

**BY-LAWS**

of

**WILLIAM M. MEREDITH HOME AND SCHOOL ASSOCIATION**

**Adopted October 12, 2011**

## ARTICLE I. Offices

**1.1 Principal Office** The name of the corporation is the William M. Meredith Home and School Association (“HSA”). The principal office of the HSA shall be located at 725 South 5<sup>th</sup> Street, Philadelphia, PA 19147. The HSA shall have and continuously maintain within the Commonwealth of Pennsylvania a registered office, which shall be the same as its principal office.

## ARTICLE II. Objectives

**2.1 General** The purpose of the HSA is to receive and maintain funds to use, apply, expend, disburse or donate exclusively for charitable and educational purposes including:

- (a) The enrichment of the education of the children of William M. Meredith Elementary School;
- (b) The promotion of cooperation between parents, children, and teachers; and community;
- (c) The development of a channel of communication between home and school.

**2.2 Restrictions and Limitations** The HSA shall adhere to the restrictions and limitations set forth in the Articles of Incorporation. These restrictions include:

- (a) No part of the net earnings of the HSA shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the HSA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose.
- (b) No substantial part of the activities of the HSA shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the HSA shall not participate in, or intervene in (including the preparation or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (c) The HSA shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the

corresponding provision of any future United States Internal Revenue Law).

(d) upon the dissolution of the HSA, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the HSA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**2.3 Membership** Membership of the HSA shall constitute all parents or guardians of children enrolled in William M. Meredith Elementary School and all administrators and faculty members. While the Board may set suggested donations, there shall not be any fee or cost associated with becoming or remaining a Member.

### **ARTICLE III. Executive Board**

**3.1 Powers and Authority** The business and affairs of the HSA shall be managed under the direction of the Executive Board. The Executive Board shall exercise all of the powers and privileges and perform all duties and obligations of the HSA as set forth herein.

**3.2 Number, Tenure and Qualifications** The Executive Board shall be comprised of the Principal of Meredith School and eight elected Officers: President, Vice President, Treasurer, Corresponding Secretary, Recording Secretary, and three at large Executive Board Members.

(a) The officers shall be elected on a staggered basis at the annual meeting in May. The President, Recording Secretary and two at large positions will be elected in even numbered years. The Vice President, Treasurer, Corresponding Secretary, and one at large position will be elected in odd numbered years. Officers shall assume the duties of their respective offices at the beginning of the next school year.

(b) No officer may serve more than two terms, in the same office, unless no candidate has accepted nomination for that office at the start of the annual meeting.

(c) In the event of a vacancy, the vacancy shall be filled by appointment by the President with the approval of the Executive Board.

**3.3 Meetings** Meetings of the Executive Board shall be held at such times and places as may be fixed by the Executive Board as may be necessary to conduct urgent business of the HSA between meetings of the HSA.

(a) The Executive Board may call a special meeting by request of three Executive Board members in writing or by email and by providing one week written notice via email to all Executive Board members.

(b) The Board shall call a meeting of the Association within not more than two weeks from the date a written request for a general meeting is received by the Recording Secretary which contains at least twenty signatures from the general Membership.

**3.4 Quorum** A majority of the Executive Board then in office shall constitute a quorum for the transaction of business at any meeting of the Executive Board. Officers shall be deemed present at a meeting if by means of telephone or similar communications all persons participating in the meeting can hear each other.

**3.5 Compensation and Indemnification** The Executive Board of the HSA shall serve without compensation. The HSA may, without expense to the Officers of the Executive Board, indemnify and hold harmless to the fullest extent permitted under the Pennsylvania Nonprofit Corporation Law of 1988, the Directors Liability Act, or any other applicable law, any person who is a party to or is threatened to be made a party to any proceeding arising from the fact or by their capacity as an Officer of the HSA for proceedings arising from the fulfillment of their responsibilities of office and within the scope of the HSA's exempt purposes. The HAS shall purchase and maintain a policy of Directors and Officers insurance providing coverage for the actions of the Executive Board, committee officers and members taken in their official capacity subject to the following restrictions:

(a) A director of the HSA shall stand in a fiduciary relation to the HSA and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Executive Board upon which the director may serve, in good faith, in a manner the director reasonably believes to be in the best interests of the HSA, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: (i) one or more officers or employees of the HSA whom the director reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such persons; or (iii) a committee of the Executive Board upon which the director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit

confidence. A director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the Board of Directors, committees of the Executive Board and individual directors may, in considering the best interests of the HSA, consider the effects of any action upon the communities in which the HSA is located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of this section.

(c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the HSA.

