

Bylaws of the HSA CONSTITUTION AND BYLAWS
Glen Rock Middle School/High School Home and School Association

Home and School Association
of the
Glen Rock
Middle School and High School

ARTICLE I – NAME, PURPOSE & MISSION & PURPOSE

Section 1. The name of this organization shall be the Home & School Association of the Glen Rock Middle School and High School; hereinafter, referred to as the “HSA” or the “Middle and High School HSA,” an independent organization of parents in the school district designated as Glen Rock, NJ.

Section 2. The purpose and mission of this HSA shall be to establish and support a closer relationship between the home, the school, and the community through the voluntary efforts of its members, and shall include the following objectives:

- a) To promote open and transparent communications among the school, its teachers, administrators and families;
- ~~— To raise funds for teacher and administrator requested activities, as well as other activities proposed by the Membership, that will enhance the students’ school experience and to use such funds in a responsible and efficient manner;~~
- b) To support, fund and promote programs and teacher- and administrator-requested activities that offer the opportunity for students to enhance their academic, artistic and social Middle School and High School experiences throughout the school year;
- c) To offer a forum for presenting and discussing district issues;
- d) To maintain a nonaffiliated, nonprofit status;
- e) To promote a cooperative relationship with the Glen Rock Community; and,
- f) To encourage, recruit and organize parent leadership.

Section 3. The Middle and High School HSA is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended, (the “Code”.) Any reference herein to the Code or to any provision thereof shall be deemed to refer to the Code or such provision as it may be amended from time to time, and shall refer as well to any subsequent body of laws or provision enacted in its place.

Section 4. No part of the net earnings of the Middle and High School HSA shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other provide persons, except that the organizations shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. The HSA shall be non-profit, non-partisan, and non-sectarian. No substantial part of the activities of the Middle and High School HSA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this document, the HSA shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(C)(3) of the Code, or (b) by an organization, contributions to which are deductible under Section 170(C)(2) of the Code. All activities pertaining to the schools shall be cleared through the administrative offices of the schools.

ARTICLE II– MEMBERSHIP

Section 1. ~~This HSA shall be non-discriminatory and provide equal opportunity for all.~~ All parents/guardians of the students attending the Middle School and High School ~~shall automatically be ~~come~~ members upon payment of annual dues.~~ All faculty members and staff members of the Middle School and High School shall ~~automatically become members upon payment of annual dues~~ be honorary members.

ARTICLE III – OFFICERS

Section 1. The officers of the HSA shall be: President, Executive Vice-President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer, President Emeritus, and two Honorary Vice-Presidents. These officers shall constitute the Executive Board.

The Principals of the Middle School and High School shall serve as the Honorary Vice-Presidents.

Section 2. The President shall: preside at all meetings of the Middle and High School HSA and of the Executive Board, enforce the Constitution and By-Laws, shall appoint Chairmen of all standing and special committees with the assistance of the Executive Board, be an ex-officio member of all committees except the Nominating committee, and be a member of the Federated Council of Home and School Associations.

Section 3. The Honorary Vice Presidents shall: serve as advisors to the HSA and as such shall not be voting members of the HSA.

Section 4. The Executive Vice-President shall: assist the President in the general conduct of that office, perform the duties of President in the absence or inability of the President to serve, and shall also provide ideas, oversight and overall management responsibility for any major fundraising event committee or activity, and act as a liaison to both Enrichment and Fundraising Committees, serve as Parliamentarian of the HSA.

Section 5. The First Vice-President shall: perform the duties of the President in the absence of both the President and the Executive Vice-President, assume the duties of the Federated HSA office assigned by rotation.

Section 6. The Second Vice-President shall: assume the duties of the Federated HSA office assigned to the Middle and High School HSA by rotation, shall act as Board of Education representative or coordinate with said representative ~~from the membership~~ in order to assure consistent attendance and reporting of Board of Education meetings.

