

I. Name, Mission and Purpose

- a. Name: The name of this organization shall be Southeast Atlanta Communities for Schools, also to be known as “SEACS” (pronounced seeks).
- b. Mission: Southeast Atlanta Communities for Schools’ mission is to bring together parents, policy makers and community members within the Maynard Jackson High School cluster of APS schools to advocate for safe, creative, quality educational opportunities for all children in Southeast Atlanta.
- c. Purpose: The purpose of SEACS is to support the Maynard Jackson cluster of schools in Southeast Atlanta by:
 - facilitating conversations to identify critical issues,
 - seeking solutions to issues of importance,
 - promoting unity within the cluster,
 - advocating for schools in our community,
 - empowering community members to invest and engage in their local schools.

II. Membership

- a. Membership area: SEACS includes Maynard Jackson High School attendance zone and all the elementary and middle schools feeding into it, both traditional and charter schools.
- b. Membership shall be open without discrimination to any person or group who has a vested interest in the Maynard Jackson High School Cluster.
- c. Dues will be paid annually in the fall on the following schedule: School personnel \$5.00, Individuals \$10.00.

III. Officers, Board Members and their Duties

- a. The officers of the board shall consist of Co-Presidents, Secretary, and Treasurer. These positions shall be nominated by the Board. Other board members will include one community member to represent each school in the Maynard Jackson Cluster (known as the “School Representative”). From time to time, the board can create additional board positions for foundations that contribute substantial community support to the schools in the Maynard Jackson Cluster.
- b. Co-Presidents will serve staggered, two-year terms. All other Officers and Board members will serve a term of one year.
- c. All Board members shall be required to attend all monthly Board meetings; excessive absences shall be cause for removal from office.
- d. All Board members may succeed themselves, but none may hold any one office for more than four consecutive years.
- e. Duties:
 - a. **Co-Presidents-** The Co-Presidents shall preside over all monthly and special meetings and perform all administrative duties as required by the office, including preparing an agenda for monthly meetings. The Co-Presidents shall serve as spokespersons for SEACS in all matters pertaining to its business but should not commit SEACS to any business or express any viewpoint for SEACS that has not first been approved by the SEACS board. The Co-Presidents shall be authorized to disperse funds. One Co-President should preferably have a child who is currently attending Maynard Jackson High School.

- b. **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 SEACS membership minutes of all monthly meetings, special meetings, and meetings of the board. The secretary shall keep an attendance list of each meeting and may also assist the Co-Presidents with correspondence. The secretary shall coordinate and prepare an annual activity report.
- c. **Treasurer-** The treasurer shall keep the official financial records and supporting documents of all income and expenses for SEACS and provide an updated financial statement at each monthly meeting. The treasurer shall be authorized to receive monies and sign disbursements for SEACS. 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 an emergency (any act which might compromise the official standing of SEACS 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 SEACS's financial transactions and will annually file all documentation needed to maintain the organization's non-profit status, by filing all IRS and Secretary of State required reporting forms in a timely manner.
- d. **School Representatives** shall be responsible for collecting and maintaining information about their specific school. They shall have their finger on the pulse of the school community and shall meet with appropriate school leadership so that they may accurately represent issues facing their specific school populations.
- e. **Standing committees** will be determined on an annual basis. Standing committee chairpersons shall be appointed by the co-presidents from the general membership and shall serve for the current fiscal year. These chairpersons shall not be considered board members.

IV. Rules Regulating Board Members

- a. All members of SEACS are eligible to hold office or serve on the Board.
- b. Officers will be nominated by standing board members annually in April. Nominees will be vetted by board members and will then be approved by a majority vote of board members. Other board members will be nominated by SEACS members and then vetted and approved by the board. In May each year, the general SEACS membership will vote to approve the slate of incoming board members.
- c. Vacancies shall be filled by a majority vote of Board Members present. 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.
- d. Removal from office: Two-thirds of the Board present and voting at any Board meeting may remove an officer, provided that: (a) the motion to remove such officer is made at the monthly meeting immediately preceding such meeting and (b) such officer is provided an opportunity to refute the basis upon which the motion is based.

V. Meetings

- a. Regular board meetings shall be held monthly. The meeting schedule will be determined on a yearly basis.

- b. There will be a SEACS monthly meeting September through April each year. The content of these meetings and their location will be determined by the Board.
- c. Special meetings may be held at any time when called for by the Co-Presidents or a majority of Board members.
- d. The Officers of the Board may conduct a closed-door executive session to discuss sensitive matters (i.e., matters involving personnel or finances). Closed-door meetings should be the exception and should never occur more frequently than regular Board meetings.
- e. Agendas shall be provided at least seven days in advance of any meeting.

VI. Voting

- a. A majority of Board members constitutes a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date. Any School Representative who has not attended at least half of the SEACS meetings for the year does not need to be counted when determining if a quorum is present.
- b. Passage of a motion requires a simple majority (i.e., one more than half the members present).
- c. In the case of a tie, the presiding Co-President shall cast the tie-breaking vote.

