

**BYLAWS OF
WESLEYAN PARENTS CLUB, INC.**

ARTICLE 1 Name and Origin

The name of the organization shall be Wesleyan Parents Club, Inc., hereafter referred to as "the Parents Club" or "the Corporation." The Corporation shall be incorporated in the State of Georgia as a non-stock, not-for-profit corporation and shall be chartered by the Governing Board of Wesleyan School, Inc. The functions of the Parents Club shall be under the administrative supervision of the Head of Wesleyan School and may be terminated at any time by a two-thirds vote of the Board of Trustees.

ARTICLE II Purpose

The purposes of the Wesleyan Parents Club, Inc., shall be as follows:

- (1) To enhance communication among the parents, faculty and administration;
- (2) To encourage and stimulate parental participation in the life of Wesleyan School;
- (3) To create among the educators, administration and the Parents Club members a united effort to secure for all students the highest advantages in physical, mental, social and spiritual education with a view toward attaining the goals of excellence established and prescribe by Wesleyan School;
- (4) To raise all funds necessary and prudent to accomplish the goals set forth above; and
- (5) To promote educational and charitable activities.

ARTICLE III Membership and Dues

(a) Members: The Wesleyan Parents Club, Inc. shall be comprised of every parent or guardian of a student attending Wesleyan School.

(b) Friends of the Parents Club: Any other person shall be eligible for membership in the corporation upon request to the Executive Committee/Board, approval by majority vote of said Board and payment of applicable dues.

(c) Dues: The annual dues shall be determined each year by the Head of the School and the Executive Committee/Board and shall be collected with tuition.

ARTICLE IV Members' Meetings

(a) Regular Meetings: Regular annual meetings shall be held by the Corporation in conjunction with the September orientation(s). Reasonable notice of the meeting(s) shall be given to all members in writing.

(b) Special Meetings: Special meetings of the Corporation may be called by the Co-Presidents or by the majority of the Executive Committee/Board upon ten (10) days written notice to all members.

(c) Quorum: Twenty-five (25) members shall constitute a quorum at any general or special meeting of the Corporation.

(d) Voting: Any issue to be voted upon shall require an affirmative vote by a majority of the members present to be adopted.

ARTICLE V Officers

Section 1 Personnel:

The officers of the Corporation shall be two Co-Presidents, a Vice President-Fundraising, a Vice President-Non-Fundraising, a Treasurer, a Recording Secretary, a Corresponding Secretary, the immediate Past Co-Presidents who shall act as Advisors and such additional officers as the Executive Committee/Board shall deem appropriate. Each officer shall comprise the Executive Committee/Board of Directors, hereafter referred to as the "Executive Committee/Board". Regular meetings of the Executive Committee/Board shall be established by the in-coming officers.

Section 2 Nominations:

Each spring a Nominating Committee appropriated by the Executive Committee/Board shall nominate a slate of officers of the Corporation and Chairpersons of Committees which are to be filled at the up-coming annual meeting. Additional nominations, with the consent of the nominee, may be made in writing by five (5) members of the Corporation and must be received by the Nominating Committee one week prior to submitting said slate to the Executive Committee/Board for approval by majority vote.

Section 3 Duties:

(a) Co-Presidents: The two Co-Presidents working together as a team shall act as chief executive officers of the Corporation in general charge of the affairs of the Corporation. They shall preside over all meetings of the Executive Committee/Board and report at all meetings of general membership. The Co-Presidents shall be ex-officio members of the Governing Board of Wesleyan School and of each committee of the Corporation.

(b) Vice President-Fundraising: The Vice President-Fundraising shall perform the duties prescribed in these Bylaws along with any other duties requested by the Executive Committee/Board. Specifically, she shall serve as overseer of the activities of all committees established to raise funds for the Corporation and shall submit any recommendations for the chairpersons of each such committee to the Executive Committee/Board. Further, the Vice President-Fundraising shall serve as Co-President Elect and shall perform the duties of the Co-President in her absence and shall automatically be installed as Co-President the year following her service as Vice President.

(c) Vice President-Non-Fundraising: The Vice President of Non-Fundraising shall perform the duties prescribed in these Bylaws along with any other duties requested by the Executive Committee/Board. Specifically, she shall oversee the activities of all committees which do not raise funds for the Corporation and shall submit recommendations for the chairpersons of each such committee to the Executive Committee/Board. Further, the Vice President-Fundraising or, in the

absence of both Co-Presidents, and shall automatically be installed as Co-President of the year following her service as Vice President.

