

Stillman Home & School Association Bylaws

ARTICLE I – NAME

The name of this organization shall be known as the Stillman Home & School Association Inc. (“Stillman H.S.A.”).

ARTICLE II— OBJECTIVES

- The Stillman H.S.A. shall be organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (the “Code”).
- The purpose of the Stillman H.S.A. is to enrich the educational experience of students at Stillman Elementary School and to promote family involvement in the school and enhance cooperation among parents, teachers and staff and the community for the benefit of each child.
- The Stillman H.S.A. shall strive to enhance the overall environment at Stillman Elementary School through, inter alia, educational programs, cultural programs, equipment and events.

ARTICLE III – MEMBERSHIP AND DUES

Section 1: Membership is open to all parents or guardians of a current student at Stillman Elementary School upon payment of dues as herein specified. Staff and administrators of Stillman Elementary School are entitled to membership by virtue of their position but have no voting rights.

Section 2: Membership dues, as established by the Executive Board of the Stillman H.S.A. (the “Executive Board”), shall be paid annually. The established membership dues will be a suggested rate. Membership dues paid below or above the suggested rate will be accepted and will not affect the status of membership. Staff and administrator(s) who are not also parent(s) or guardian(s) are not required to pay membership dues. Cases of financial need when raised by a parent or guardian or administrator requiring exemption or reduction of membership dues shall be considered by the Executive Board on a case by case basis.

Section 3: Membership and dues may be accepted at any time during the school year.

ARTICLE IV – OFFICERS NOMINATION AND SELECTIONS

Section 1:

a) The officers of the Stillman H.S.A. shall comprise the Executive Board and will consist of: One or Two Co-Presidents, One or Two Vice Presidents of Membership, One or Two Vice Presidents of Fundraising, One or Two Recording Secretaries, One or Two Corresponding/Communications Secretaries, and One or Two Treasurers (all with staggered terms, to the extent feasible).

b) All officers shall serve a minimum of two years but no longer than four consecutive years in one position.

c) Officers assume their work on a voluntary basis.

d) Duties and responsibilities for each officer are outlined in Article V

e) Officers shall be confirmed on the last open H.S.A. meeting of the school year.

f) Officers, except Treasurer(s), shall assume their official duties on the last day of the current school year.

g) The Treasurer(s) shall assume official duties after school year has fiscally closed and the books have closed, typically at the end of June.

Section 2: The Stillman H.S.A. Executive Board shall provide notice to members of the Stillman H.S.A. in March and/or April listing open Executive Board positions and committee chair positions with a brief job description of each.

Section 3: Nominations of officers shall be made to the Executive Board by any member of the Stillman H.S.A. Parents or guardians shall have the opportunity to nominate themselves for any position.

Section 4: A vacancy occurring in an office during the school year shall be filled for the rest of the school year by a person nominated and selected by a majority vote of the remaining members of the Executive Board.

Section 5: If unable to fill a vacancy with a parent/guardian volunteer in the position of Treasurer, the Executive Board may, by a majority vote, choose to hire a bookkeeper with no voting rights or membership rights, paid a fair market value/competitive fee. The Board should strive to replace the paid position with a volunteer as soon as possible.

Section 6: A copy of the Bylaws shall be given to the H.S.A. Executive Board and shall be available to any member of the Stillman H.S.A. upon request.

