

**AMENDED AND RESTATED
BYLAWS
OF
BRENNEN ELEMENTARY SCHOOL
PARENT-TEACHER ORGANIZATION**

ARTICLE 1

NAME, SEAL, OFFICES, FISCAL YEAR, PURPOSE

SECTION 1.1 *Name.* The name of this nonprofit corporation is the Brennen Elementary School Parent Teacher Organization (the “corporation” or “Brennen PTO”).

SECTION 1.2 *Seal* The seal of the corporation shall be in such form and shall contain symbols and wording as the board of directors may from time to time adopt; however, the board of directors may elect to dispense with a seal by not adoption one. In any event, a corporate seal shall not be required to validate actions of the corporation.

SECTION 1.3 *Registered Office.* The corporation shall maintain a registered office as required by statute, at which it shall maintain a registered agent. The registered office may, but need not, be identical with the principal office, and the address of the registered office may be changed from time to time by the board of directors.

SECTION 1.4 *Offices.* The corporation may maintain such offices as determined from time to time by the board of directors.

SECTION 1.5 *Fiscal Year.* The fiscal year of the corporation shall be from June 1 through May 31st or as otherwise determined by the board of directors.

SECTION 1.6 *Purpose.* The corporation is organized and shall be operated in accordance with the South Carolina Nonprofit Corporation Act of 1994, as amended, exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. The corporation shall foster and develop excellence in education and promote and encourage communication between the Brennen Elementary School staff and the parents of the students attending. The corporation shall initiate and coordinate fundraising efforts in order to supplement the existing educational and instructional facilities at the Brennen Elementary School, and to fund such other educational and community projects as determined by the organization and school staff. The corporation shall cooperate with the Brennen Elementary School staff to support the improvement of education in ways that will not interfere with the administration of the school. The corporation may also engage in all other charitable, educational or other lawful activities permitted by an organization which qualifies as exempt under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and comparable South Carolina law provisions, including, for such purposes, the making of distributions to other organizations that qualify as exempt organizations under such code sections.

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ARTICLE 2

MEMBERS, DUES, MEETINGS

SECTION 2.1 *Members.* The corporation shall have both individual/family members and business members. Any parent or guardian of a child currently enrolled at Brennen Elementary School may become a member upon payment of dues as hereinafter provided. Any business entity serving as a sponsor or partner of Brennen Elementary School may become a member upon a contribution to the Brennen PTO or Brennan Elementary School in such amounts as may be determined by the Board of Directors from time to time.

SECTION 2.2 *Dues.* The annual dues for individual/family members shall be as determined by the board of directors but shall be no less than three dollars (\$3.00) per member.

SECTION 2.3 *Membership Roll.* An annual enrollment of members shall be conducted. Additional members may be accepted at any time.

SECTION 2.4 *Member Participation.* Only individual/family members of this corporation shall be eligible to participate in its business meetings, or to serve in any of its elected or appointed positions.

SECTION 2.5 *Annual Meeting.* The annual meeting of the members shall be held each year in April for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

SECTION 2.6 *General Meetings.* General meetings of the members of the corporation shall be held as decided by the board of directors and upon recommendation of the 1st Vice President. Ten percent (10%) of the membership present at a meeting shall constitute a quorum.

SECTION 2.7 *Special Meetings.* Special meetings of the members may be called by the President, the Board of Directors, or upon written request of at least ten (10) members of the corporation.

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ARTICLE 3

BOARD OF DIRECTORS

SECTION 3.1 *General Powers.* The management of all the affairs, property and interest of the corporation shall be vested in a board of directors constituted and elected as provided in Section 3.3 below. In addition to the powers and authorities expressly conferred on it by these bylaws, the board of directors may exercise all powers of the corporation and do all such lawful acts and things as are permitted by law and consistent with the purposes of the corporation, subject to the limitations and qualifications set forth in the Articles of Incorporation and Section 3.2 below.

