

## **BYLAWS - COUNCIL OF INTOWN NEIGHBORHOODS AND SCHOOLS**

*(Adopted – September 28, 2015)*

### **Article I – Name, Mission & Purpose**

- A. Name - The name of this organization shall be Council of Intown Neighborhoods and Schools, also to be known as “CINS.”
- B. Mission - CINS mission is to work with Atlanta Public Schools (APS) to foster the development of safe, quality education, in the Grady cluster of schools.
- C. Purpose - The purpose of CINS is to identify critical issues and seek solutions to problems of importance to the Grady cluster of schools.

### **Article II – Membership & Meetings**

- A. Representative Area - CINS includes Grady High School and the elementary and middle schools feeding into it.
- B. Membership – Shall be open, without discrimination, to any person or group who believes in and supports the CINS mission. A person may become a member upon application and payment of membership dues, as set by the Board. CINS will conduct an annual enrollment of members but may admit individuals or groups to membership at any time. CINS may provide scholarships to offset membership dues, subject to approval by the Board.
- C. Dues – Dues will be paid annually on the following schedule: School Personnel \$5, Individuals \$10, Groups \$25.
- D. Meetings – There will be at least 4 CINS community meetings September through April. The location of these meetings will rotate between the schools represented by the organization.
- E. Board Meetings – CINS Board Meetings will occur monthly August through May. The meeting schedule will be determined on an annual basis.
- F. Special Meetings – Special meetings may be called by the board to address specific issues with the general membership, as needed. Scheduling a Special Meeting requires board approval.

### **Article III – Selection & Qualification of Officers and Board Members**

- A. All members of CINS are eligible to hold office or serve on the Board.
- B. The Board will elect a nominating committee whose responsibility it will be to identify potential candidates to fill the Officer positions.
- C. Officers will be elected by a majority of the general membership present at the last Community meeting for the year.

- D. Board Members –Shall consist of: 1) All elected officers. 2) Standing committees to be determined on an annual basis. Standing Committee Chairpersons shall be appointed by the Co-Presidents from the general membership and serve for the current fiscal year. These Chairpersons shall be called “Board Members”. 3) Each school in the Grady Cluster shall appoint one representative to CINS. Each of these appointees shall be called “Board Members”.

#### **Article IV –Board Members, Officers, & Their Duties**

- A. The Board shall manage and conduct the business of CINS, specifically as it relates to any financial and advocacy matters. Board members act as “Champions” for CINS in all matters pertaining to its business but should not commit CINS to any business or express any viewpoint for CINS that has not first been approved by the CINS Board.
- B. Co-Presidents - The Co-Presidents shall preside over all meetings and perform all administrative duties as required by the office, including preparing an agenda for the meetings. The Co-Presidents shall act as "Spokespersons" for CINS in all matters pertaining to its business but should not commit CINS to any business or express any viewpoint for CINS that has not first been approved by the CINS Board. The Co-Presidents shall be authorized to disburse funds. Co-Presidents shall serve staggered, 2-year terms, be members of CINS and preferably have at least one child who is attending high school.
- C. Secretary - The Secretary shall be the custodian of all records except such as specifically assigned in these Bylaws to others. The Secretary shall take and report to the CINS membership minutes of all Community Meetings, Special Meetings, and meetings of the Board. The Secretary shall keep an attendance list of each meeting and may also assist the President with correspondence.
- D. Treasurer - The Treasurer shall keep the official financial records and supporting documents of all income and expenses for CINS and provide an updated financial statement at each Board Meeting. The Treasurer shall be authorized to receive monies and sign disbursements for CINS. The Treasurer shall be responsible for insuring that all disbursements have had prior approval by the board if the disbursement exceeds \$1,500, except in the case of emergency (any act which might compromise the official standing of CINS or danger to life or property). The Treasurer shall prepare an annual financial report. The Treasurer shall keep and maintain an accurate and ongoing record of the CINS’ financial transactions and will annually file all documentation needed to maintain the organizations non-profit status.
- E. A majority of Board members shall constitute a quorum for the transaction of business.

## **Article V - Rules Regulating Board Members**

- A. Officers and Board members must be members of CINS.
- B. Co-Presidents shall serve 2-year terms. Officers and Board members will be appointed annually.
- C. Co-Presidents, Officers and Board members shall be required to attend all Board Meetings; excessive absences may be cause for removal from office.
- D. All Officers may succeed themselves, but may hold no individual office for more than 4 consecutive years.
- E. All Officers must reveal actual and potential conflicts of interest. Should an Officer acting as a CINS spokesperson be unable to objectively represent the viewpoint of the CINS Membership, that Officer shall arrange for another Officer to be spokesperson. Should a presiding Officer have a conflict of interest relative to an issue being discussed, that Officer shall step down for the duration of the discussion of that topic.

