Amended Bylaws of Ocean Bay Middle School PTO, Inc.

ARTICLE I: NAME

Section 1.01. Name. The name of this organization is Ocean Bay Middle School PTO, Inc. (the "Corporation" or "PTO").

ARTICLE II: PURPOSE

Section 2.01. Purpose. The purpose of the PTO is to aid the students of Ocean Bay Middle School in achieving their fullest potential by providing educational and personal enrichment, and by encouraging the cooperative interaction of parents, teachers, staff, and the community.

Section 2.02. Nonprofit and Tax-Exempt Status. The PTO shall do all things necessary, proper, and consistent with maintaining tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE III: SCOPE

Section 3.01. Scope. In providing educational and personal enrichment to the students of Ocean Bay Middle School, the PTO shall support the students by engaging in fundraising projects, supporting student enrichment activities, providing a forum for parent, teacher, and student interaction through community events, and promoting open communication between parents, teachers, Ocean Bay Middle School, and the community. Ocean Bay Middle School PTO, Inc. is an equal opportunity nonprofit organization.

ARTICLE IV: OFFICES

Section 4.01. Principal Office. The principal office of the PTO shall be maintained at such place as the Board of Directors may determine.

Section 4.02. Registered Office and Agent. The PTO shall continuously maintain a registered office and registered agent in the State of South Carolina as required by law.

Section 4.03. Other Offices. The PTO may maintain such other offices as the Board of Directors may determine.

ARTICLE V: MEMBERSHIP

Section 5.01. Eligibility. Voting membership shall be open to parents, step-parents, and legal guardians of students currently enrolled at Ocean Bay Middle School, and to teachers, administrative staff, and support staff of Ocean Bay Middle School.

Section 5.02. Becoming a Voting Member. A person eligible under Section 5.01 shall become a voting Member for the current school year only after completing the PTO's annual registration and providing confirmation of current approval as a Horry County Schools volunteer under Section 5.12. No dues shall be required. Registration and approval are separate steps; submitting a volunteer application alone does not confer PTO membership or voting rights.

Section 5.03. Volunteers and Non Voting Participation. A person may help with a PTO event, fundraiser, committee, communications, records, planning, finances, or other PTO work only after satisfying Section

5.12, whether the work occurs at school, elsewhere, or remotely. Helping the PTO does not by itself confer voting membership. Attendance as a member of the public at a PTO event, receiving a program benefit, or making a donation does not by itself constitute service in the PTO or confer voting rights.

Section 5.04. Membership Term. Voting membership is effective for the school year in which the Member registers and expires at the end of that school year, unless the Member becomes ineligible earlier. Voting membership may be renewed annually.

Section 5.05. Voting Rights. Each current voting Member is entitled to one vote on matters submitted to the Members.

Section 5.06. Voting-Member Roster. The PTO shall maintain a current voting-member roster. For purposes of notice, quorum, and voting, only persons listed on the current voting-member roster shall be counted, subject to correction upon reasonable proof of eligibility and registration.

Section 5.07. Annual Meeting of Members. An annual meeting of the Members shall be held each year for the election of Directors and such other business as may properly come before the Members. The annual election shall ordinarily be held in May, but may be held at another properly noticed Member meeting when reasonably necessary.

Section 5.08. Special Meetings. Special meetings of Members may be called by the President or by a majority of the Directors then in office.

Section 5.09. Notice. Notice of a Member meeting shall be given at least ten (10) days in advance and shall state the date, time, place, and purpose of the meeting. If a bylaw amendment will be considered, the notice shall state that purpose and include or summarize the proposed amendment.

Section 5.10. Quorum. A quorum for a meeting of Members shall consist of ten (10) current voting Members or ten percent (10%) of the current voting Members, whichever is less, provided that the quorum shall never be fewer than three (3) voting Members.

Section 5.11. Action Required. Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, an action by the Members is approved when the votes cast in favor exceed the votes cast against.