VII. Conflict of Interest

- a. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

VIII. Fiscal Policies

- a. The fiscal year of the board shall be July 1 to June 30.
- b. All monies obtained from any source shall be considered SEACS funds. These funds shall be delivered to the Treasurer who will execute a receipt for such funds and report the amounts received and the source at each Board meeting.
- c. The Treasurer shall deposit all monies received in a bank or other financial institution account maintained on behalf of SEACS. SEACS will annually file all documentation needed to maintain the organization's non-profit status.
- d. All expenditures in excess of \$1,500 shall require authorization by the Board.

IX. Amendments

- a. These by-laws may be amended by a two-third vote of Board members present at any meeting, provided a quorum is present and provided a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.
- b. The Officers may establish actions and policies for SEACS to be contained in a document known as the Policy Sheet instead of revising and amending these

Bylaws if such actions and policies are not in conflict with these Bylaws. The Policy Sheet shall be attached to and made part of the Bylaws.

X. Indemnification

- a. Each Director, officer, committee member, 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 reasonably incurred or imposed upon such persons in connection with any action, suit, or proceeding 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.

XI. Dissolution

- a. 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 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.

SEACS CODE OF CONDUCT

Drafted 5-1-12

Statement of purpose: This code of conduct esteems to uphold the mission of SEACS by explicitly stating the ethical standards and the standards of good conduct expected of board members and general SEACS voting membership. Further, this code esteems to promote accountability, fairness and honesty in all of its proceedings and actions as an organization.

- I. **Core Values and SEACS mission.** In addition to the core values outlined by SEACS in the bylaws and other materials, SEACS endeavors to promote community investment and engagement in our local community schools. It also seeks to bring communities heretofore excluded from the conversation, to the table. Values such as honesty, transparency, fairness, accountability, integrity are all critical to the operation of SEACS and will govern the conduct of meetings as well as the actions of SEACS representatives and board members out in the community.
- II. **Behavioral Guidelines:** Board members and voting membership of SEACS will be expected to adhere to the behavioral guidelines as outlined by the code of conduct. Serious violations to the SEACS code of conduct will subject individuals to a censure vote by the board. The behavioral guidelines are generally the same for board members and for the voting membership—though penalties for violating the code of conduct will vary for board members and other members.
 - A. **Meetings:** SEACS meetings will be run according to Robert’s Rules of Order. A complete version of Robert’s Rules can be found online at: <http://www.robertsrules.com/>
 1. **Meeting Conduct:** In addition to Robert’s Rules, board members and voting members are expected to demonstrate fairness and courtesy to each other and to respect the authority of the board chairperson during meetings. Cell phones should be turned off or put on vibrate and cross-talk among other members during the proceedings should be kept to a minimum. Attached is a summary version of Robert’s Rules for further study.
 - B. **In the Community:** No board member or voting member shall attempt to represent the SEACS organization to any local school, APS official, community organization without explicit authority—either written or verbal, without the consent of the SEACS board and leadership. All communications purporting to be from the SEACS organization must be sanctioned by the SEACS board and its leadership.
 - C. **Online:** When engaging others in discussions online (blogs, Facebook, Google Groups, etc.) all those who claim a connection to SEACS (board members, voting members, etc.) are asked to conduct themselves with civility and courtesy. Members are certainly entitled to their own opinions and are also free to share those opinions with whomever they choose in whatever forum they choose.

Personal attacks, insults and threats, however, are not at all welcome on the SEACS Facebook page and are strongly discouraged in other forums as well.

III. Penalties: Consistent failure to adhere to the SEACS code of conduct could bring a number of possible penalties to any individual or member of the board. Complaints can be brought to the board anonymously and the board will vote as a body (in closed session) whether any individual shall be subject to any of the penalties outlined in the code of conduct.

A. Warning: Anyone may raise a Point of Order during a SEACS meeting if they feel an error has been made or if there has been an infraction of the rules/ improper decorum in speaking. The chair, however, may decide to enter into the minutes any serious infraction or disruption and may issue a warning to the offending individual that they will no longer be recognized if they continue to act out of order. A warning by the chair does not require a vote by the board but a recorded warning might be used as evidence while attempting to decide whether a member is subject to censure.

B. Censure: If numerous complaints are received by the board, the chair may decide to subject the offending individual to a vote of censure by the board. If a vote to censure a member is passed, that member:

1. Is not allowed to vote at any SEACS meetings for a period of 3 months.
2. Shall not be recognized by the chair or allowed to speak at SEACS meetings for a period of 3 months
3. May appeal the board's decision after a period of one month following the board's vote to censure. At which time, another vote will be taken and the member could have the censure lifted.

C. Expulsion: In extreme cases, it might be necessary to expel a member from the organization. The grounds for expulsion must be compelling and must include a lengthy and well-documented pattern of bad conduct. A two-thirds majority vote shall be required to expel a member from the group and this vote to expel can be set aside at the discretion of the chair. Any expelled SEACS member:

1. Will no longer be recognized or allowed to vote at any SEACS meeting for an indefinite period.
2. Shall have their membership on the SEACS Facebook page revoked.
3. Will have an opportunity to appeal the board's decision after a period of three months following the board's vote. If the board votes to lift the expulsion, the member shall have all privileges restored after a period of one month.

D. The rules governing the organization of SEACS are outlined in the bylaws. This Code of Conduct is intended to serve as a guide for members.