(d) Treasurer: The Treasurer shall perform all duties prescribed by these Bylaws together with any further duties requested by the Executive Committee/Board. The commitment of service by the Treasurer shall be two (2) years.

In the performance of her duties, the Treasurer shall receive and maintain all cash, donations, funds and other property and shall maintain a bank account or accounts in the name of the Corporation. The Treasurer shall keep an accurate account of all receipts and expenditures, shall make disbursements as authorized by the Co-Presidents, the Executive Committee/Board or the Corporation in accordance with the budget adopted by the Corporation and shall present a full and complete financial report at every monthly Executive Committee/Board meeting and prepare a breakdown of all income and expenses to the members of the Corporation on a regular basis. Unless otherwise determined by the Executive Committee/Board, the Treasurer shall be a co-signatory on all negotiable instruments executed by the Corporation.

(e) Recording Secretary: The Recording Secretary shall keep the minutes, record all votes on issues brought before the Executive Committee/Board and check the attendance records at all meetings of the Corporation and the Executive Committee/Board. She shall maintain a file of the essential records of the Corporation and an annual notebook of the school year which contains all records pertaining to Executive Committee/Board's meetings and the activities and functions of Wesleyan School for use by the incoming Co-Presidents. Further, the Recording Secretary shall be responsible for all letters and notices sent or furnished to the members of the Corporation, including but not limited to notice of up-coming meetings.

(f) Corresponding Secretary: The Corresponding Secretary shall keep and maintain a current list of all names and addresses of all members of the Corporation, the Wesleyan School faculty and the School staff members. Further, the Corresponding Secretary shall be responsible for all communications on behalf of the Executive Committee/Board, including but not limited to greetings, condolences and congratulatory communications to members, faculty and staff. She shall provide notice of all up-coming meetings to Executive Committee/Board members. In the absence of the Recording Secretary, the Corresponding Secretary shall take the minutes at all

Executive Committee meetings.

(g) Past Co-Presidents: The immediate past Co-Presidents shall act as Advisors to the current Executive Committee/Board, performing such other and further duties as may be prescribed by the Executive Committee/Board, which may include acting as Parliamentarian at said meetings.

(h) Additional Officers: Additional officers may be requested by the Executive Committee/Board and shall have such duties as the Executive Committee/Board may prescribe.

ARTICLE VI Committees

In an effort to meet the goals and purposes of the Corporation, certain standing committees shall be established by the Executive Committee/Board. As new projects arise, they shall be submitted to the Executive Committee/Board for review and, upon approval by a majority vote, the necessary committee or committees may be established or dissolved as is necessary and prudent to promote the objectives of the Corporation.

The day-to-day activities of all committees shall be under the supervision of the Committee Chairpersons. All chairpersons shall submit a plan of action to the Executive Committee/Board via the Vice President-Fundraising for those events raising funds for the Corporation, and the Vice President-Non-Fundraising for those events and activities which are of a non-fundraising nature, as may be appropriate.

ARTICLE VII Amendments

The Executive Committee/Board shall have the power and authority to amend, alter or repeal these Bylaws, or any provision thereof, and may from time to time adopt additional Bylaws upon majority vote of said Executive Committee/Board.

ARTICLE VIII Indemnification

Each person who has ever served or is presently serving as an officer, or member of the Executive Committee/Board, chairperson, or member of the Board of the Parents Club, shall be indemnified by the Corporation, to the fullest extent permitted under the Georgia Nonprofit Corporation Code. Such indemnification shall be against any expenses which shall include but not be limited to attorney's fees, judgments and fines which are reasonably incurred in connection with any action, suit or proceeding, either threatened or pending, whether civil, criminal, administrative or investigative, and which is the result of the actions taken by such indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the conditions set forth in the Code. Further, as a condition precedent to rights of indemnification, the Parents Club may require that it participate in the defense of any such action or proceeding and legal counsel may be retained by the Corporation at the expense of the Corporation.

In addition, the Corporation may purchase and maintain insurance on behalf of any officers or Board members whether or not the Corporation would have the power to indemnify said officer or Board member under the Georgia Nonprofit Corporation Code. If any expenses or other amounts are paid under the provisions set forth above, the Corporation shall provide notice of such payments to all members of the Corporation.