Section 5.12. District Volunteer Approval. (a) Every voting Member, Director, officer, committee chair, committee member, and other person serving, organizing, representing, or acting for the PTO in any capacity shall hold current Horry County Schools volunteer approval before beginning or continuing that participation. This requirement applies even when the assignment has no direct student contact. A district employee must also provide volunteer approval unless Horry County Schools confirms in writing that the employee’s existing district clearance satisfies this requirement. (b) The PTO shall verify approval through a method accepted by the District and maintain only the status and dates reasonably necessary to document compliance; it shall not collect background investigation details. Each person shall promptly report a lapse, denial, revocation, or restriction of approval. An application pending review is not approval. (c) A person without current approval shall not perform PTO duties, exercise a PTO office, represent the PTO, serve on a committee, or newly register as a voting Member. Any change to an existing Member’s rights or status shall follow applicable law and a fair process. A director or officer vacancy or removal shall be handled under the applicable bylaws and law rather than treated as automatic solely because approval status changed.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.01. Authority. The business and affairs of the PTO shall be managed under the direction of the Board of Directors.

Section 6.02. Number. The PTO shall have no fewer than five (5) Directors. The exact number of authorized Director seats shall be fixed from time to time by resolution of the voting Members. An increase creates one or more vacant Director seats that may be filled under Section 6.06. A decrease may not reduce the Board below five (5) Directors or shorten an incumbent Director's term.

Section 6.03. Election and Term. The Directors shall be elected by the voting Members. Directors shall serve one-year terms and may be reelected without limit. A Director appointed by the Board to fill a vacancy serves until the next annual election of Directors by the voting Members, unless service ends earlier under these Bylaws or applicable law.

Section 6.04. Resignation. A Director may resign at any time by delivering written notice to the President or Secretary.

Section 6.05. Removal. A Director elected by the Members may be removed by the Members to the extent permitted by applicable law.

Section 6.06. Vacancies, A vacancy on the Board may be filled by the remaining Directors until the next annual election of Directors by the Members.

Section 6.07. Regular and Special Meetings. The Board shall meet as needed to conduct PTO business. Special Board meetings may be called by the President or by at least two Directors.

Section 6.08. Board Notice. Notice of Board meetings shall be given in a reasonable manner.

Section 6.09. Board Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business.

Section 6.10. Board Action. If a quorum is present, the act of a majority of the Directors present is the act of the Board unless a greater vote is required by law or these Bylaws.

Section 6.11. Remote Participation. Directors may participate in meetings by telephone or other remote communications equipment if all participating persons can hear each other.

Section 6.12. Action Without Meeting. The Board may act without a meeting by unanimous written consent to the extent permitted by law.

Section 6.13. Compensation. Directors shall not receive compensation for serving as Directors, but may be reimbursed for approved reasonable expenses.

Section 6.14. Director Responsibilities. Every Director shall participate in Board oversight, prepare for meetings, act within Board decisions, disclose conflicts, safeguard confidential information, and follow District and school requirements when acting for the PTO. An individual Director has no independent authority to approve a new activity, commit PTO funds, speak as the official position of the Board, or direct volunteers unless that authority is given by these Bylaws or a recorded Board decision. Directors shall maintain the approval required by Section 5.12 throughout service. The Board shall address any loss of approval promptly under Sections 6.05 and 6.06 and applicable law.

ARTICLE VII: OFFICERS

Section 7.01. Officers. The officers of the PTO shall include a President, Vice President, Treasurer, and Secretary, and may include such additional officers as the Board may determine.

Section 7.02. Selection and Continuation in Office. Following the annual election of Directors, and at least once during each school year thereafter, the Board shall review the officer appointments. The Board shall appoint the President, Vice President, Treasurer, and Secretary from among the Directors. Each officer serves at the pleasure of the Board and shall remain in office until a successor is appointed and accepts the office, or until the officer resigns, is removed by the Board, ceases to be a Director, becomes ineligible, or is unable to serve. An office does not become vacant solely because one year has passed. The Board may reappoint or change an officer at any properly noticed Board meeting. Appointment to an officer position does not create an additional Director seat. Each officer shall remain in compliance with Section 5.12.

