

**Bylaws of
Brookdale H.S.A., Inc.
(revised 2018)**

**BYLAWS OF
BROOKDALE H.S.A., INC.
A New Jersey Nonprofit Corporation**

**ARTICLE I
NAME**

The name of this Organization shall be the Brookdale H.S.A., Inc. (hereinafter referred to as the "Organization). It is a recognized 501(c)(3) Non-Profit organization registered with the State of New Jersey. This Organization shall be a member of the Bloomfield Home and School Council of Bloomfield, New Jersey.

**ARTICLE II
OBJECTIVES**

Section 1. To bring the home and the school into closer relation with each other, so that parents and teachers may cooperate in the quality of education for the children.

Section 2. To develop united efforts between educators and parents that will secure for every child high standards and advantages in intellectual, physical, mental, and social education.

Section 3. To promote the welfare of children and youth in the home and school community, and to these ends to further adequate laws for the education, welfare, care, and protection of children.

Section 4. To stimulate public interest in the welfare of the child and the well-being and standards of school.

**ARTICLE III
POLICIES**

Section 1. This Organization may cooperate with other organizations and agencies active in child welfare.

Section 2. This Organization shall be noncommercial and nonpartisan. No commercial enterprise and no political candidate or Board of Education candidate shall be endorsed by it. The name of the Organization and the names of its officers in their official capacities shall not be used in any connection with a commercial concern or with any partisan or political interest, or for any purpose other than the regular work of the Organization.

ARTICLE IV MEMBERSHIP

Section 1. Any parent, guardian or other adult standing *in loco parentis* for a child attending Brookdale School may be a member and shall have voting rights. The principal and any teacher employed at the school may be a member and have voting rights upon payment of membership dues. A maximum of two (2) meeting agenda votes per dues-paying family and one (1) agenda vote per staff member shall be allowed. Each dues-paying family will be afforded (2) two votes and each single parent family shall be allotted (1) vote per open office for election of officers.

Section 2. The annual dues shall be \$20.00 per family and \$15.00 per single parent family. A parent, guardian or adult standing *in loco parentis* for a student at the school must have paid his or her annual dues before an HSA. meeting to be considered a member in good standing with voting rights. Current Brookdale staff members who have paid dues in full before an HSA. meeting are afforded the same rights as other members with the exception of election voting privileges. In addition, all officers, candidates for office, committee chairs and classroom parents must be dues-paying members to continue in their position. Failure to pay membership dues in full may result in removal from office or position.

ARTICLE V EXECUTIVE BOARD/OFFICERS

Section 1. Officers. The Officers shall be (2) Co- Presidents, Secretary, Collecting Treasurer and Disbursing Treasurer. Each office has a term of two (2) consecutive years with no person holding the same office for more than two (2) consecutive terms or four (4) years. General duties for each position include, but are not limited to, the following:

- a. **Co-Presidents:** The Co-Presidents shall 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. The Co-Presidents are responsible for providing the Secretary with the meeting agenda at least one week prior to the scheduled meeting.
- b. **Secretary:** The Secretary shall keep all records of the organization (paper and digital), take and record minutes, prepare the agenda, handle correspondence and send notices of meetings to the membership. The Secretary shall also have responsibility for retrieving any mail from the H.S.A. mailbox in the school office and distributing the mail to the appropriate officers or committee chairs. In the absence of the Co-Presidents, the Secretary shall preside over meetings. The Secretary shall also keep a copy of the minutes, bylaws, rules, policies and any other necessary documents or

- supplies and brings them to meetings. In addition to these responsibilities, the Secretary shall also be responsible for distribution of all HSA email communications to the membership. The Secretary is also responsible for all class parent communications, including the distribution of class lists, to the classroom parents.
- c. **Collecting Treasurer:** The Collecting Treasurer shall receive all funds of the organization, keep an accurate record of receipts and shall coordinate with the Disbursing Treasurer to present a financial statement at every meeting and when requested by the executive board, as well as make a full report at the end of the year.
 - d. **Disbursing Treasurer:** The Disbursing Treasurer shall pay out funds in accordance with the financial policies and procedures of the organization and shall keep an accurate record of expenditures. The Disbursing Treasurer shall coordinate with the Collecting Treasurer to present a financial statement at every meeting and when requested by the executive board, as well as make a full report at the end of the year.

Section 2. Discretionary Budget. Elected officers may approve payment of all non-routine bills and/or non-budgeted expenditures where the sum involved for each expenditure does not exceed \$400 (four hundred dollars), in the absence of approval of the general membership, provided that information regarding all such expenditures be included in the Co-Presidents' report at the next general meeting.

Section 3. Elections. Elections will be held for all Officers whose terms expire at the end of the current fiscal year. Candidates must declare their interest, in writing, to the Co-Presidents, by the close of the March meeting. The list of candidates shall be sent to each parent at least three weeks before the April meeting. At the April meeting, each candidate shall be allotted three (3) minutes to speak to the general membership. The election of the Officers shall be held at the May meeting.

