

## BYLAWS

### DR. PATRICIA A. GUTH ELEMENTARY HOME AND SCHOOL ASSOCIATION

ADOPTED MARCH 16, 2010, REVISED JANUARY 20, 2015

#### ARTICLE I NAME AND PURPOSE

**Section 1.01 Name.** The name of the organization is Dr. Patricia A. Guth Elementary Home and School Association (the "Corporation").

**Section 1.02 Purpose.** The Corporation is organized for the charitable and educational purposes of:

A. promoting the welfare of children and youth in the home, in school, and in the community.

B. bringing into closer relation the home and the school so that parents and teachers may cooperate intelligently in the education of children and youth.

C. developing between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, and social education.

#### ARTICLE II MEMBERS

**Section 2.01 Classes.** There shall be one class of members in the Corporation ("Member" or "Members"). Membership in the Corporation shall be on an individual basis.

**Section 2.02 Qualifications.** Membership may be granted to any of the following persons provided that they support the purposes of the Corporation: any teacher employed by Dr. Patricia A. Guth Elementary School (the "School"); and the parent or legal guardian of any student attending the School. Members shall have voting rights.

**Section 2.03 Dues.** The Executive Board has established that no payment of dues, annual or otherwise, shall be required for membership in the Corporation.

#### ARTICLE III GENERAL MEMBERSHIP MEETINGS

**Section 3.01 Quorum.** A minimum of Seven (7) Members present in person or by proxy shall constitute a quorum for transaction of business at a membership meeting.

**Section 3.02 Meeting Dates.** At least six (6) general membership meetings of the Corporation shall be held during the school year. Dates of meetings shall be determined by the Executive Board and announced at the first general membership meeting of the school year. Six (6) days' notice shall be given to the membership of a change of date or time for a meeting.

**Section 3.03 Special Meetings.** Special meetings of the general membership may be called by the President or by a majority vote of the Executive Board. Fourteen (14) days' notice of a special meeting shall be given to the membership.

**Section 3.04 Year End Business.** The meeting scheduled for the final membership meeting, usually in May, must include all business pertaining to the subsequent school year and the election of incoming board members.

#### **ARTICLE IV            AUTHORITY AND DUTIES OF THE EXECUTIVE BOARD**

**Section 4.01 Officers.** The Officers of the Executive Board shall be the elected officers of the Corporation as provided herein.

**Section 4.02 Number, Selection, and Tenure.** The Executive Board shall consist of four (4) Officers. Each Officer shall hold office for a term of one (1) year. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his / her term shall be filled by a majority vote of the current Members. In the event of a tie vote, the remaining Officers shall choose the succeeding Officer. Successors will be elected by a majority vote of current Members. An Officer elected to fill a vacancy shall be elected for the unexpired term of that Officer's predecessor in office.

**Section 4.03 Duties of the Executive Board.** The duties of the Executive Board shall be to attend a minimum of six (6) membership meetings; transact business as may be referred to it by the Members; approve the work of the committees; present a report at the regular general membership meeting; select an auditor or an auditing committee to audit the Treasurer's accounts; prepare and submit an annual budget for adoption; and approve payment of routine bills within the limits of the approved budget.

**Section 4.04 Removal.** If any Officer of the Executive Board shall at anytime cease to meet the qualifications or fulfill the duties of the position, that person may be removed from the position by resolution adopted by the Executive Board.

**Section 4.05 Records.** Upon the expiration of the term of office or when individuals cease to hold the position, all records, books, and other materials pertaining to the position shall be turned over to the President and all funds pertaining to the position shall be returned to the treasurer of the Corporation (the "Treasurer") within ten (10) days.

**Section 4.06 Resignation.** Resignations are effective upon receipt by the Secretary of written notification of same.

#### **Section 4.07 Reimbursement.**

A. Officers shall serve without compensation with the exception that reasonable expenses incurred in the furtherance of the Corporation's business are eligible for reimbursement as provided herein. In addition, Officers serving the Corporation in any other capacity, such as staff, are allowed to receive compensation therefore.

B. The Corporation will reimburse the following expenses, provided that the proper procedures are followed:

1. Budgeted items require a properly completed funds reimbursement request and a receipt(s).
2. Non-budgeted items up to \$200 require written approval of at least two (2) Officers and a properly completed funds reimbursement request and a receipt.
3. Non-budgeted items over \$200 require approval by majority vote of the members, including documentation of such vote, and a properly completed funds reimbursement request and a receipt.

## **ARTICLE V                    MEETINGS OF THE EXECUTIVE BOARD**

**Section 5.01 Year End Business.** The open membership meeting set for the election of the incoming Officers, usually in May, shall be deemed a mandatory meeting of the Executive Board.

**Section 5.02 Special Meetings of the Executive Board.** Special meetings of the Executive Board may be called by the President or when requested by one (1) Officer upon written notice to each Officer. Special meetings shall be at such times and places as the Executive Board shall reasonably determine.

**Section 5.03 Quorum.** A quorum for the transaction of business shall consist of a majority of the Executive Board attending a meeting in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the Officers are present at said meeting, a majority of the Officers present may adjourn the meeting on occasion without further notice.

## **ARTICLE VI                    AUTHORITY AND DUTIES OF OFFICERS**

**Section 6.01 Officers.** The Officers shall be a President, a Vice-President, a Treasurer, a Secretary, as provided herein, and such other officers as the membership may designate. No individual may hold more than one (1) office concurrently.