Section 7.03. President. The President is the chief executive officer of the PTO, presides at Member and Board meetings, supervises the affairs of the PTO, helps establish agendas and carry out Board decisions, and is the primary liaison with the principal. Only the President and Vice President may conduct official PTO coordination with Ocean Bay Middle School or seek school direction or approval on behalf of the PTO. Before any PTO event is scheduled, placed on a calendar, announced, advertised, opened for registration, contracted for, or otherwise committed to, the President shall obtain written direction and approval no later than one month before the proposed event date from the principal or from another administrator specifically authorized by the principal. A shorter lead time is permitted only when the principal gives a written exception. The President shall keep the Board informed of material school communications and shall perform other duties assigned by the Board. The President may not independently authorize an expenditure or bind the PTO beyond authority granted by the Board.

Section 7.04. Vice President. The Vice President shall assist the President with Board coordination, follow-up on assigned projects, and perform other duties assigned by the Board. The Vice President is the only person other than the President authorized to conduct official PTO coordination with the principal or an administrator designated by the principal. During the President's temporary absence or inability to serve, the Vice President shall perform the President's duties and shall continue to be identified as Vice President performing those duties; this provision does not create a separate Acting President office or automatically change the officer's title. An actual vacancy in the office of President shall be filled by the Board from among the Directors. The Vice President is subject to the same spending and school approval limits while performing presidential duties.

Section 7.05. Treasurer. The Treasurer shall oversee PTO funds, maintain or cause to be maintained complete and accurate books and accounts, retain receipts and financial records, reconcile accounts regularly, and present a financial report to the Board at each regular Board meeting and to Members when requested by the Board. The Treasurer shall track Board-approved budgets and transactions, help prepare required financial and tax filings, and perform other duties assigned by the Board. The Treasurer shall disclose any family, household, employment, business, debtor-creditor, financial, or other relationship with a Director or officer that could impair independent financial judgment. The Treasurer may not participate together with that conflicted person as the two required financial decision-makers or approvers. A disinterested Director designated by the Board shall serve as the independent financial approver. If the conflict cannot be managed through disclosure, recusal, and independent approval, the

Treasurer may not be appointed or continue serving in that office. Bank access and signing authority require a separate recorded Board authorization and do not by themselves authorize an expenditure.

Section 7.06. Secretary. The Secretary shall prepare and preserve minutes of Member and Board meetings, maintain the current bylaws and amendments and the other corporate records required by Article X, issue or document required notices, maintain or supervise the voting Member roster and approval verification records, record Board appointments and delegations, and perform other duties assigned by the Board. Records containing personal information shall be shared only as authorized by the Board and applicable law.

Section 7.07. Officer Vacancy. An officer vacancy shall be filled by the Board from among the Directors. The successor shall take office upon accepting the appointment and shall continue serving under Section 7.02 until a later successor is appointed and accepts, or until the officer resigns, is removed, ceases to be a Director, becomes ineligible, or is unable to serve.

Section 7.08. Other Officers and Assigned Functions. The Board may appoint additional officers from among the Directors as permitted by Section 7.01 and assign specific functions, including communications, volunteer coordination, fundraising, or event coordination, through a recorded Board action. That action shall state the title, tasks, reporting line, duration, spending limits, and school approval requirements. A function assigned to an officer does not change the duties or authority of the four named officers unless the Board expressly provides otherwise within these Bylaws.

ARTICLE VIII: COMMITTEES

Section 8.01. Committees. The Board may establish committees and appoint approved volunteers to them as needed. A recorded Board action shall identify each committee’s purpose, chairperson if any, membership, reporting expectations, term, and authority. A committee chairperson coordinates assigned work and reports to the Board; the title alone does not confer a Director seat, officer status, a Board vote, bank access, contracting power, or authority to spend funds. A chairperson and committee may act only within authority expressly delegated by the Board and permitted by law. All participants must satisfy Section 5.12.