Voting shall take place by written ballot. The ballots shall be counted by the Secretary in the presence of both Co-Presidents. If, however, there is only one candidate for any office, election may, upon motion from the floor, proceed by voice. The nominee for each office having the greatest number of votes shall be declared the elected officer. In the event of a tie, the executive board shall choose immediately, by ballot, one of the nominees to serve as elected officer.

Officers shall assume their official duties at the end of the fiscal year on July 1st.

Section 4. Eligibility. Members are eligible for office if they are voting members in good standing. Additionally, the following restrictions apply:

- a. No person shall enter their name for more than one available office.
- b. Each candidate for Co-President shall have served on the Executive Board for at least one year in the past five prior to his/her election, unless no other candidates surface.

- c. Each candidate for any other office must have chaired or co-chaired at least one committee prior to holding office.
- d. In the event that no qualified candidate presents himself or herself for election to an open officer position, the Executive Board shall have the discretion to waive these requirements.

Section 5. Terms of Office. Officers are elected for a term of two years. No person shall hold the same office for more than two (2) consecutive terms or four (4) years. In the event that there is no candidate willing to serve in any of the officer positions, the current office-holder may remain until the next election but such term is limited to one year.

Section 6. Vacancies. If a vacancy should occur in any office, an election by written ballot shall be held to fill that office at the next H.S.A. meeting. A vacancy occurring in the Chairmanship of any committee shall be filled by appointment made by the Co-Presidents, and approved by the Executive Board.

Section 7. Removal from Office. Officers can be removed from office for cause by a two-third vote of those members in good standing and voting at a general membership meeting, providing that the number of affirmation votes amount to at least one-quarter of the total number of members of the Association.

A motion for removal from office cannot be voted upon at the general membership meeting in which the motion is made, but must be the first order of business at the next general meeting. The Executive Board, by majority vote, may suspend such person, effective immediately, pending a vote of the general membership.

Any committee chairs and/or members of a committee may be removed from said position for cause by a majority vote of the Executive Board. A motion for removal from office cannot be voted upon at the general membership meeting at which the motion is made, but must be the first order of business at the next general meeting. The Executive Board, by a majority vote, may suspend such person, effective immediately, pending the vote of the general membership. The status of a person as a member of the Organization shall not be affected solely by reason of removal or suspension from office.

ARTICLE VI EXECUTIVE BOARD

Section 1. Membership. The Executive Board shall consist of the officers of the Organization, the principal of the school and the immediate past-president of the Organization, who shall not have voting rights as to Executive Board matters.

Section 2. Duties. The purpose of the Executive Board shall be to transact and supervise the necessary business of the Organization, declare policies and objectives as to all matters in business, projects and activities of the Organization, and to further the objectives and policies of the Organization. The Executive Board shall consist of the Organization.

Section 3. Meetings. Meetings of the Executive Board shall be held on an “as-needed” basis.

Section 4. Quorum. Half the number of Board members plus one (1) constitutes a quorum.

ARTICLE VII MEETINGS

Section 1. Regular meetings of this Organization shall be held on the second Wednesday of each month at 7:00 p.m. or at a time and place to be determined by the Executive Board at least one month prior to the meeting. There will be a minimum of six meetings per academic year. The Secretary shall notify the members of meeting dates at least one week prior to the meeting. Any member wishing to place a topic on the meeting agenda must notify the Secretary at least ten (10) days before the scheduled meeting date.

Section 2. Special meetings of the Organization may be called by the Co-Presidents or by a majority of the members of the Executive Board. Written notice of the special meeting shall be sent to the members at least 48 hours prior to the meeting.

Section 3. The Executive Board shall transact any emergency business arising between meetings.

Section 4. A quorum shall be necessary to conduct regular business of the Organization. A quorum shall consist of 10 members in good standing, provided that at least three (3) of those persons are not current elected officers.

Section 5. Each member serving as loco parentis of a student at Brookdale School is entitled to one (1) vote at regular meetings with a maximum of two (2) votes per dues paying family. Current Brookdale teachers and staff are allowing one (1) meeting agenda item vote. Voting will be taken by a show of hands and recorded by the Secretary in the meeting minutes.

ARTICLE VIII FACULTY REPRESENTATIVES

Section 1. The Principal shall be an ex-officio member of all appointive committees, and serve as a consultant in all matters related to school personnel, Board of Education, use of building and legal affairs. The Principal has the final approval of all H.S.A. activities.

Section 2. The Faculty Representative shall serve as liaison between teachers and the H.S.A. and report on matters or developments of interest to both groups.

ARTICLE IX PARLIAMENTARY AUTHORITY

Section 1. Roberts Rules of Order Revised shall govern this Organization in all cases to which they are applied and in which they are not inconsistent with these bylaws.

ARTICLE X AMENDMENTS

Section 1. These Bylaws may be amended at any regular meeting of the Organization by a two-thirds (2/3) vote of the members present and voting, provided notice of the proposed amendment shall have been sent to the members at least two (2) weeks before the meeting, assuming a quorum.

