

BYLAWS OF THE PARENT SERVICE ORGANIZATION

Article I – Name

1.1 The name of the organization shall be Cincinnati Classical Academy Parent Service Organization (hereafter “PSO”), a nonprofit corporation, incorporated in the State of Ohio on September 13, 2022.

1.2 The registered office and official mailing address of the corporation is *170 Siebenthaler Avenue, Cincinnati, Ohio 45215*.

Article II – Objective

- 2.1 The PSO is organized exclusively to support the mission and activities of Cincinnati Classical Academy (hereafter “CLASSICAL”) through volunteer, fundraising and other supportive activities.
- 2.2 Any parent, guardian, or other adult legally recognized *in loco parentis* for a student enrolled at CLASSICAL in good standing is automatically a member of the PSO.

Article III – PSO Board

- 3.1 General Powers: The PSO Board is organized as an executive board made up of the PSO Officers and the Chair of each Standing Committee described herein, referred to as the “PSO Board” or “Board.” The affairs of the PSO Corporation shall be managed and controlled by the Officers of the PSO Board and the By Laws. The Officers shall exercise all powers of the Corporation.
- 3.2 Standing Committees may be chaired by up to two persons who shall be voted into each position and shall be given all of the rights and responsibilities of a Board Member as enumerated herein. Standing Committees chaired by two individuals shall receive one vote, in which both chairs must be in agreement or they will forfeit their vote.
- 3.3 All members of the Board shall, at all times, maintain the following qualifications and standards:
- A. Have a child enrolled at CLASSICAL.
 - B. Be devoted to the purpose and mission of CLASSICAL as defined by the school handbook and school leadership.
 - C. Strive to promote an open and positive relationship with school administration.
 - D. Maintain appropriate leadership decorum rising above petty differences, gossip and personal feelings thus protecting the integrity of the position and setting the example for healthy conflict resolution.
 - E. Have an up-to-date and approved background check on file with CLASSICAL.
- 3.4 The fiscal year for the PSO begins July 1 of each year and ending on the next succeeding June 30. The fiscal year is denoted by the calendar year in which it ends.
- 3.5 The Election of Board Members shall be held every year according to their position with no limit on how many terms a Board Member may serve. The Headmaster or Headmaster’s designee shall announce the appointment of the Chair for the upcoming Fiscal Year at final meeting of the academic year.
- 3.6 Board Member Selection Process:

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- A. A Nominations Committee shall recommend a slate of candidates to the PSO President and School Headmaster a minimum of one (1) month prior to the final meeting of the academic year.
 - B. Board Members shall be selected by the Headmaster in consultation with current Board members.
 - C. The PSO Officers and Committee Chairs shall be selected by the Headmaster or Headmaster's designee(s).
- 3.7 Vacancies: Any vacancy in a position of the Board because of death, resignation, or inability to serve shall be filled by the Board for the unexpired portion of the term. However, should a vacancy occur in the position of the PSO President, the Secretary shall immediately assume the position of PSO Chair. Should a vacancy occur in the position of the Secretary, the vacancy shall be filled at the next Board meeting, consistent with the procedures established in this section.
- 3.8 Resignation: Any member of the Board may resign at any time by giving written notice of resignation to the PSO President or Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
- 3.9 Removal: If any member of the Board shall, at any time, cease to meet the qualifications or fulfill the duties of their position, that person may be removed by resolution adopted by a 2/3 vote of the Board.

Article IV – Duties of Officers

- 4.1 The Officers of the Corporation/Board shall include the following:
- A. President
 - B. Secretary
 - C. Treasurer
 - D. Sentinel Athletics Standing Committee Chair
 - E. Sentinel Arts Standing Committee Chair
 - F. CLASSICAL Director of Athletics (*ex officio*, non-voting)
 - G. CLASSICAL Director of Arts, Music and Drama (*ex officio*, non-voting)
 - H. CLASSICAL Headmaster and/or his/her designee (*ex officio*, non-voting)
- 4.2 The President responsibilities are:
- A. The President shall be a member of the Board.
 - B. The President shall preside at all meetings.
 - C. The President shall represent the Board at all necessary meetings.
 - D. The President shall serve as an authorized co-signatory along with the Treasurer and Secretary, of all Checks. Two authorized signatures shall be required on any PSO Check.
 - E. The President shall coordinate the work of the Officers and Committees of the PSO in order that the Board objectives may be accomplished.
 - F. The President shall be designated, by mutual agreement, as the primary contact for the administration.
 - G. The President shall be the *ex-officio* member of all committees.
 - H. The President consults with Officers and Committee Chairs before each meeting to ensure the details of the meeting are ready as planned.
 - I. The President shall inform the Secretary of the Board Meeting schedule.

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- J. The President delivers to successor, all books, papers and correspondence pertaining to the position of the PSO President.
- K. The President can delegate any duties of the President role to other Board members.
- L. The President term length is 2 years and is renewable in 1-year increments.