Section 8.02. School Coordination. Only the President or Vice President may communicate with the principal or an administrator designated by the principal to seek official school direction or approval on behalf of the PTO. No other Director, officer, chairperson, committee member, or volunteer may independently seek approval, negotiate an event date, make a commitment, or represent that the school has approved a PTO activity. All proposed school-connected events, fundraisers, student activities, communications, and uses of school space, resources, or name shall be routed through the President or Vice President. Written school direction and approval must be obtained from the principal or an administrator specifically authorized by the principal no later than one month before the proposed event date and before the event is scheduled, announced, advertised, opened for registration, contracted for, or otherwise committed to. A shorter lead time is permitted only with the principal's written exception.

ARTICLE IX: FINANCIAL MATTERS

Section 9.01. Fiscal Year. The fiscal year of the PTO shall be July 1 through June 30.

Section 9.02. Bank Accounts. The PTO’s funds shall be deposited in such banks or other depositories as the Board selects.

Section 9.03. Disbursements and Written Approval. PTO funds shall be used only for PTO purposes. Before any person places an order, makes a purchase, enters a contract, incurs an obligation, requests a reimbursement, or otherwise uses or commits PTO funds, the proposed expense shall receive written approval from the Treasurer and one additional disinterested Director designated by the Board as the second financial approver. Neither a title nor access to an account authorizes a person to spend or commit PTO funds. When the Treasurer is requesting payment or reimbursement, has a conflict of interest, or is otherwise disqualified from acting, the Treasurer shall not approve the expense; two disinterested Directors shall provide the required written approvals. The requesting person shall provide an itemized receipt for every expenditure. If the vendor does not issue a receipt, an itemized invoice and proof of payment shall be retained instead. No reimbursement or final disbursement shall be completed without the required supporting record. All approvals, receipts, invoices, and proof of payment shall be retained with the PTO's financial records.

Section 9.04. Financial Controls. The PTO shall maintain reasonable financial controls, including preservation of receipts and records, regular Treasurer reports, and appropriate review or approval of expenditures.

Section 9.05. Prohibited Inventory Liability Fundraisers. The PTO shall not enter into, approve, promote, or conduct a fundraiser under which the PTO is required to pay, reimburse, indemnify, or otherwise compensate a fundraising company or supplier for merchandise, products, sales materials, or other inventory that is unsold, lost, stolen, damaged, missing, or not returned by a stated deadline. No Director, officer, committee, chairperson, Member, or volunteer may sign, accept, or distribute products under an agreement that conflicts with this Section. This prohibition does not prevent a fundraiser in which products are ordered or shipped only after payment, a supplier accepts all unsold products without charge or penalty, or the Board approves in advance the purchase of a fixed quantity within an approved budget without any later return or reimbursement obligation.

Section 9.06. No Private Inurement. No part of the net earnings of the PTO shall inure to the benefit of any private individual except as permitted by law and consistent with the PTO's exempt purposes.

ARTICLE X: RECORDS

Section 10.01. Corporate Records. The PTO shall maintain appropriate corporate and financial records, including the Articles of Incorporation, current Bylaws and amendments, minutes, tax filings, annual reports, bank information, contracts, insurance records if any, the current voting-member roster, and the names of current Directors and officers.

Section 10.02. Inspection. Records shall be made available as required by applicable law, subject to reasonable protection of confidential and personal information.

ARTICLE XI: CONFLICTS OF INTEREST

Section 11.01. Disclosure. Any Director or officer who has a personal, family, or financial interest in a matter before the PTO shall disclose that interest to the Board.

Section 11.02. Abstention. A Director or officer with a disclosed conflict shall not vote on the matter and, when appropriate, shall refrain from participating in the decision-making process except to provide requested factual information.

