

Bylaws of  
Brookdale H.S.A., Inc.

Approved by HSA Membership as of  
\_\_\_\_\_, 2019

### **Article I – Name and Description**

The name of the organization is the “Brookdale H.S.A., Inc.” The organization is a New Jersey not-for-profit corporation created to serve the Brookdale Elementary School community. It shall be organized and operated in accordance with section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. This Corporation shall be a member of the Bloomfield Home and School Council of Bloomfield, New Jersey.

Rationale: (Article I) Minimal changes made to wording that’s appropriate for organizations such as Brookdale HSA.

### **Article II – Purpose**

The purpose of the Organization is: to be organized in accordance with Section 501(c)(3) and/or 501(c)(4) of the Internal Revenue Code or the corresponding section of any future federal tax code; to bring the home and the school in closer harmony with each other, so that parents and teachers may cooperate in the quality of education for the children; 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; to promote the welfare of children and youth in the home and school community, and to these ends to further ensure adequate laws for the education, welfare, care, and protection of children; and to stimulate public interest in the welfare of the child and in the well-being and standards of the school.

Rationale: (Article II) Minimal changes made to wording that’s appropriate for organizations such as Brookdale HSA.

## **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 – Members

**Section 1—Membership.** Any parent, legal guardian, or other adult standing *in loco parentis* for a Brookdale student may be a member of the organization.

**Section 2—Dues.** The organization is authorized to establish annual or special dues at an amount specified in standing rules or policies developed by the board and voted upon by the membership. Each dues paying family retains two votes on matters brought before the membership. Dues paying members are deemed in good standing.

Rationale: (Article IV, Section 1 & 2) All Brookdale parents are eligible for membership in the Brookdale HSA by nature of the child’s enrollment. Membership dues shall be determined by proposal of the board and the majority vote of the membership present. Removing the dollar figure for dues from the bylaws provides the HSA Board flexibility and removes the necessity to enter into a bylaws amendment process in order to modify fees for membership. Bylaw Revision Committee and the 18-19 HSA Board suggests that dues be \$20 per family with two votes per family on matters brought before the membership.

## Article V – Meetings

**Section 1—Regular Meetings.** The organization will hold a general membership meeting once every month of the school year—from September through June, with the exception of the month of December.

Rationale: (Article V, Section 1) Provide greater flexibility to the board to specify time of meeting without being bound by bylaws.

**Section 2—Special Meetings.** Special meetings may be called, either by two members of the Executive Board or by five general members, upon the submission of a written request to the Secretary. Notice of a special meeting must be provided to all members at least seven days prior to the meeting.

Rationale: (Article V, Section 2) Parents require more than 48 hours notice for a special meeting and therefore these recommendations were proposed for convenience and flexibility.

**Section 3—Agendas.** The Secretary will circulate an agenda at least three days prior to a meeting. If a vote will be taken to approve the budget or the minutes of a prior meeting, the agenda must include a copy of the proposed budget or the proposed minutes marked as draft on each page.

Rationale: (Article V, Section 3) Prior bylaw proposal did not address meeting agenda distribution timeline. Provide greater flexibility to the membership to add agenda items rather than the 10 days as stated in the proposed bylaw amendments of spring 2018. Requirements for

adding agenda items to meetings do not preclude members from raising topics under New Business according to Robert's Rules of Order.

**Section 4—Voting/Quorum.** Each member in good standing in attendance at a meeting is eligible to vote. The quorum necessary to conduct the business of the organization shall be seven members.

## **Article VI – Officers and Elections**

**Section 1—Officers.** The organization Officers, each with full voting rights, will have the following two year term officers Executive Board positions: (i) President; (ii) Vice-President (iii) Secretary; (iv) Collecting Treasurer; and (v) Disbursing Treasurer and two At-large Executive Board positions (vi) Membership Engagement Chair, (vii) Class Parent Liaison.

Rationale: (Article VI, Section 1) See below for Rationale and duties officers. Bylaw Revision Committee recommends a transition plan for the introduction of newly created board roles to be elected in the Spring of 2019 with currently elected board members maintaining the role in which they were elected for to expire as previously scheduled. See attached for transitional election schedule.

**Section 2—Terms.** The term of office for all executive board officers, with the exception of At-Large roles of Class Parent Liaison and Membership Engagement Chair, shall be two years beginning on July 1<sup>st</sup> and ending on June 30<sup>th</sup>. At-Large roles of Class Parent Liaison and Membership Engagement Chair are one year terms beginning July 1<sup>st</sup> and ending on June 30<sup>th</sup>. Officers may be re-elected but may not serve more than two consecutive terms in the same office. Term limits may be relaxed only if, following diligent search, no suitable, willing candidate can be located.

Rationale: (Article VI, Section 2) The Brookdale HSA will be well served by a vibrant and active group of volunteers. Healthy organizational leadership will provide for succession planning that addresses the ongoing recruitment of volunteers including committee roles and board leadership. Board members interested in serving more than one term may do so through the election process.

**Section 3—Qualifications.** Any member in good standing may serve as an executive board officer in the role of Vice-President, Secretary, Collecting Treasurer, Dispersing Treasurer, At-Large roles of Class Parent Liaison, and Membership Engagement. The role of President is expected to have prior demonstrated engagement in the Brookdale HSA as defined as meeting attendance, class parent service, or committee leadership.