(d) A director of the HSA shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless: (i) the director has breached or failed to perform the duties of his or her office under this section; and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(e) The provisions of this section hereof shall not apply to: (i) the responsibility or liability of a director pursuant to any criminal statute; or (ii) the liability of a director for the payment of taxes pursuant to local, state or federal law.

(f) Notwithstanding any other provisions of these Bylaws, the approval of members shall be required to amend, repeal or adopt any provision as part of these Bylaws that is inconsistent with the purpose or intent of this sections and, if any such action shall be taken, it shall become effective only on a prospective basis from and after the date of such member approval.

**3.6 Removal and Resignation** Any individual officer may be removed from office for failure to properly fulfill the responsibilities of office by the unanimous vote of the remaining Officers. An individual officer may resign at any time by giving written notice to another officer. If a vacancy occurs during the year, the vacancy shall be filled by appointment of the President(s) with a 2/3 majority approval of the Executive Board.

### **3.7 Election of Officers**

(a) Each year, a Nominating Committee shall be assembled, consisting of four persons: a Board member (not currently standing for reelection), two non-Board members, and a representative of the faculty appointed by the Principal.

- (b) The Nominating Committee shall be appointed on or about March 15 of each year.
- (c) The Nominating Committee shall solicit interest and collect nominations from the entire membership.
- (d) The Nominating Committee shall confirm that the nominee is a member of the HSA.
- (e) The Nominating Committee shall obtain permission from any member under consideration before placing that person's name on the ballot.
- (f) The Nominating Committee shall present its slate of nominations to the Executive Board on or about April 15th.
- (g) The slate of nominations presented by the Nominating Committee shall be made known to the general membership at least 14 days prior to the May general meeting.
- (h) The Nominating Committee shall conduct the election at the annual meeting in May. Alternatively, the Nominating Committee may conduct elections via written ballots distributed to the Members and collected during the Spring Report Card Conferences.
- (i) Election for offices with more than one candidate shall be by written ballot. Each Member is entitled to one vote. If there is but one candidate for an office, it shall be in order to move that the Recording Secretary cast the elective ballot of the HSA for that candidate.
- (j) Absentee ballots shall be allowed for submittal on the day of the election. All absentee ballots shall be given to the Recording Secretary prior to the start of the election. The absentee ballots shall be signed by the individual who casts the vote. This process insures voting rights to those individuals unable to make the election meeting.
- (k) The Nominating Committee may accept the nomination of two individual to serve jointly as co-Presidents. All other positions shall be limited to a single member.

### **3.8 Duties of Officers**

#### **3.8.1 Duties of the President or co-President**

- (a) One or both shall have the responsibility and authority, with the right of delegation, for overseeing the operation of the HSA.

- (b) Be the official liaison and spokesperson between the HSA and any other body, and shall have the right to delegate this authority when warranted.
- (c) Preside at all meetings of the HSA and of the Executive Board.
- (d) Be an ex-officio member of all committees.
- (e) Provide updates of the status and activities to the Membership on at least a monthly basis.
- (f) Perform such other duties as may be delegated to that office.

**3.8.2 Duties of the Vice-President**

- (a) Preside at all meetings in the absence of the President.
- (b) Serve as the alternate signatory on Association checks with the Treasurer when the President is unable to do so.

**3.8.3 Duties of the Recording Secretary**

- (a) Record minutes of all meetings and present them for public review within two weeks of the meeting.
- (b) Notify board members of executive board meetings.
- (c) Keep the attendance records of each meeting.
- (c) Maintain a copy of the minute book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

**3.8.4 Duties of the Corresponding Secretary**

- (a) Keep membership records, in conjunction with membership committee chairperson.
- (b) Notify the general membership of Association meetings.
- (c) Compose and send correspondence, including thank you notes, and perform other duties, as required by the By-Laws.
- (d) Maintaining the bulletin board as a community wide communication center.

**3.8.5 Duties of the Treasurer**

- (a) The Treasurer shall meet the following guidelines by having knowledge of bookkeeping, budgets, and appropriate computer software (preferably accounting software) and all state and federal filings.
- (b) The Treasurer shall pay out funds as authorized by the Executive Board as stated in the approved budget. All expenditures require approval of three (3) elected Board Members before such expenses may be incurred. An affirmative vote taken by the Executive Board shall be deemed approval for the purposes of this section.
- (c) The Treasurer shall prepare a quarterly reconciliation of all HSA bank accounts for review and approval by designated Executive Board members.
- (d) The treasurer shall prepare a proposed budget for the next fiscal year to be presented at the last HSA meeting of the school year.
- (e) The Treasurer shall maintain financial records of the receipts and expenditures in such a manner that it may be audited at the end of each fiscal year.
- (f) A statement of accounts, including the balance of any and all bank accounts, shall be presented at each meeting of the HSA and at other times, as requested.
- (g) The Treasurer shall prepare an annual report as of December 31.
- (h) It shall be the responsibility of the Treasurer to insure that the signatures of the President and Treasurer are included on the bank records.
- (i) The Treasurer shall oversee the selection of an outside party to prepare the HSA annual tax return.
- (j) The Treasurer shall perform such other duties as may be delegated to that office.
- (k) The Treasurer may not be an employee of the School District of Philadelphia, as per the official policy of said school district