ARTICLE V – DUTIES OF OFFICERS

a) PRESIDENT(S). The President(s) shall:

- Coordinate the work of the Executive Board and the Committees in order that the objectives of the Stillman H.S.A. shall be pursued
- Set the agenda for monthly Executive Board meetings and for all open H.S.A. meetings
- Preside at all meetings of the Stillman H.S.A. and Executive Board
- Be a member ex-officio of all committees
- Represent the Stillman H.S.A. at all President's Council and Superintendent Meetings
- Secure year-end reports from all standing Committee Chairs
- Present final reports of activities of the Stillman H.S.A. at the last meeting of the school year
- Perform any and all other duties prescribed by these Bylaws and/or assigned to him or her by the Stillman H.S.A. or by the Executive Board and any and all other duties pertaining to the office

b) VICE PRESIDENT OF FUNDRAISING. The Vice President of Fundraising shall:

- Coordinate all fundraising efforts of the Stillman H.S.A.
- Conduct meetings with standing Committee Chairs to track events and ensure that all programs/events are proceeding in a timely fashion
- Report to the Executive Board all pertinent information and problems connected with all fundraising efforts
- Keep accurate records of each fundraising event and/or review the fundraising records of the Committee Chairperson if applicable

- Present a final report at the last open Stillman H.S.A. meeting of the school year to include the result of all fundraising efforts and recommendations for the following year
- In the case of the inability of the President(s) to perform their duties, the Vice President(s) of Fundraising shall assume the duties of President(s)

c) VICE PRESIDENT OF MEMBERSHIP. The Vice President of Membership shall oversee all duties of the Membership to include:

- Coordinate class lists
- Recruit/instruct class parents
- Coordinate initial collection of H.S.A. membership dues and class dues
- Collect H.S.A. and class dues from families who join Stillman after the beginning of the school year
- Recruit new parent volunteers
- Coordinate new Stillman parents with welcoming representative (e.g., country liaison if appropriate)
- Coordinate and plan new parent welcome and staff appreciation breakfasts and lunches

d) RECORDING SECRETARY. The Recording Secretary shall:

- Record the minutes of all meetings of the Stillman H.S.A. and Executive Board
- Present minutes at the following respective meeting
- Prepare and disseminate to the Executive Board minutes of meetings
- Provide copies of all minutes in printed form to the Treasurer and to a binder of minutes to be kept at Stillman Elementary School

e) CORRESPONDING/COMMUNICATIONS SECRETARY. The Corresponding/Communications Secretary shall:

- Conduct all correspondence of the Stillman H.S.A. as directed by the President(s) or the Executive Board (e.g., teacher thank you's and gifts, invitations to events, monthly meeting notices, etc.)
- Prepare and distribute staff or teacher holiday or end of the year gifts, if any, from the Stillman H.S.A.
- Update the exterior notice board (and any interior notice boards) with upcoming school events
- Send out H.S.A. communications to the Stillman H.S.A. (e.g., constant contact or similar communications) and also oversee communication updates to the Stillman website

f) TREASURER. The Treasurer shall:

- Have custody of all funds of the Stillman H.S.A.
- Keep an accurate record of receipts and expenditures
- Collect invoices and pay all approved expenses/invoices within 7-10 business days
- Pay out funds in accordance with the approved budget as authorized by the Executive Board

- Present a financial statement of account at every meeting of the Stillman H.S.A. and of the Executive Board
- Submit a full written report of the budget at the last open Stillman H.S.A. meeting of the year
- Prepare a budget for each school year and keep track of actual versus budgeted amounts
- Monitor and deposit all incoming and outgoing funds and conduct monthly bank reconciliations
- Provide petty cash as needed for sales, events, etc.
- Assist with pricing for lunch, clubs and other fundraisers and monitor expenses and profitability of all fundraisers
- Send reminders to parents who have failed to pay their membership dues
- Work with a certified public accountant to prepare end of year financial statements
- Prepare and send to certified public accountant any required 1099 information
- In the absence of the Treasurer, checks may be signed by any officer provided the expenditure has been authorized by the Executive Board

ARTICLE VI – EXECUTIVE BOARD

Section 1: The duties of the Executive Board shall be to transact necessary business in the intervals between Stillman H.S.A. meetings and such other business as may be referred to it by the Stillman H.S.A.