4.3 The Secretary responsibilities are:

- A. The Secretary shall be a member of the Board.
- B. The Secretary shall document all business transactions at each meeting of the Board, as well as meetings for the Board.
- C. The Secretary shall serve as an authorized co-signatory along with the Treasurer of all checks.
- D. The Secretary shall prepare, in advance of all meetings, a complete agenda, showing the order of business to be discussed.
- E. The Secretary reminds all members about meetings.
- F. The Secretary has, on hand for reference, a copy of the by-laws, standing rules, agenda, minutes of previous meeting, current procedures and forms, and list of committees.
- G. The Secretary, or her/his designee, conducts the correspondence of the PSO.
- H. The Secretary is responsible for providing information to the school for regular distribution.
- I. The Secretary presides at meetings in the absence of the President.
- J. The Secretary sends out notices of Board meetings.
- K. The Secretary, with mutual agreement, may delegate any duties of Secretary to other Board Members.
- L. The Secretary term length is 2 years and is renewable in 1-year increments.

4.4 The Treasurer responsibilities are:

- A. The Treasurer keeps an accurate and detailed account of all income and expenses of the Board.
- B. The Treasurer provides a financial report.
- C. The Treasurer submits a written statement at the Board meetings of the detailing receipts, disbursements and total balance on hand as of the date of the report.
- D. The Treasurer is responsible for the collection, authorization (along with a second signatory by either Chairman or Secretary) and payment of all valid reimbursement requests.
- E. The Treasurer pays by check all bills as authorized by the Board, with a second signature obtained from the Secretary or the President.
- F. The Treasurer ensures the timely distribution of statements to donors acknowledging gifts whose value meets/exceeds IRS minimums.
- G. The Treasurer prepares and submits—either by him/herself or via qualified third party—all tax documentation required by local, state or federal government.
- H. The Treasurer delivers to successor, all books, papers and correspondence pertaining to the position of the Treasurer, including plans and procedures.
- I. The Treasurer, with mutual agreement, may delegate any duties of Treasurer to other Board members.
- J. The Treasurer term length is 2 years.

4.5 The Sentinel Athletics Standing Committee Chair responsibilities are:

- A. As a member of the Executive Board, works with the school's Athletic director to define, plans and oversee the execution of all PSO activities related to athletics.

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- B. Assisting the President in carrying out the President's duties, as delegated by the President.
- C. The Chair term length is 2 years and is renewable in 1-year increments.

- 4.6 The Sentinel Arts Standing Committee Chair responsibilities are:
- A. As a member of the Executive Board, works with the school's Director of Arts, Musica and Drama to define, plan and oversee the execution of all PSO activities related to arts, music and drama.
 - B. Assisting the President in carrying out the President's duties, as delegated by the President.
 - C. The Chair term length is 2 years and is renewable in 1-year increments.

Article V – Conduct of Business

- 5.1 The duties of the Board shall be to:
- A. Carry out such business between meetings in preparation for Board Meetings;
 - B. Create a budget for the upcoming year and present at the last Board meeting of the school year;
 - C. Create a PSO calendar of events;
 - D. Appoint Standing and Special Committee Chairs;
 - E. Create special committees, as needed;
 - F. Approve the work of the committees;
 - G. Approve payment of routine bills within the limits of the approved budget.
- 5.2 The regular meeting of the Board shall be monthly at a time and place determined by the Board.
- A. Adequate notice of all meetings shall be given to all members of the Board.
- 5.3 Visitors to monthly Board meetings will come, present their information, and then leave the meeting. Visitors shall be approved prior to the meeting by the President or Secretary.
- 5.4 A minimum of three (3) members of the voting Board shall constitute a quorum for the transaction of business.

Article VI – Communication

- 6.1 Prior to the start of the school year the PSO Board and CLASSICAL Headmaster or Assistant Headmaster(s) will agree on a point person from administration for approval requests regarding communications to the CLASSICAL parents from the PSO. They will also agree on communications that do not require Administration's approval.
- 6.2 Any communications going through the approval process will be approved or denied within ten (10) days of submission. The elected point person will send back approval or needed changes within the specified time frame unless otherwise indicated.
- 6.3 All communications from the PSO should follow the current Communication Process of the Board. (Process to be defined.)

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Article VII – Committees

- 7.1 Membership: Committees may consist of individuals satisfying the standards described herein, President acting as an ex officio member of all committees. Term lengths for all committee Chairs are one year, but individuals may serve unlimited terms at the discretion of the CLASSICAL Headmaster.
- 7.2 The Standing Committees shall be:
- A. Athletics
 - B. Arts (Music, Visual Arts, and Drama)
 - C. Culture and Community Building
- 7.3 A description of duties for each Standing Committee shall be developed and approved by the Board and may be amended or modified by the Board as needed.
- 7.4 The **Nominating Committee** shall consist of a minimum of three (3) members. It shall be appointed by the President no later than the last day of March to recommend a slate of candidates to be elected to the next years Board.
- A. The Nominating Committee Chair shall be appointed by the PSO President.
 - B. The consent of each candidate must be obtained prior to being placed on the nomination slate.
- 7.5 Additional Committees: The Board may appoint additional committees as needed.

