

Bylaws of the Mott Road Elementary Home and School Association

Table of Contents

Article 1: Name	2
Article 2: Articles of Organization	2
Article 3: Purpose.....	2
Article 4: Membership.....	2
Article 5: Meetings.....	2
Article 6: Elected Officers and Positions.....	3
Article 7: Duties of Officers.....	4
Article 8: Executive Board.....	5
Article 9: Committees.....	5
Article 10: Finances.....	6
Article 11: Parliamentary Authority	6
Article 12: Amendments.....	6
Article 13: Standing Rules.....	7
Article 14: Dissolution	7
Article 15: Liability and Indemnification.....	7

Accepted by the Membership September 14, 2022

Reviewed by the Fayetteville-Manlius Central School District

Bylaws of the Mott Road Elementary Home and School Association

Article 1: Name

The name of this association is Mott Road Elementary Home and School Association of the Fayetteville-Manlius Central School District, hereinafter referred to as HSA.

Article 2: Articles of Organization

The HSA exists as an unincorporated organization that shall be non-profit, non-partisan, and non-sectarian. These By-laws serve as the form of Articles of Organization.

Article 3: Purpose

The purpose of the HSA is to develop opportunities to encourage and support communication and participation between the home and school environment in a united effort to secure and promote a strong and beneficial academic, social, and extra-curricular life for the Mott Road Elementary student body. To this end, the HSA shall provide volunteers and supplemental resources to enrich and enhance the school community.

Article 4: Membership

All parents and/or legal guardians of students currently enrolled at Mott Road Elementary School, and current administrators, faculty, and staff are considered Members of the HSA. Members have the right to attend and participate in the business meetings and activities of the HSA. They have the right to vote and to hold office in any of its elected or appointed positions.

Article 5: Meetings

A. Regular Meetings

General Membership meetings shall be held at a regular interval to be determined by the Executive Board for the current school year, September through June. The regular meeting of the organization shall be on the same day and at the same time each month.

B. Special Meetings

Special meetings may be called by the president, any two members of the executive board, or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting.

C. Voting

Voting shall take place at the general Membership meetings. All Members are eligible to vote. A majority vote of those present at the meeting shall be required to approve payment of funds, elect officers and representatives, and for other actions to be taken by the organization. The quorum will be 5 members of the organization for all voting.

D. Agenda

An agenda shall be established by the Executive Board and presented at general Membership meetings. The agenda will be shared with the executive board and the general membership 5-7 days prior to the meeting.

Article 6: Elected Officers and Positions

A. Officers

The Officers of the HSA shall consist of President, Vice President, Treasurer, and Secretary. All officers must be current Members of the HSA. Two persons may be nominated and elected to fill a single position. At minimum, persons must be elected to the office of President and Treasurer.

B. Term

The term of each officer shall be for two years. Each officer may serve no more than two consecutive terms in the same office unless approved by the majority of the board. Each person elected shall hold only one office at a time.

C. Site Based Team

The HSA shall provide four parent representatives to serve on the Mott Road Elementary Site Based Team hereinafter referred to as SBT. All representatives must be current members of the HSA. These representatives are to be elected by the Membership. The term of each representative shall be two years. Each representative may serve no more than two consecutive terms. The parent of a 4th grade student may serve a one-year term.

D. Elections

The Election of Officers and Site Based Team representatives shall take place at the

last general Membership meeting each year. All Members of the HSA have the right

3

to vote in these elections. The Nominating Committee shall present a slate of officers for these elections. Public notification shall be made of the names of officer candidates and SBT representatives. Further nominations may be received from the floor. The election of the slate of officers, if non-contested, shall be by voice vote. Contested elections shall be by ballot. Officer and representative vacancies created during the school year shall be filled by appointment by the Executive Board. The appointment shall be effective for the remainder of the term.

E. Positions

The HSA shall secure a volunteer representative to serve on the Fayetteville-Manlius Central School District Parent Council. The representative must be a member of the HSA and shall serve as a liaison to the Mott Road Elementary HSA. The liaison shall serve for a term of one year and may serve for more than one term.

When possible, the Mott Road Elementary administration will secure a faculty or staff representative to serve as liaison to the Mott Road Elementary HSA. The liaison shall serve for a term of one year and may serve for more than one term.

Article 7: Duties of Officers

A. President

The president shall prepare the agenda, preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

B. Vice President

The vice president shall assist the president and carry out the president's duties in his or her absence or inability to serve. The vice president shall also oversee the committees of this organization. In the absence of a Finance Committee chair, the Vice President shall chair a committee to conduct the annual financial audit.

C. Treasurer

When possible, the executive board should consist of two treasurers. The Treasurer shall receive all funds and shall keep an accurate record of receipts and expenditures. All funds shall be deposited in bank accounts held in the name of the HSA. The Treasurer will pay out funds approved in the annual budget, items approved by the Executive Board, and items passed by a majority vote at a general meeting. The Treasurer shall present a financial report at each of the general Membership meetings

and at other times when requested by the Executive Board and make a full report at the end of the year.