SECTION 3.2 *Limitations on Powers.* The corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) and 509(a)(1)(2) or (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to the corporation's directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SECTION 3.3 *Number, Terms of Office and Election.* The board of directors of the corporation shall consist of eighteen (18), but the board of directors shall have authority to increase the number of directors and to thereafter increase or decrease the number as the number of members of the corporation changes from time to time. Each director shall hold office until the next annual meeting of members, or until such director shall resign, become disqualified, disabled or shall otherwise be removed. However, if a director's term expires, such director shall serve until his or her successor has been duly elected. The Immediate Past President, Second Vice President (who shall be the person serving as the Brennen Elementary School Principal) and a Teacher Representative elected by the faculty of Brennen Elementary School shall serve on the board ex-officio. The remaining fifteen (15) directors shall be elected by the membership to serve as the following officers and committee coordinators:

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1. President
2. President-Elect
3. First Vice President
4. Secretary
5. Treasurer
6. Treasurer-Elect
7. Membership Coordinator
8. Communications & Publicity Coordinator
9. Volunteer Coordinator
10. Fundraising Coordinator
11. Special Events Coordinator
12. Hospitality Coordinator
13. Grounds Beautification Coordinator
14. Business Sponsor Coordinator
15. Historian

SECTION 3.4 *Removal of Directors.* Any director may be removed if, in the sole discretion of the board of directors, such director has willfully or negligently failed to disclose any conflict of interest with the corporation resulting in injury to the corporation, or has otherwise acted in any manner contrary to such director's fiduciary obligations to the corporation; provided, however, removal of a director pursuant to this Section 3.5(b) shall require affirmative vote of two-thirds (2/3) of the directors who are then holding office, excluding the director whose removal is under consideration., Any director may be removed only in accordance with the provisions set forth in these bylaws, as amended from time to time.

SECTION 3.5 *Regular Meetings.* Regular meetings of the board of directors, other than the organizational meeting, shall be held at such times and at such places as shall be fixed, from time to time, by resolution adopted by the affirmative vote of a majority of the board of directors and communicated to all the members thereof. A meeting of the directors shall occur at least annually, If such day is a legal holiday, the meeting shall be held on the next succeeding day not a legal holiday, and unless otherwise determined by the board of directors, shall be held at the principal offices of the corporation in Columbia, South Carolina. No notice of any regular meeting need be given with regard thereto, and, except as otherwise provided in these bylaws, any and all business may be transacted at any regular meeting.

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SECTION 3.6 *Special Meetings.* Special meetings of the board of directors shall be held whenever called by the president or any two of the directors. Notice of any such meeting shall be given to each director by mail, private carrier, personal delivery, telegraph or telephone at least one (1) business day before the day on which the meeting is to be held.

SECTION 3.7 *Waivers.* Notwithstanding any contrary provisions, notice of any meeting of directors shall not be required as to any director who shall waive in writing (in any form) notice of such meeting, before or after such meeting. The attendance of a director at any meeting shall constitute a waiver of notice as to that director with respect to that meeting, unless the director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

SECTION 3.8 *Quorum and Manner of Acting.* A majority of the directors in office at the time of any organizational, regular or special meeting of the board of directors shall constitute a quorum for the transaction of business, and except as otherwise required by statute, the act of a majority of the directors present at any such meeting at which a quorum is present shall be the act of the board of directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting, from time to time, until a quorum is present. No notice of any adjourned meeting need be given.

SECTION 3.9 *Action of the Board of Directors or of Committee Thereof Taken Without a Meeting.* Except as otherwise provided by law, action may be taken by the directors or by any committee thereof without a meeting, if all of the directors, in the case of action by the board of directors, or all members of the committee, in the case of action by a committee thereof, execute, either before or after the action is taken, a written consent thereto and such consent is filed with the records of the corporation. The consent may be signed in counterparts.

SECTION 3.10 *Presumption of Assent.* A director of the corporation who is present at a meeting of the board of directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless such director shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 3.11 *Telephone Meetings.* Members of the board of directors or any committee thereof may participate in a meeting of the board of directors or any committee of the board by means of a conference telephone network or a similar communications method by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

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SECTION 3.12 *Resignation* Any director may resign at any time by delivering written notice of such resignation to the board of directors, the corporation or the president. Such resignation shall take effect at the time specified therein, and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make effective.

SECTION 3.13 *Committees.* The board of directors may create one or more committees and appoint members of the board of directors to serve on them. Each committee must have two or more members, who serve at the pleasure of the board of directors. The creation of a committee and appointment of members to it must be approved by a majority of all the directors in office when the action is taken. The provisions of these bylaws which govern the meeting, action without meetings, notice of meetings, waivers, quorum and voting requirements of the board of directors apply to committees and their members. Unless limited by South Carolina law, each committee may exercise those aspects of the authority of the board of directors which the board of directors confers upon such committee in the resolution creating the committee. Provided, however, a committee may not: (1) fill vacancies on the board of directors or on any of its committees; (2) amend the articles of incorporation; and (3) adopt, amend or repeal these bylaws or take any action inconsistent herewith.