Article VIII – Finances

- 8.1 Financial Objectives: In consultation with the CLASSICAL Headmaster, the PSO Board will assemble a model for the allocation of funds raised that promotes the life of the school by funding various initiatives such as campus needs, classroom needs, clubs, activities, teacher bonuses, etc. Objectives and spending shall be selected and a target amount set for the year.
- 8.2 Obligations: The Board may authorize any Officer or Officers to enter into contracts or agreements for the purchase of materials or services on behalf of the Board. The Officers shall otherwise not have the authority, however, to enter into such an agreement on behalf of Board, nor should they hold themselves out as having such authority.
- 8.3 Commercial Paper: All checks, drafts or other orders for the payment of money on behalf of the Board shall be signed by two authorized signatories: President, Secretary and/or Treasurer.
- 8.4 Deposits/Disbursements: The Treasurer shall receive and deposit all funds of the Board, to the credit of the Board, into the stated checking account and shall make such disbursements as authorized by the Board in accordance with the budget adopted by the membership. All deposits and/or disbursements shall be made within a maximum of fifteen (15) days from the receipt of the funds and/or orders of payments.
- 8.5 Account Balance: The goal of the checking account balance at the end of the school year is \$3,000.00.
- 8.6 Financial Report: The Treasurer shall present a monthly financial report at each Board meeting and to the Director of School Operations of CLASSICAL; and shall prepare a final report at the close of each fiscal year.

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- 8.7 The Treasurer shall input all transactions into the software elected by the Treasurer. An electronic copy of monthly transactions, plus receipts and records shall be made available to the CLASSICAL Director of School Operations for review and archiving within 5 business days upon their request.
- 8.8 The Board shall have the report and the accounts examined annually by an auditor or informal audit committee for years when annual gross receipts exceed \$50,000.
- 8.9 The CLASSICAL Headmaster or Headmaster's designee (s), the CLASSICAL Secretary, or the Board President may request an audit at any time throughout the year in addition to the annual audit requirement described above.
- 8.10 Disposition of Funds: Should the PSO be dissolved, final disbursement of funds, minus outstanding expenses, will be to CLASSICAL.

Article IX – Fundraising Policy and Procedures

- 9.1 Fundraising Policy: The PSO is a crucial part of the fundraising process for CLASSICAL. As such, this policy provides guidance on the considerations that must be taken for any fundraising effort made on behalf of CLASSICAL or the PSO.
- 9.2 Requirements:
 - A. Fundraising activities must uphold any legal, statutory or regulatory requirements, and must adhere to CLASSICAL values.
 - B. Fundraising activity must be approved by the CLASSICAL Headmaster or Headmaster's designee(s)
 - C. The Board must ensure funds received are used in strict accordance with the fundraising agreement.
 - D. The company, organization, partnership or activity involved in the fundraising should not contradict CLASSICAL's mission, goals or objectives.
- 9.3 Definitions:
 - A. A donation is a gift for which no direct benefit is sought.
 - B. A sponsorship occurs when a business provides money in order to secure the marketing and promotion of its business name, products, services or image.
 - C. A grant is a monetary gift given to an individual or an organization for a specific purpose. There is an obligation to fulfill any criteria the funding body may place on the grant. As such, any grants sought in the name of CLASSICAL must be agreed upon by CLASSICAL administration prior to application.
- 9.4 Role of board members: Board members must be able to demonstrate they are acting in the best interests of CLASSICAL and will not derive any personal benefit from the funding.

Article 10 – Conflicts of Interest

- 10.1 Whenever a board member has a personal or financial interest in any matter coming before the board, the board shall ensure that:
 - A. The interest of such an officer or committee chair is fully disclosed to the board.
 - B. No interested officer or committee chair may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board at which such matter is voted upon.

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- C. Any transaction in which an officer or committee chair has a personal or financial interest shall be duly approved by members of the board not so interested or connected as being in the best interests of the organization.
- D. The minutes of a meeting at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

10.2 An employee of CLASSICAL or any person who is personally compensated by CLASSICAL will not be allowed a position as a voting member of the Board. Any person deemed a CLASSICAL employee who wants to engage with Board activities will be invited to observe or participate in open Board meetings or on any occasion deemed appropriate by the CLASSICAL Headmaster or Headmaster's designee(s).

Article XI – Amendment Process

11.1 These Bylaws may be amended or repealed and new Bylaws may be adopted upon a majority vote of the Board, subject to the approval of the CLASSICAL Headmaster.

Article XII – Dissolution

12.1 Upon the dissolution of this Corporation, assets shall be distributed to CLASSICAL, an organization exempt under 501(c)3. Alternatively, if CLASSICAL is not a tax-exempt organization at the time of dissolution, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code.

Article XIII – Authority

- 13.1 If any part of these Bylaws shall conflict with the decisions, policies or procedures adopted by CLASSICAL, they shall be deemed null and void. The PSO is an independent agency responsible and accountable for its funds and expenditures separate from CLASSICAL. However, the PSO exists and serves at the pleasure of the CLASSICAL Headmaster. In the unlikely event that the CLASSICAL Headmaster concludes, at sole discretion, that any action or activity of the CLASSICAL reflects poorly on CLASSICAL, the CLASSICAL Headmaster may dissolve the PSO.