Section 2: Regular meetings of the Executive Board shall be held prior to the Stillman H.S.A. meetings during the school year when possible. In addition, any member of the Executive Board shall contact the President(s) with any information or business pertaining to the upcoming Executive Board or Stillman H.S.A. meeting prior to said meeting.

Section 3: The Executive Board officers shall be comprised and have duties as set forth above in Articles IV and V. The Principal of the school, although not an officer, serves in an advisory capacity.

Section 4: The Executive Board may remove any officer whenever in its judgment the best interests of the Stillman H.S.A. will be served thereby.

ARTICLE VII – MEETINGS

Section 1: The dates for the general Stillman H.S.A. meetings shall be publicized at the beginning of each school year and shall include a minimum of four meetings per school year with at least one meeting occurring in the evening. The President(s) and Principal shall select the dates for the Stillman H.S.A. meetings (and school events) at the end of each school year or over the summer for the following school year.

Section 2: Notification of meetings will be distributed at the beginning of the school year on the school calendar and on the H.S.A. page of the Stillman School website and in electronic or other correspondence from the H.S.A. Board. Other communication venues such as email or paper distributions and notices on the sign in front of school may be utilized to notify parents of meetings.

Section 3: Special meetings may be called by the Executive Board. Notice must be given to all members of the Stillman H.S.A. when a special meeting has been called.

Section 4: There shall be an Annual Meeting held at the last H.S.A. meeting of the school year (in May or June) in which next year's officers are introduced, a written report of the budget is presented and regular business is transacted.

Section 5: Meetings of the Stillman H.S.A. shall be open to the general public, but the privilege of holding office, making motions and voting shall be limited to members of the Stillman H.S.A. Staff and teachers do not have voting privileges.

Section 6: Unless otherwise provided in the New Jersey Nonprofit Corporation Act, the members entitled to cast a majority of the votes shall constitute a quorum at the meetings. The act of the majority present at the meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the New Jersey Nonprofit Corporation Act or the Certificate of Incorporation. Any or all members of the Executive Board may participate in a meeting of the Executive Board by telephone conference or any means of communication by which all persons participating in the meeting are able to hear each other, unless otherwise provided in the Certificate of Incorporation.

Section 7: Any action required or permitted to be taken pursuant to an authorized vote at a meeting of the Executive Board or any committee thereof may be taken without a meeting if, prior or subsequent to the action, a majority of the Executive Board consent thereto in writing and the written consents are filed with the minutes of the proceedings of the Executive Board.

ARTICLE VIII – COMMITTEES

Section 1: Standing Committees:

a) shall be created by the Executive Board as required to promote the objectives of the Stillman H.S.A. The Executive Board may nominate Committee Chairs or parents may nominate themselves. If there are multiple nominations, they may act as co-chairs or the Executive Board may vote to approve the final Committee Chairperson(s). If there is a vacancy occurring on a committee during the year, the chair position shall be filled by the Executive Board. Generally, standing committee chairpersons serve for a minimum two-year term with chairs serving staggered terms in order to create continuity. Generally, the second year chair(s) serve as the lead chair(s) of that committee although all committee chairs are expected to fulfill the duties required of the chairs.

b) The duties and responsibilities for each committee and chairperson(s) are outlined by the committee recap forms and/or set by the Executive Board.

c) The chairperson(s) of committees shall presents plans of work to the Executive Board, President(s) and/or overseeing Vice President for approval. No work shall be undertaken without the consent of the Executive Board. Fliers regarding committee events shall be approved by the Principal and the H.S.A. President and/or overseeing H.S.A. Vice-President prior to distribution. Generally, fliers shall be sent via the backpacks once and/or a copy of the flier or information from the flier may be given to the President and/or Corresponding/Communications Secretary who will be responsible for distributing reminders via the website and/or email distribution system.

d) Each chairperson, upon expiration of his or her term of office, shall turn over to the Executive Board or to the next chairperson, without delay, all records, books, and other

materials pertaining to the committee, and shall return to the treasurer, without delay, all funds belonging to the Stillman H.S.A.