Section 7. The Third Vice-President shall: facilitate all electronic communication in acting as support to or holding the position of the webmaster of the HSA's website, communicate with the district webmaster to share necessary information, communicate necessary information to incoming 6th grade parents and new faculty.

Section 8. The Secretary shall: keep an accurate account of the meetings of the HSA, be custodian of the HSA's records and all special papers including the Constitution and By-Laws, handle all correspondence of the Middle and High School HSA.

Section 9. The Treasurer shall: together with the President, prepare a ~~budget~~ budget for the upcoming school year to be presented to the HSA ~~membership prior to~~ the last meeting of the current year September meeting, have custody of the funds of the HSA and deposit them to the account of the HSA, pay all bills of the HSA, reconcile such funds and report at each general meeting, submit the books for fiscal review at the end of the school year.

Section 10. The position of President Emeritus is held by the most recent and available past-president. The President Emeritus shall serve as advisor to the Executive Board and as such shall not be a voting member of the Executive Board. In the event of a tie in any vote on the Executive Board, the President Emeritus shall cast the deciding vote.

Section 11. The Executive Board shall: aAttend all general and Executive Board meetings, hHave general management of the affairs of the HSA.

ARTICLE IV – NOMINATIONS AND ELECTIONS

Section 1. The Nominating Committee Chairperson, appointed by the President, shall be a member of the HSA but not a member of the Executive Board. The Nominating Committee shall consist of the Chairperson, two members from the Executive Board (one representing the Middle School, one representing the High School), and two from the general membership.

Section 2. Nominees will be selected from current membership, prospective members, and eligible members of the Executive Board. Any interested person shall make his/her intent known to the Nominating Chairperson. Consent must be secured from all nominees.

Section 3. The Nominating Committee shall present the slate of officers to the Executive Board prior to its presentation to the general membership. Presentation of the slate of officers to the general membership must be made at least one month prior to the general election meeting. Additional nominations may be made from the floor of the general meeting providing the consent of the nominee has been secured. In the event of a contest, election shall be by secret ballot and a plurality vote shall elect.

Section 4. All officers are elected for a term of one year. Succession to any one office will be limited to one year. A vacancy occurring in any office shall be filled by appointment by the Executive Board for the remainder of the expired term. If there shall be but one slate of officers, by motion from the floor, the election shall be made by general consent. In any other situation majority vote shall prevail.

ARTICLE V – MEETINGS

Section 1. General meetings of the HSA shall be held at least, but not limited to, five times during the school year, unless otherwise specified. Fifteen members present at any general meeting of the HSA shall constitute a quorum for transaction of business.

Section 2. The Executive Board shall meet prior to the first general meeting and subsequently as deemed necessary and advisable by the President. Five voting members shall constitute a quorum for the Executive Board.

Section 3. Emergency/Special meetings of the general membership can be called as deemed necessary by the Executive Board.

ARTICLE VI – COMMITTEES

Section 1. The HSA President shall appoint Committee Chairs and Representatives for all standing and new committees which will serve to accomplish the goals of the HSA.

Section 2. Special Committees and any other committees deemed necessary to the general functioning of the HSA may be appointed by the President and the Executive Board.

Section 3. The President shall: ~~a~~Appoint the chair(s) and representatives of all HSA sponsored and supported committees from the list of volunteers from the general membership, with the exception of the Grad Ball Committee. All committee chairs and representatives must be HSA members in good standing. The chair(s) for Grad Ball shall be voted into office by a majority of parents present at the first organizational meeting of that Grad Ball class. All Grad Ball parents shall receive notification of the organizational meeting and shall be given the opportunity to run for the position of chair/co-chair. The names of all those interested will be presented by the HSA President at the organizational meeting and voted upon by secret ballot. The votes shall be counted by the HSA President and a member of the Executive Board. Neither may be a parent of a child in the Grad Ball class.