ARTICLE 4

OFFICERS AND AGENTS: POWERS AND DUTIES

SECTION 4.1 *Officers.* The officers of the corporation shall be a president, a president-elect a first vice president, a second vice president, a secretary and a treasurer. The board of directors may also, in its discretion, appoint one or more agents as from time to time may be necessary or advisable in the conduct of the affairs of the corporation. Two or more offices may be held by the same person, except that the same person may not at the same time hold the offices of president and secretary or president and treasurer.

SECTION 4.2 *Term of Office; Vacancies.* All agents appointed by the board of directors shall hold office at the pleasure of the board of directors. If any vacancy occurs in any office, the board of directors may appoint a successor to fill such vacancy for the remainder of the term.

SECTION 4.3 *Removal of Officers.* Any officer may be removed at any time, either for or without cause, by affirmative vote of a majority of the directors then holding office, at any meeting of the board of directors.

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SECTION 4.4 *President.* Unless otherwise specifically provided by the board of directors, the president shall be the chief executive officer of the corporation. The president shall preside at all meetings of the board of directors. Subject to direction of the board of directors, the president shall: (1) have general supervision of the affairs of the corporation; (2) sign or countersign all contracts or other instruments on behalf of the corporation, unless other persons are also specifically so authorized by the board of directors; (3) make reports to the board of directors and perform such other duties as are incident to the president's office or are properly required of the president by the board of directors. The president shall be a member ex-officio of all committees. The president may delegate such of the president's duties as he or she may see fit to any other officer, employee or agent of the corporation unless prohibited by law.

SECTION 4.5 *President-Elect.* The president-elect will serve in a training position to assume the office of president of the corporation the following year.

SECTION 4.6 *First Vice President.* The first vice president shall serve as an aide to the president, and shall act as president if the president is unable to act for any reason. The first vice president shall serve as chairperson of the Nominating Committee and perform such functions as shall be delegated to them by the president or the board of directors.

SECTION 4.7 *Second Vice President.* The second vice president shall be the person serving as the Brennen Elementary School Principal.

SECTION 4.8 *Secretary.* The secretary shall keep an accurate record of all general meetings of the corporation and of the board of directors and shall perform such other duties as may be delegated. The secretary shall also conduct the correspondence of the corporation and the board of directors and shall act as official reader of communications at meetings. The secretary shall issue notices for all meetings of the directors and shall cause the minutes of the same to be recorded in books provided for that purpose. The secretary shall have charge of any corporate seal and of the corporate records, and shall make such reports and perform such other duties as the board of directors shall from time to time direct and, in general, perform all duties incident to the office of secretary, specifically including the authority to authenticate records of the corporation.

SECTION 4.9 *Treasurer.* The treasurer shall be the custodian of the funds of the corporation shall keep an accurate record of receipts and expenditures; and shall pay out funds as authorized by the board of directors. The treasurer shall present a statement of account at every meeting of the board of directors and at other times as requested by the board of directors, and shall make a full report to the general membership at the final meeting of the year. The treasurer's accounts shall be examined annually by an auditing committee of not less than three members appointed by the president, who, when satisfied that the treasurer's annual report is correct, shall sign a statement to that fact at the end

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of the report. The auditing committee shall be appointed at least two weeks before the final meeting. The Treasurer will also be responsible for the corporation's Endowment Fund, which was formed in accordance with these bylaws, supplying an annual report to the corporation and Board of Directors. Unless otherwise provided by the board of directors, the treasurer shall serve as chief financial officer of the corporation.

Section 4.10 *Treasurer-Elect.* The Treasurer-Elect will serve in a training position to assume the office of the Treasurer of the corporation the following year. The Treasurer-Elect shall be responsible for assisting the Treasurer as needed, and shall act on the Treasurer's behalf should the Treasurer be unavailable.