#### **ARTICLE IV. Committees**

**4.1 Standing and Ad-Hoc** The HAS shall have such Standing Committees and Ad-Hoc Committees as the Board shall from time to time designate. At all time the following Standing Committees:

- (a) Finance Committee
- (b) Volunteer Coordination Committee
- (c) Public Relations Committee
- (d) Ways and Means Committee
- (e) Special Events Committee

**4.2 Chairpersons** Chairpersons shall be appointed by the Board and may be Board Members. In the case of the Finance Committee, the Chairperson shall be the Treasurer. Each Chairperson shall be responsible for forwarding all funds received to the Treasurer and to inform the President with information or special announcements to be placed within the monthly newsletter.

**4.3 Meetings** Committee meetings shall be held at such times and places as may be fixed by the chairperson and as may be necessary to fulfill the committee's responsibilities.

**4.4 Collection of Money** Any monies collected by a committee member for any reason must be deposited in their entirety. Reimbursements shall be made from that total by check. Any time cash collected exceeds \$250, those monies should be given as soon as possible to the treasurer for deposit. All committees shall maintain a record of who has given them money.

## **ARTICLE V. General**

**5.1 Meetings** The HSA will hold its Annual Reorganizational Meeting in May. There shall be no less than six (6) general meetings per year. All meetings will be held at William M. Meredith Elementary School unless otherwise notified and are open to all Members.

**5.2 Quorum** The attendance of four members of the Executive Board plus four other members of the HSA will constitute a quorum.

**5.3 Conduct** All meeting will be conducted in accordance with Robert's Rules of Order, as amended. The voting will be decided by simple majority.

### **5.4 Expenditures**

**5.4.1 Requests for Expenditures** All requests for expenditures for \$500 or more must be submitted in writing showing two (2) comparative quotations to a member of the Executive Board. It is the duty of the committee chairpersons to follow all established financial procedures.

**5.4.2 Sponsorship** The HSA shall sponsor activities at its discretion. The Executive Board will review such expenditures on an annual basis prior to renewing any sponsorship.

**5.5 Correspondence** All official correspondence shall be approved by a committee chairperson or a Board Member.

#### **ARTICLE VI. Fiscal Year**

**6.1 Fiscal Year** The fiscal year of the HSA shall be the year beginning January 1 and ending December 31 of each such year. The books and records of the HSA shall be maintained on the accrual basis.

#### **ARTICLE VII. Amendments**

**7.1 By-Laws** These by-laws shall be reviewed at least every ten (10) years and any necessary revisions made according to Section 7.1(a).

(a) These by-laws may be amended by submitting a draft copy of the proposed amendment at any regular meeting of the HSA. A motion is made and must pass by a two-thirds majority vote by the HSA for the amendment to be considered for incorporation into the by-laws. If passed, notification of the amendment must be published prior to the next month's regular scheduled meeting. The amendment will be in effect after the adjournment of the voting meeting.

(b) A two-thirds majority vote by the HSA members in attendance at the HSA meeting is necessary to amend the by-laws.

**Exhibit A**  
**Board of Directors**  
**Code of Conduct**

Any person who accepts a position as an HSA Board member will be expected to abide by the following principles of leadership:

- a. Upholding the purpose, bylaws, policies and procedures of the HSA.
- b. Performing his/her duties with integrity of purpose by working to ensure that the well being of students is the primary focus of all decisions.
- c. Recognizing that the HSA is not a forum for the discussion of individual school personnel, students, parents or other members of the school community.
- d. Ensuring that all conversations between any Board member and constituents of the community shall remain confidential, only passing along information that is reliable and correct, as is necessary.
- e. Recognizing the integrity of his/her predecessors and associates and the merit of their work.
- f. Striving to be informed of the issues by attending meetings regularly and as an active participant.
- g. Making decisions only after relevant facts bearing on the question have been presented and discussed.
- h. Respecting the opinion of other members, while graciously conforming to the principle of “majority rule”.
- i. Refusing to use his/her position for personal gain.
- j. In the event of the possibility of personal interest conflict, disclosing his/her interests (recorded in minutes) prior to the matter being considered, and thereafter abstaining from participation in both the discussion of the matter and the vote thereon.