~~If the HSA President is a parent of a child in the Grad Ball class, then the member of the Executive Board, if one is available, and an administrator shall count the votes. If no eligible member of the Executive Board is available, the administrator shall count the votes on his or her own.~~

~~Chairs for all Grad Ball committees will be on a volunteer basis. Parents will be notified in advance of all the committees available. At the first organizational meeting, sign-up sheets for committee chairs will be made available. Any parent interested in chairing a committee shall have an opportunity to sign up at that meeting. The Grad Ball chair(s) and the HSA President will then meet and appoint the committee chairs from those names that volunteered for the one-year term.~~

~~The Grad Ball chair(s) and the HSA President shall appoint a Finance Oversight Committee composed of the Grad Ball Treasurer, the HSA Treasurer, and one other member of the Grad Ball class excluding all currently sitting chairpersons. This group shall work with the Financial Advisory Committee of Grad Ball (as outlined in the Grad Ball Handbook of Suggested Procedures) to prepare a preliminary budget. The preliminary budget shall be presented to the Grad Ball parents for approval by a simple majority at the same meeting at which the design and plan is presented.~~

~~A finalized budget shall be presented and voted on at the first meeting after the fall fundraiser.~~

~~[updated as of January 2017]*~~

~~After all Grad Ball expenses are paid and if there are remaining monies, those monies will be transferred to the HSA and placed in a separate account. Grad Ball will have until the end of the calendar year—December 31—to notify the HSA and complete its gift to the school. The HSA will then write the check/s for Grad Ball's gift/s.~~

~~If Grad Ball's surplus funds have not been spent at that time, they will be transferred to the general HSA account. The disbursement of funds will fall under the general MS/HS HSA budget; HSA membership will vote for gifts outside the budget.~~

~~The Grad Ball committee will pay an accounting fee to the HSA to cover the cost incurred by Grad Ball with regard to the HSA's 501(c)3 tax filing. The recommended fee will be only representative of Grad Ball's portion of the expense and shall not be representative of the entire fee paid to the HSA's tax preparer.~~

ARTICLE VII – FINANCING

Section 1. The fiscal year for the HSA is July 1 to June 30.

Section 2. Financing of the activities of the HSA will be achieved through the payment of ~~a~~assessed annual dues and fundraising activities sponsored by the HSA. ~~Annual d~~Dues per family ~~or teacher/staff member~~ to be requested for the next fiscal year ~~_~~shall be determined at the June meeting of the HSA.

Section 3.

The budget for the next fiscal year shall be presented at a general meeting of the HSA prior to the end of the current fiscal year. It must be approved by a majority of the members present and must be voted on at or before the final HSA meeting of the year.

Section 4.

Before, but not later than the end of the fiscal school year, the officers, committee chair(s), and representatives shall present to the President a written annual report and financial statement.

Section 5.

~~Expenditures and appropriations of \$250.00 or less can be approved by the President. There shall be no appropriation of monies over \$250.00 made without a majority vote majority vote of the Executive Board.~~

Section 6. [updated as of June 2013]**

Expenditures and appropriations in excess of ~~\$250~~500.00 but less than \$500 must be approved by two of the following officers: the ~~P~~resident, the ~~Executive Vice-president~~ and ~~the T~~reasurer. All Expenditures and appropriations in excess of \$500 must be approved by a majority vote of the Executive Board. If the expenditure is being paid for by check, it must be signed by two of the aforementioned officers. ~~Any~~If the expenditure is being paid for by to be paid by credit debit card or via the HSA PayPal account, it must be authorized by two of the aforementioned officers. ~~the current Treasurer and either the President or Executive Vice President of the HSA. If the Treasurer is unavailable, the President and the Executive Vice President will sign and or authorize the transaction. Upon completion of said transaction the non-signing board member will be notified in writing.~~

Section 7.

Any monies deposited into the HSA bank accounts will be reconciled prior to deposit by the Treasurer and Committee Chair, if applicable. Said transaction(s) will be reported to the Executive Board at the board meeting immediately following the date of deposit as part of the financial statement reporting.

Section 8.