Section 2. All amendments shall become effective upon approval of the membership.

ARTICLE XII CONFLICT OF INTEREST POLICY

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the 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. The policy is intended to supplement but not replace any 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;
 - a.** An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - b.** A compensation arrangement with the organization;

- c. A potential ownership or investment interest in, or compensation agreement 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 Executive Board and committee chairs who are considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest, all material facts, and after any discussion with the interested person, he/she shall leave the Executive Board/Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board or Committee members shall decide whether a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.**
 - a. An interested person may make a presentation at an Executive 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.
 - b. The President of the Executive Board shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Executive Board and 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.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the governing board and Committee shall determine by a majority vote of the disinterested Officers 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 determine, 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 Executive Board 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 the appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Executive 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 executive board'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 and 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 Executive 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 Officer and Committee chair shall annually sign a statement which affirms that such person:

- a. Has received a copy of the conflict of interest policy;
- b. Has read and understood the policy;
- c. Has agreed to comply with the policy;
- d. 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 the 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.

ARTICLE XII STANDING RULES AND POLICIES

Standing rules and policies may be promulgated and approved by the Executive Board and be distributed to the membership in writing at the beginning of each school and thereafter as the need shall arise.

ARTICLE XIII FINANCES

Section 1. A tentative budget for the next fiscal year shall be drafted by the current Officers of the organization. Such proposed budget shall be presented at the regular May meeting for review by members, shall be included with the May minutes and shall be forwarded to all membership via email. The proposed budget shall be voted on and approved by the majority of members present at the organization's June meeting.

Section 2. The executive board shall approve all routine expenses of the organization.

Section 3. The Disbursing Treasurer shall serve as the only authorized signer of all checks drawn from the Association's bank accounts.

Section 4. The Executive Board is responsible for the hiring of a certified public accountant to prepare the annual tax return. Appropriate filing deadlines for non-profit organizations are to be met. Once the annual tax return is filed it is to be presented at the next regular meeting and made accessible to the membership.

Section 5. Upon dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

Section 6. The fiscal year of the Association shall commence of July 1st of the calendar year and shall end on June 30th of the following calendar year.

Section 7. Funds. Any surplus funds remaining at the end of the fiscal year shall be spent, earmarked for a specific purpose or kept in savings per membership vote in June of each year. Previously earmarked funds may be subject to review if said purchase is no longer a viable option or plan. Such funds will be applied accordingly upon majority vote of membership at said meeting, provided there is a quorum present.

Section 8. Financial Policies. The Executive Board shall be responsible for promulgating and approving financial policies for the upcoming school year. The policies shall be documented in writing and distributed to the membership at the first meeting of the academic year.

ARTICLE XIV COMMITTEES

Section 1. Membership. Committees may consist of members and board members with one Co-President acting as the ex officio member of all Committees. Each Co-President may serve as Chairperson of one (1) committee unless there is no available chair for additional Committees after an exhaustive search. In addition, neither Treasurer may chair Committees that have the sole purpose of raising money.

Section 2. Standing Committees. The Following Committees shall be held by the organization: Classroom Parents, Social Media, Basketball, Family Activity Nights, After School Programs, Fundraising, Major Fundraiser, In-School Events, Passive Fundraising, Hospitality, Beautification, Sixth Grade Activities, Community Service, Fundraising.

All Committees, unless otherwise noted, shall consist of a Chairperson and Committee members. Any Committee that raises or exchanges money must have at least two (2) members for auditing purposes. Committee chairpersons and co-chairpersons will be selected by the current Executive Board. General descriptions of the committees are attached to this document. Committee chairperson selections will be based on the volunteer sheets submitted in the yearly sign-up each spring. All duties are subject to change within reason and all work is to be approved by the Executive Board. All Committees should adhere to budget constraints and operate in a fiscally responsible manner.

Section 3. The chairpersons of all committees shall present plans and projects to the Executive Board and no Committee work shall be undertaken without the approval of the spending any monies. Receipts must be given to the Disbursing Treasurer for all reimbursements. Any special arrangements involving the use of school facilities shall be submitted to the Principal for approval and implementation. All chairpersons of special committees must attend all H.S.A. meetings.

Section 4. Each Committee chairperson is responsible for maintaining proper financial and activity documentation, for record keeping and to be passed to future Chairperson(s). All documentation is to be returned to the Executive Board no later than two (2) weeks after said event or fundraiser is complete, with the exception of the Major Fundraiser, which is due one (1) month after completion. The Chairperson, with the approval of the Executive Board, is responsible for the final decision as what events or basic fundraisers entail, with the exception of the major fundraiser which goes to a vote before membership at the first meeting of the academic year.

Section 5. Special Committees. All special Committees shall be appointed by the Executive Board.

ARTICLE XV DISSOLUTION

The Organization may be dissolved with fourteen days' notice given and a two-thirds vote of those members present at the meeting.