SECTION 4.11 *Membership Coordinator.* The membership coordinator shall chair the membership committee and shall be responsible for the coordination of all areas of the corporations annual membership drive and will annually review and evaluate the membership process and level of membership dues. The membership coordinator shall work with the School Sponsors Committee in the area of business memberships.

SECTION 4.12 *Communications and Publicity Coordinator.* The communications and publicity coordinator shall chair the communications and publicity committee and shall be responsible for collecting and editing of current information from the board, the school principal, administrative and faculty for the PTO newsletter and shall be responsible for publication and distribution of the PTO newsletter. The communications and publicity coordinator shall assist with the creation and distribution of publicity for programs and special events as requested by the various committee chairpersons and shall coordinate the printing of the annual student directory.

SECTION 4.13 *Volunteer Coordinator.* The volunteer coordinator shall chair the volunteers committee and shall be responsible for identifying volunteers for the staffing of various programs and projects serving the Brennen PTO and the programs and projects of Brennen Elementary School. The volunteer coordinator shall coordinate and distribute names of volunteers to the various committee chairpersons.

SECTION 4.14 *Fundraising Coordinator.* The fundraising coordinator shall be responsible for the coordination of any activity whose main purpose is to raise funds for the Brennen PTO. The fundraising coordinator shall coordinate existing fundraising activities for programs. The fundraising coordinator shall annually evaluate the fundraising goals of the corporation and develop new fundraising opportunities. The fundraising coordinator shall be directly responsible for one or more programs and special events and may designate individual committee chairpersons as necessary.

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SECTION 4.15 *Special Events Coordinator.* The special events coordinator shall be responsible for the coordination of events that occur once a year and whose main purpose is program-oriented, notwithstanding that such events will generate revenue for the corporation.

SECTION 4.16 *Business Sponsors Coordinator.* The business sponsors coordinator shall be responsible for the coordination of committees that directly solicit individuals and businesses for funds and that solicit merchandise that will be used for programs and special events or projects.

SECTION 4.17 *Hospitality Coordinator.* The hospitality coordinator shall be responsible for the coordination of hospitality at all events that are sponsored by the Brennen PTO and will directly assist the president and the principal to plan and implement this function at all events.

SECTION 4.18 *Historian.* The historian shall be responsible for assisting the principal in organizing archives and recording events of the school year in the scrapbook.

SECTION 4.19 *Grounds Beautification Coordinator.* The Grounds Beautification Coordinator shall be responsible for overseeing the grounds of the school, implementing, overseeing and coordinating school beautification projects, and coordinating the upkeep of grounds with the District.

SECTION 4.20 *Additional Powers and Duties.* In addition to the foregoing enumerated duties and powers, the several officers of the corporation shall perform such other duties and exercise such further powers as the board of directors may, from time to time, determine or as may be assigned to them by any competent superior officer or delegated to them by any other officer of the corporation. The immediate past president may serve as liaison to other community and district activities and agencies. An outgoing officer shall deliver to his/her successor all official material(s) and/or records pertaining to that elective office within ten (10) days following the installation of new officers.

ARTICLE 5

ENDOWMENT FUND

SECTION 5.1 *Endowment Fund.* The corporation has established a permanent Endowment Fund to receive gifts and bequests that are designated as endowment gifts. The corporation may also from time to time make additions to the Endowment Fund from its other assets. The income from the Endowment Fund may be used by the corporation in furtherance of its tax exempt purposes. The principal of the Endowment Fund will only be expended to the extent permitted by the South Carolina Uniform Management of Institutional Funds Act, Section 34-6-10, *et. Seq.*, and the stated intentions of the donors.

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SECTION 5.2 *Undesignated Gift Funds.* Any assets that are not designated as Endowment Fund assets by the donor or the corporation shall be held in one or more general undesignated gift fluid accounts. The income and principal from such funds may be used by the corporation in furtherance of its tax exempt purposes.

ARTICLE 6

NOMINATING COMMITTEE

There shall be a nominating committee consisting of five members comprised as follows: the first vice president who shall serve as chairperson, the president-elect, a teacher selected by the Brennen Elementary School faculty, and the other two members selected by the President from the general membership of the corporation who are not members of the board, with the Immediate Past President and the Principal of Brennen Elementary School serving as non-voting advisors. All members of the nominating committee shall be selected by the last day of January each year. Prior to the first meeting of the nominating committee, the general membership shall be notified and nominations solicited from the general membership. The nominating committee shall select one or more nominees for each board position to be filled and report at the annual meeting of the membership. The selection of these candidates shall be made prior to the annual meeting. The consent of each candidate presented must be obtained before his or her name is placed in nomination. Following the report of the nominating committee, an opportunity shall be given for nominations from the floor. A majority of the number of members present and voting will be required for election to the board of directors.