The Treasurer will present a current financial statement with supporting bank documentation to the Executive Board for review at each Executive Board meeting. As stated in Article 3 Section 9 the financial statement will be reported at the following meeting of the general membership.

ARTICLE VIII – AMENDMENTS

Section 1. Any amendments to this Constitution and Bylaws shall be submitted in writing by the proposer(s) to the Executive Board of HSA for discussion. If approved by the Executive Board, the proposed amendment(s) must be made available through the HSA website and newsletter, Middle School—High School newsletter/website which will be sent electronically to the general membership and published on the HSA website within a minimum of fifteen (15) days prior to the general meeting where it shall be discussed. At said meeting the proposed amendment shall be read, discussed, and voted upon. The proposed amendment shall become part of this document if it is approved by two-thirds majority of the eligible members present and voting. It will be read under the heading of New Business in the Agenda.

ARTICLE IX OFFICERS' LIABILITY AND INDEMNIFICATION

Section 1. To the fullest extent permitted by New Jersey law and applicable laws and regulations then in effect, the HSA will indemnify any person, made or threatened to be made, a party to an action or proceeding, including one by or in the right of the HSA to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other Foundation of any type or kind, domestic or foreign or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any officer of the HSA served in any capacity at the request of the HSA, by reason of the fact the such person, his testator or intestate, was officer of the HSA or served such other HSA, partnership, joint venture, trust, employee benefit plan of other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein, if such trustee or officer acted, in good faith, for a purpose which he or she reasonably believed to be in, or in the case of service of any other HSA or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the HSA and, in criminal actions or proceedings, in addition had no reasonable cause to believe that the conduct was unlawful.

Section 2. To the fullest extent permitted by New Jersey law and any other applicable laws and regulations then in effect, upon request of any person who may be entitled to indemnification hereunder, the HSA will advance to such person

reasonable expenses incurred by such person in defense of a civil or criminal action or proceeding to which such person has been made, or is threatened to be made, a party by virtue of serving, or having served, as an officer of the HSA in any similar capacity with any other organization at the request of the HSA. Such advancement will be contingent upon receipt and review by the officer designated by the Executive Board of statements sufficiently detailed to support any such claim for advancement and provided further that in no event will any expenses be advanced without a written undertaking signed by such person agreeing to repay any such amounts advanced to, or on behalf of, such person if it is ultimately determined that the person may not be indemnified by the HSA. All claims for advancements, supporting documentation, and written undertakings will be remitted to the Executive Board.

Section 3. Nothing in these Bylaws will limit or affect any other right of any person to indemnification or expenses, including attorney's fees, under any statute, rule, regulation, Certificate of Incorporation, Bylaw, insurance policy, contract or otherwise. No elimination of this Section and no amendment of these Bylaws adversely affecting the right of any person to indemnification or advancement of expenses hereunder will be effective until the sixtieth day following notice to such person of such action and no elimination of, or amendment to these Bylaws will deprive any person of his or her rights hereunder arising out of alleged or actual occurrences, acts or failures to act prior to such sixtieth day.

Section 4. The rights to indemnification and advancement provided hereunder are contract rights and will continue after such person has ceased to be an officer of the HSA and will inure to the benefit of such person's heirs, executors, administrators, and legal representatives.

ARTICLE IX – DISSOLUTION

Section 1. In the event of dissolution, the Executive Board shall distribute all assets ~~will be distributed~~ to an organization exempt under section 501(C)(3) of the Internal Revenue Code. There will not be any inurement of earnings to the benefit of any individuals.

ARTICLE X – AUTHORITY

~~**Section 1.** Robert's Rules of Order – Revised Edition shall be the parliamentary authority in matters not specified in the Constitution and Bylaws.~~

~~**Amended by President Sandi Storn January 16, 2017 – Executive Board Meeting – Effective January 16, 2017 sas*~~

~~***Amended and voted in approval of changes June 10, 2013 – General HSA Meeting – Effective June 10, 2013 jmj*~~