed by the Board.

Section 8. Conflicts. No part of the net earnings of the PTSO shall inure to the benefit of, or be distributable to, its Members, Officers, Board, or other private individuals, except that the PTSO shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 9. Dissolution. In the event of the dissolution of the PTSO, any remaining assets should be used to pay any outstanding bills, and with the Board's approval, distributed for one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986 as from time to time amended, and for the benefit of Jackson-Reed High School, to another non-profit organization that benefits Jackson-Reed High School, or distributed for the benefit of another educational non-profit organization.

ARTICLE XI: BOOKS AND RECORDS

The PTSO shall keep as permanent records minutes of all meetings of its Members, Board, and any designated body, a record of all actions taken by the Members, Board, or members of a designated body without a meeting, and a record of all actions taken by a committee of the Board or a designated body on behalf of the PTSO. The PTSO shall keep the following records at its registered office:

1. Its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect;
2. Its bylaws or restated bylaws and all amendments to them currently in effect;
3. The minutes and records the PTSO is required to keep as specified above for the past 3 years;
4. All communications in the form of a record to members generally within the past 3 years, including the financial statements furnished for the past 3 years under Section 29-413.10 of the District of Columbia Official Code;
5. A list of the names and electronic contacts of its current Board of Directors and Officers; and
6. Its most recent biennial report delivered to the Mayor under Section 29-102.11 of the District of Columbia Official Code.

All books and records of the PTSO may be inspected by any Member, or agent or attorney for a Member, for any proper purpose at any reasonable time. The PTSO shall maintain a record of its members, in a form that permits preparation of a list of names and electronic addresses of all

members, in alphabetical order. A Member is entitled to inspect the membership list upon giving the PTSO five (5) days written notice.

ARTICLE XII: FISCAL YEAR

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

ARTICLE XIII: DISSOLUTION

This PTSO may be dissolved with prior notice (14 calendar days) and a two-thirds vote of those Members present at the meeting.

ARTICLE XIV: AMENDMENTS TO THE BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws adopted by a two-thirds vote of the Members present at any regular or special meeting provided that notice of the proposed amendment shall have been given at the previous meeting, or a copy of said amendment sent to each Member prior to said meeting. Inclusion of a copy of the proposed amendment either in a notice provided by mail, delivered by electronic transmission, or by other appropriate means shall be an acceptable method of sending a copy of the amendment to each Member of the corporation.

Adopted JULY 26, 1988

Amended and Restated March 21, 2012

Second Amendment and Restatement May 29, 2013

Third Amendment and Restatement April 13, 2023