Section 11.03. Treasurer and Financial Conflicts. The Treasurer and any Director or officer with whom the Treasurer has a disclosed conflict shall not jointly authorize, approve, or control a financial decision. Both individuals shall disclose the conflict and refrain from serving together as the required financial approvers. The Board shall designate a Director who has no direct or indirect interest in the matter to provide independent written review and approval. A person may not approve that person's own payment, reimbursement, contract, or other financial benefit. All disclosures, recusals, and substitute approvals shall be documented with the financial record and, when material, in the Board minutes.

ARTICLE XII: INDEMNIFICATION AND INSURANCE

Section 12.01. Indemnification. To the fullest extent permitted by law, the PTO shall indemnify its Directors and officers for actions taken in good faith on behalf of the PTO.

Section 12.02. Insurance. The Board may obtain liability, directors and officers, volunteer, or other insurance coverage as it deems appropriate.

ARTICLE XIII: AMENDMENTS

Section 13.01. Amendments. These Bylaws may be amended, repealed, or restated by the voting Members at a properly noticed Member meeting at which quorum is present. Unless a greater vote is required by law, an amendment is approved by a majority of the votes cast.

Section 13.02. Notice of Amendment. The notice of the meeting shall state that a bylaw amendment will be considered and shall include or summarize the proposed change.

ARTICLE XIV: MISCELLANEOUS

Section 14.01. Parliamentary Authority. The President or presiding officer may use reasonable rules of procedure for meetings.

Section 14.02. Severability. If any provision of these Bylaws is held invalid, the remaining provisions shall continue in effect.

Section 14.03. Conflict with Law or Articles. If these Bylaws conflict with applicable law or the Articles of Incorporation, applicable law and the Articles of Incorporation shall control.

Section 14.04. Dress and Identification for PTO Service. When acting for the PTO on school property or at a school-connected event, every Director, officer, chairperson, committee member, and volunteer shall wear clean, neat attire suitable for a middle school setting and the assigned task. Clothing shall cover the torso and undergarments, permit safe movement, and not display profanity or imagery promoting violence, sexual content, alcohol, tobacco, or illegal drugs. Footwear shall meet any safety directions for the activity. Individuals shall display any identification required by the school and shall comply with any more specific written District or school rule communicated for the setting. The PTO shall apply this rule consistently and allow reasonable accommodation for disability, religion, and other legal protections. The principal or designee may direct an individual to change attire or leave a school activity when necessary to comply with school requirements; the PTO may reassign a person until the issue is resolved.

Section 14.05. Implementation of Approval Requirement. Sections 5.02, 5.03, 5.12, 6.14, 7.02 through 7.06, 7.08, 8.01, 8.02, 9.03, 11.03, 14.04, and 14.06 take effect on the effective date stated in the adoption record. Anyone newly joining or starting a PTO role after that date must first meet Section 5.12. The Board

shall notify current Members and people serving in PTO roles of the new requirement and allow a reasonable period set in the adoption record to provide verification. During that period, a person who lacks current approval may not perform PTO work. Existing voting membership and director or officer status shall be changed only through the procedures required by law and these Bylaws.

Section 14.06. Annual Governance Review. At least once during each school year, and whenever Horry County Schools or Ocean Bay Middle School communicates a material change affecting PTO operations, the Board shall review these Bylaws and the PTO's operating practices for consistency with then-current Horry County Schools policies, procedures, volunteer requirements, and written directives applicable to parent organizations, and with then-current Ocean Bay Middle School requirements and written directions communicated by the principal or the principal's designee. The Secretary shall record the review date, the materials considered, the participants, and the conclusions in the minutes or in an annual governance review record maintained with the corporate records. The Board shall promptly prepare and recommend any amendment reasonably needed for compliance or effective operation and shall present it through the notice, quorum, and voting procedures required by Article XIII. A change in District or school policy does not by itself amend these Bylaws. When a conflict exists, applicable law and binding District or school requirements shall control PTO conduct while the formal amendment process is completed.