D. Secretary

The secretary shall keep all records of the organization, take and record minutes, handle correspondence, and send notices of meetings to the membership. The secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings.

Article 8: Executive Board

The Executive Board shall consist of the President(s), Vice President(s), Treasurer(s), and Secretary(ies). The Mott Road Elementary Principal shall be an honorary Member of the Executive Board. The Principal shall have no vote. The Executive Board shall manage the affairs, activities, and operation of the HSA. The Executive Board shall prepare and submit an annual budget to be voted upon by the Membership at the fall meeting, create standing rules and temporary committees, and prepare reports and recommendations to the Membership.

The Executive Board shall hold regularly scheduled monthly meetings for the purpose of transacting necessary business during the intervals between the Membership meetings. The Executive Board shall develop an agenda to report status of operations, business items for discussion, and recommendations to the Membership at the general Membership meetings.

Decisions made by the Executive Board shall be done by consensus.

Article 9: Committees

The Executive Board shall recommend to the Membership the annual activities committees and appoint chairpersons for these committees. The Executive Board may establish additional committees as needed.

Standing committees of the HSA shall include Fundraising, Nominating, and Auditing. The Audit Committee shall be composed of individuals outside of the board. The Executive Board shall appoint all chairpersons of standing committees except the Audit Committee.

Committees shall consist of HSA Member volunteers.

Article 10: Finances

The HSA Fiscal year shall coordinate with the school year and the election of officers and shall run from July 1 till June 30.

An annual budget shall be prepared by the Treasurer, approved and recommended by the Executive Board and presented to the Membership at the first general meeting of the school year. The budget shall be subject to approval by majority vote of the members present at that meeting.

The Executive Board may approve expenditure requests up to or equal to the amount specified in the standing rules. Expenditures which are greater than the amount specified shall be presented to the Membership for approval by majority vote. All requests for expenditures from Mott Road Elementary faculty and staff must receive approval of the Principal prior to submission to the HSA and a vote by the Membership.

Approval by the majority of board members is required for any expenditures over \$500.

The Treasurer's report shall be audited annually by the Audit Committee, who if satisfied with the accuracy and correctness of the report shall sign a statement of that fact at the end of the report.

All financial rules shall follow the policies and procedures as given in any Standing Rules.

Article 11: Parliamentary Authority

The rules contained in *Robert's Rules of Order* shall govern the HSA in all circumstances where they are applicable and in which they are not inconsistent with the Bylaws. If at any time, any part of the Bylaws shall conflict with decisions, policies, or procedures adopted by the Fayetteville-Manlius School Board, they shall be deemed null and void. The decision of the School Board shall, in all cases, control.

Article 12: Amendments

These Bylaws may be altered, amended, or repealed at any time and the Members may, at any general or special meeting, adopt new bylaws. Changes to the Bylaws shall be approved by a two-thirds vote of those present at the meeting. Publication of the meeting shall be made and written changes provided to all Members at the meeting.

Article 13: Standing Rules

Standing rules for the operation of the organization and policies for governing the organization shall be recommended by the Executive Board and presented to the Members for approval by majority vote. The Secretary shall keep a record of the Standing Rules.

Article 14: Dissolution

In order for the HSA to dissolve, a majority vote of the Membership must be received at an open meeting. One month's notice must be given to all Members before such a meeting and a dissolution decision is made. In the event of dissolution, all remaining assets and property of the organization shall after necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws; or to the federal government, or state or local government for public purpose.

Article 15: Liability and Indemnification

A. Liability for Acts and Omissions

Nothing in these Bylaws shall constitute Members of the HSA as partners for any purpose. No officer or Member of the HSA shall be liable, responsible, or accountable in damages or otherwise to the HSA, any officer, or any other Member for acts or omissions performed by an officer or Member on behalf of the HSA and done in good faith, in a manner reasonably believed to be within the scope of granted authority, and in the best interest of the HSA. This shall hold true unless such an act or omission by the HSA Member or officer has been committed through negligence, willful misconduct, or other breach of fiduciary duty.

B. Indemnification

The HSA shall indemnify and hold harmless each officer and Member of the HSA for any loss or damage incurred by the Member or officer from any act or omission performed by an officer or Member on behalf of the HSA and done in good faith, in a manner reasonably believed to be within the scope of granted authority, and in the best interest of the HSA. This shall hold true unless such act or omission by the HSA Member or officer has been committed through negligence, willful misconduct, or other breach of fiduciary duty.

Article XIII – Conflict of Interest Policy

Section 1. Purpose. The purpose of the conflict of interest policy is to protect this tax exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

- a. Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
- i.** An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - ii.** A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 - iii.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

- a. Duty To Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers who are considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest.

i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy.

i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board's or

committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Section 7. Periodic Reviews. To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible

private benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.