## **Article VI - Removal from Office**

Two-thirds of the Board present and voting at any Board meeting may remove any officer, provided that:

- (a) The motion to remove such officer is properly made and seconded at one monthly meeting immediately preceding such meeting; and
- (b) Such officer is provided an opportunity at such meeting to refute the basis, if any, upon which the motion is based.

## **Article VII - Board Business**

- A. Officer Vacancies – Vacancies shall be filled by a majority vote of Board Members present and voting at the next available monthly Board meeting. In the event that a Co-President is unable to serve, the Secretary or Treasurer shall serve temporarily as Co-President until a new Co-President is appointed.
- B. Temporary Committees and Task Forces – Temporary Committees or task forces may be established by the Co-Presidents. The Co-Presidents shall appoint a chairperson for each committee or task force so established. Committee members shall be selected from volunteers from the CINS membership. Temporary committee or task force chairs are not considered “Board Members” as defined in Article III.
- C. Electronic Actions – Any action required or permitted at a Board or committee meeting may be taken without a meeting, if the consent is in writing, including electronic submission. Any action taken by written or electronic consent shall be filed with the minutes and considered an action equal to that taken in a meeting.

- D. Electronic Meetings – Unless otherwise restricted in the bylaws or adopted policy, members of the Board and its committees may participate in a meeting by means of telephone conference or similar communications methods, so long as all participants can hear each other. The Board and its committees shall be bound to any actions taken during meetings with electronic participation.

### **Article VIII- Fiscal Responsibilities**

- A. The Organization shall operate on a fiscal year of July 1 through June 30.
- B. All monies obtained from any source, through any person or persons, acting for, or in the name of the Organization under the direction or the authorization of the Organization, shall be considered CINS funds. Those funds shall be delivered to the Treasurer who will execute a written receipt for such funds, report the amounts received and the source at each meeting.
- C. The Treasurer shall deposit all monies received in a bank or other financial institution account maintained on behalf of CINS. Disbursements from this fund can be made only with the joint consent and signature of a Co-President and the Treasurer. CINS and will annually file all documentation needed to maintain the organizations non-profit status, by filing all IRS and Secretary of State required reporting forms, for a nonprofit of CINS' size and budget, in a timely manner. CINS will comply with all federal and state reporting requirements.
- D. All expenditures in excess of \$1,500 shall require authorization by the Board. All expenditures not included in the annual budget that need the approval of the CINS Board need to be submitted to the Co-Presidents of CINS ten (10) days prior to the monthly meeting. All expenditures in excess of \$1,500 must be brought up at the previous regular Board meeting before being voted on.
- E. All bills and disbursements over \$1,500 shall be presented to the Co- Presidents who will present the purpose and amount to the Board at the next monthly meeting for approval. Expenses less than \$1,500 may be approved by agreement of the Co-Presidents without approval of the Board.
- F. The Board shall have the authority, upon the recommendation of the Treasurer, to authorize the Treasurer to deposit or invest funds of the Organization in any financial institution(s), certificates of deposit, funds, or other investment plans or instruments it deems appropriate, so long as such funds are in accounts that are FDIC or similarly insured, or in reputable money market mutual funds so as to maintain a stable principal value. The Treasurer shall make monthly reports on the status of such deposits, investments, etc. to the Membership. The Board of Directors shall be responsible for reviewing such reports and taking appropriate follow-up measures where needed.
- G. The Board shall have the authority, if it deems necessary or desirable, to secure bonding of the Treasurer.

- H. A reserve fund will be maintained with a minimum amount equal to not less than \$750. Any reduction in the reserve fund shall require a vote at a regularly scheduled Board meeting and an approval of two thirds of the Board who are present.

### **Article IX - Bylaws**

- A. These Bylaws may be amended by a 2/3 vote of the Board members present at a regular monthly Board meeting after they have been made available for review at the previous monthly meeting. The Secretary and the Co-Presidents shall maintain a current copy of the Bylaws. Current Bylaws will be reviewed at the first Board meeting of each year.
- B. The Officers may establish actions and policies for CINS to be contained in a document known as the "Policy Sheet" instead of revising and amending these Bylaws if such action and policies are not otherwise in conflict with the Bylaws. The "Policy Sheet" shall be attached to and made part of the Bylaws.

### **Article X - Indemnification**

Each director, officer, committee member, employee and other agent of the organization shall be held harmless and indemnified by the organization against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon such persons in connection with, or resulting from, any action, suit or proceeding—or the settlement or compromise thereof—to which such persons may be made party of by reason of any action taken or omitted by such persons acting in good faith and prudence within the course of acting on behalf of this organization.

### **Article XI - Dissolution**

The organization shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and upon dissolution no part of said remaining funds shall inure, or be distributed, to the members of the organization. On dissolution of the organization, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be elected by the Board of Directors.