Section 2: Special Committees:

a) The Stillman H.S.A. and the Executive Board shall have the power to create Special Committees in order to carry out specific programs and projects.

b) The chairperson(s) and members of the special committees shall serve until their assignments have been completed.

ARTICLE IX – NOT FOR PROFIT POLICIES

Section 1: Notwithstanding any other provision of these Bylaws, the Stillman H.S.A. shall not carry on any other activities not permitted to be carried on by (i) organizations exempt from federal income tax under Section 501(c)(3) of the Code; (ii) an organization, contributions to which are deductible under Section 170(c)(2) of the Code; or (iii) a charitable organization operating under the laws of the State of New Jersey.

Section 2: No part of the assets of the Association and no part of any net earnings of the Stillman H.S.A. shall be divided among or inure to the benefit of any officer or member thereof, or to the benefit of any private person, except that the Stillman H.S.A. shall be authorized to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 3: The method of distribution of the assets of the Stillman H.S.A. upon its dissolution shall be in accordance with one or more of the exempt purposes specified in section 501(c)(3) of the Internal Revenue Code.

ARTICLE X – COMPENSATION AND INDEMNIFICATION

Section 1: The Executive Board shall serve without compensation. The Stillman H.S.A. may, without expense to the Officers of the Executive Board, defend, indemnify and hold harmless to the fullest extent permitted under law, any person who is a party to or is threatened to be made a party to any action or proceeding by reason of the fact that he or she is an Officer of the Executive Board of the Stillman H.S.A.

Section 2: The Executive Board shall purchase and maintain liability insurance coverage as follows: General liability insurance in a coverage amount of not less than One Million Dollars (\$1,000,000); Professional (Officer's) Liability of not less than One Million Dollars (\$1,000,000); and Media Liability at not less than Fifty Thousand Dollars (\$50,000).

ARTICLE XI – BOOKS AND RECORDS

Section 1: The Stillman H.S.A. shall keep books and records of account and shall keep minutes of the proceedings of the Executive Board and of the H.S.A. meetings.

Section 2: Upon written request of any member, the Stillman H.S.A. will make available for inspection H.S.A. minutes, balance sheet for the preceding fiscal year, and its statement of income and expenses for the current fiscal year.

ARTICLE XII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern this H.S.A. in all cases to which they are applicable and in which they are not in conflict with these By-Laws.

ARTICLE XIV - CONFLICT OF INTEREST POLICY

Section 1: A potential conflict of interest (a "Potential Conflict") exists when an Officer has a direct or indirect material financial interest, through business, investment or family, in a transaction to which the Stillman H.S.A. is a party, including but not limited to, interests by virtue

of such Officer being an owner, investor, staff member, employee, officer or general partner of another entity in which the H.S.A. is negotiating a transaction or arrangement.

Section 2: Any Potential Conflict on the part of any Officer shall be disclosed promptly to the other Officers. Such Officer subject to a Potential Conflict shall not vote or use his or her personal influence on the matter; however, such Officer shall be counted in the quorum for that portion of the meeting when the Board takes action on issues involving such Potential Conflict. These requirements shall not be construed as preventing the Officer from briefly stating his or her position in the matter and answering questions of other Board members. All actions taken on matters which involve a Potential Conflict of Interest shall clearly reflect, in the minutes of such action, that the above requirements have been satisfied.

ARTICLE XII – AMENDMENTS

Section 1: These Bylaws may be amended at any general membership meeting of the Stillman H.S.A. during the academic school year by a two-thirds vote of the members present and voting, provided written notice of the proposed amendment is given to the membership at least twenty days prior to such meeting.

Section 2: A committee may be appointed to submit revised Bylaws, or the Executive Board may submit revised Bylaws, as a substitute for this document. The revised Bylaws must be approved by a majority vote at a general meeting of the Stillman H.S.A.