ARTICLE 7

**INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES
AND AGENTS; INSURANCE**

SECTION 7.1 *Indemnification of Directors.* The corporation shall indemnify any individual made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, but only if such indemnification is both (i) permissible and (ii) authorized, as defined in this section [Such indemnification is further subject to the limitation specified below]. The corporation shall not indemnify a director under this section unless: (1) a determination has been made in accordance with the procedures set forth in 33-31-855 of the South Carolina Code that the

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director met the standard of conduct set forth in §33-31-851, and (2)the board of directors authorizes payment after they have concluded that the expenses are reasonable, the corporation has the financial ability to make the payment, and that the financial resources of the corporation should be devoted to this use rather than some other use by the corporation. The individual shall demonstrate that: he or she conducted himself or herself in good faith; and he or she reasonably believed in the case of conduct in his or her official capacity with the corporation, that his or her conduct was in its best interests; and in all other cases, that his or her conduct was at least not opposed to the corporation's best interests; and in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The corporation shall not indemnify a director under this section in connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation; or in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her. Indemnification permitted under this section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

SECTION 7.2 *Advance Expenses for Director.* If a determination is made, following the procedures of this Article, that the director has met the following requirements; and if an authorization of payment is made, also following the procedures and standards set forth in this Article; then unless otherwise provided in the articles of incorporation, the corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding, if the director furnishes the corporation a written affirmation of his good faith belief that he or she has met the standard of conduct described in this Article and the director furnishes the corporation a written undertaking, executed personally, or on his/her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct (which undertaking must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment); and a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article or the South Carolina Code.

SECTION 7.3 *Indemnification of Officers, Agents, and Employees Who Are Not Directors.* The board of directors may indemnify and advance expenses to any officer, employee or agent of the corporation, who is not a director of the corporation, to any extent, consistent with public policy, as determined by the general or specific action of the board of directors.

SECTION 7.4 *Indemnification Non-Exclusive.* The indemnification provided by this Article does not exclude any other rights to which a person seeking indemnification may be entitled under the bylaws or articles of incorporation, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Furthermore, the indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, and personal representatives of such a person.

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SECTION 7.5 *Insurance.* The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these bylaws or Section 33-8-510 of the South Carolina Code.

ARTICLE 8

RULES

Robert's Rules of Order, Revised, shall be the parliamentary authority at the meetings of this corporation.

ARTICLE 9

ARTICLES OF INDEMNIFICATION

The bylaws of this organization shall be deemed to be part of its Articles of Incorporation.

ARTICLE 10

AMENDMENTS

These bylaws may be amended at any general meeting of the Brennen PTO by a two-thirds vote of the members present and voting; provided however, that notice of the proposed amendment(s) shall have been given twenty (20) days prior to the meeting in which the amendment(s) shall be proposed. A committee may be appointed to submit a revised set of bylaws as a substitute for these bylaws only by a majority vote at the general meeting, or by a two-thirds vote of the board of directors. The procedure for action on the amendment(s) described herein shall be applicable.

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ARTICLE 11

DISSOLUTION

The corporation may be dissolved and its business affairs terminated upon a vote of two-thirds majority of the members at a meeting of which published notice shall be given. Such notice shall state the purpose of the proposed meeting. A certificate stating such facts shall be filed with the Secretary of State. Upon dissolution of the corporation and after all its debts and expenses have been paid, all assets which may be legally so distributed shall be distributed in conformity with these bylaws and for the purposes set forth herein. All remaining assets of the corporation shall be conveyed or distributed to one or more organizations as may be designated by the board of directors, so being as such organization at the time of conveyance or distribution qualifies as an organization described in Sections 501 (c)(3) and 170(c)(2) of the Internal Revenue Code or any corresponding provision of any future Federal Tax Code.

CERTIFICATE OF SECRETARY

**I hereby certify that the foregoing are the Amended and Restated Bylaws of the Corporation,
lawfully adopted by the corporation on the ____ day of _____**

Secretary