**Section 6.02 Appointment of Officers; Terms of Office.** For the purpose of promoting a smooth transition to the following school year, the Officers shall be elected annually in the month of May by a majority vote of all Members present in person or by proxy at the May membership meeting. In the case of vacancies, Officers shall be elected as soon thereafter as convenient. Terms of office are for one (1) year, but shall not exceed five (5) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

**Section 6.03 Vacancies.** A vacancy occurring in the office of President shall be filled for the remainder of the unexpired term by the Vice President. A vacancy in any office other than the President, shall be filled by a Member elected by the membership.

**Section 6.04 Resignation.** Resignations are effective upon receipt by the Secretary of a written notification of same.

**Section 6.05 Removal.** An Officer may be removed by the membership at a meeting, or by action in writing, whenever in the membership judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 6.06 President.**

A. The president of the Corporation (the "President") shall preside at all meetings. The President shall perform all duties attendant to that office, subject, however, to the control of the Executive Board and membership, and shall perform such other duties as on occasion shall be assigned by the Executive Board and membership.

B. The President's duties shall include, but shall not be limited to, the following: preside at all meetings of the Corporation; serve as an ex officio member to all committees; coordinate the work of the Officers and the committees of the Corporation in order that the purposes of the Corporation may be promoted; and perform other duties as may be provided for by these bylaws or directed by the membership.

**Section 6.07 Vice-President.**

A. The vice-president of the Corporation (the "Vice-President") shall preside at meetings of the Executive Board in the absence of or at the request of the President. The Vice President shall perform other duties as requested and assigned by the President, subject to the control of the Executive Board and membership.

B. The Vice-President's duties shall include, but shall not be limited to, the following: act as an aide to the President; and in their designated order perform the duties of the President in the President's absence or inability to serve.

**Section 6.08 Treasurer.**

A. The Treasurer shall be an Officer of the Corporation and shall keep current records of the Corporation's finances in the books proper for that purpose. The Treasurer shall also report to the Executive Board and to the membership at each regular meeting on the status of the Corporation's finances. The Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Executive Board and membership.

B. The Treasurer's duties shall include, but shall not be limited to, the following: have custody of and maintain a full account of the funds of the Corporation; make disbursements as authorized by the membership in accordance with the budget adopted by the Executive Board; provide a written financial statement to the Executive Board and membership at each meeting; present an annual report of the financial condition of the Corporation to the Members; and to ensure the filing of all required tax returns by the appropriate deadlines established for same.

#### **Section 6.09 Secretary.**

A. The Secretary shall be a Director of the Corporation and shall keep the minutes of all meetings of the Executive Board and membership meetings in the books proper for that purpose. The Secretary shall also report to the Executive Board and membership at each regular meeting to ensure the accuracy of minutes taken. The Secretary shall also perform such other duties as occasionally may be assigned by the Executive Board.

B. The Secretary's duties shall include, but shall not be limited to, the following: record the minutes of all meetings of the Corporation; maintain a current copy of the bylaws and membership list; present a written copy of the previous meetings records at each meeting; and have at each meeting, written records available for review by Members, for at least the previous twelve (12) meetings.

**Section 6.10 Paid Staff.** The Executive Board may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Executive Board. In the event that the hiring of paid staff is deemed proper and necessary, the Executive Board shall secure three (3) bids for the work to be performed. The membership shall by majority vote determine the winning bid.

### **ARTICLE VII COMMITTEES**

**Section 7.01 Committees.** The membership shall create standing and special committees as needed and shall appoint chairpersons for each committee so formed. The membership may make such provisions for appointment of the chairperson of such committees; establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

**Section 7.02 Committee Terms.** The term of office of each committee chairperson shall be one (1) year.

**Section 7.03 Plan of Work.** Each committee chair shall serve without compensation, and shall provide a report to the membership at the membership meeting. Committee chairs serving the Corporation in any other capacity, such as staff, are allowed to receive compensation therefore.

**Section 7.04 Nominations.** A member may be nominated for office by any other member at any time leading up to the Executive Board election, including floor nominations. The verbal or written consent of each candidate running for office must be obtained by a member of the current Executive Board prior to

the election. Only one member per membership household may run for an open position during an election.

## **ARTICLE VIII INDEMNIFICATION**

Every Officer, committee head or employee of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Officer, committee head or employee in connection with any threatened, pending, or completed action, suit or proceeding to which he/she may become involved by reason of his/her being or having been an Officer, committee head or employee of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or gross misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the membership approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such Officer, committee head or employee is entitled.

## **ARTICLE IX FINANCIAL ADMINISTRATION**

**Section 10.01 Fiscal Year.** The fiscal year of the Corporation shall be July I through June 30.

**Section 10.02 Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by two (2) Officers.

**Section 10.03 Deposits and Accounts.** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as chosen by the membership. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the membership in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE XI BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book of the general membership meetings, which shall contain a copy of the Articles of Incorporation and a copy of these Bylaws. Minutes to meetings of the Executive Board shall be available to all Officers.

## **ARTICLE XII AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the current members of the Corporation and present at the time of a general or special meeting, noticed according to these Bylaws, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members, of the Corporation waive such notice, or by unanimous consent of the membership.