Rationale: (Article VI, Section 3) Our volunteers come from a variety of career and community organization experiences. Parents today balance professional responsibilities outside the home and this may fluctuate from one year to the next. The path to Brookdale HSA Executive Board

leadership should not be limited in any way by seniority rights. For instance, a parent may have the experience and skill set to serve later in their child's upper grades that might not have presented itself when in the primary grades. There should be no restricted access to executive board leadership specified in bylaws which would preclude an interested candidate from serving simply because they do not have prior committee leadership or board service. We trust the membership to review the candidates and elect the most qualified for the positions. The role of President is deemed to have an expectation of prior HSA engagement for the purpose of historical organizational knowledge.

#### **Section 4—Duties.**

- a. President. (Two Year Term)** The President shall preside over meetings of the members and Executive Board, serve as the primary contact for the Principal, serve as an *ex-officio* member of all committees except the Elections Committee, and coordinate all of the officers and committees so that the purpose of the organization is served. President is responsible for oversight of all fundraising, programming and operations of the Brookdale HSA.

Rationale: (Article Vi, Section 4a) Create one role for President with new supporting Vice-President role in place of having a Co-President. Adjusting these roles to the HSA Executive Board will allow for the President to work from a governance perspective for the organization versus being heavily engaged in operational tasks. The President is the key communicator to the Principal and members, serves as primary representative to Bloomfield HSA Council, and conducts a variety of other responsibilities.

- b. Vice President. (Two Year Term)** The Vice-President shall be responsible for assisting in the coordination of the organization's fundraising and programming activities and for providing regular reports about such activities to the Executive Board and members. The Vice-President shall serve an *ex-officio* member of all committees as directed by the President. The Vice-President shall carry out the duties of President in the President's absence.

Rationale: (Article VI, Section 4 b&c) Creation of the role of Vice-President to assist the president in the oversight of fundraising and programming tasks for the Brookdale HSA. The Vice-President assists the President with the oversight of the cadre of volunteers that work in these capacities and thus create a reporting and accountability structure within the HSA. In addition, modifying executive board roles will also build leadership capacity for future leadership.

- c. Secretary. (Two Year Term)** The Secretary shall record the minutes of all membership and Executive Board meetings, prepare and circulate meeting agendas, maintain a current membership list and directory, and serve as custodian for the bylaws, minutes, policies, and historical records of the organization. The Secretary shall maintain an official

calendar for the organization. In addition, the Secretary reviews, shares, and develops correspondence for the organization.

- d. **Collecting Treasurer. (Two Year Term)** The Collecting Treasurer shall receive and keep accurate record of all receipts of the organization and coordinate with the Disbursing Treasurer to: (i) present a financial report at every meeting (or as requested by the Executive Board), and (ii) make a report at the end of the year.
- e. **Disbursing Treasurer. (Two Year Term)** The Disbursing Treasurer shall ensure that funds are paid out of the organization with in compliance with the bylaws and organizational policies, keep accurate records of all disbursements, and coordinate with the Collecting Treasurer to: (i) present a financial report at every meeting (or as requested by the Executive Board), and (ii) make a report at the end of the year.
- f. **Class Parent Liaison. (One Year Term)** The Class Parent Liaison is responsible for serving as the key communicator to the Class Parents and any additional responsibilities assigned by the board.
- g. **Membership Engagement Chair. (One Year Term)** The Membership Engagement Chair is responsible for engagement and recruitment of volunteers and providing communication to the membership as directed by the President and the board and any additional responsibilities assigned by the board.

*Rationale: (Article VI, Section 4 f and g) The HSA should be actively engaged in succession planning so we are always developing our future leaders. Opening up more opportunities to serve on the HSA Board brings more assistance to the current board roles. The Bylaw Revision Committee and the HSA Board suggest elevating the Class Parent Liaison role to a board position. As contemplated by the Bylaw Revision Committee the Membership Engagement Chair would assist with other communication and volunteer recruitment activities as directed by the President.*

**Section 5—Nominations and Elections.** The organization will conduct an election of officers at its regular meeting in May. The Elections Committee will present the nominees at least two weeks prior to the May meeting. Election Committee members may not be a candidate for office and shall not advocate for candidates to the membership. The election of the officers shall be held at the May meeting by ballot counted by the Election Committee Chair and overseen by the faculty members and Building Principal. If, however, there is only one candidate for any office, election may, upon motion from the floor, proceed by voice and vote. 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 on July 1<sup>st</sup>.

Rationale: (Article VI, Section 5) Changes the name Nominations Committee to Election Committee as the role is not to nominate but to oversee the election process. The Election Committee will oversee elections as the seated officers of executive board members may consist of candidates for election. Maintains HSA Executive Board as an objective entity in the election process. Clarifies timeline and process for elections. Specific details of election procedures are to be outlined in a Standing Rule.

**Section 6—Removal.** Officers may be removed from office with cause upon a vote of two-thirds of the members present at a regular or special meeting. Written notice must be provided to all members at least two weeks prior to such a vote.

Rationale: (Article VI, Section 6) Clarifies timeline and process for the vote for removal from office. Language for this section was followed from other sample parent association bylaws.

**Section 7—Vacancies.** If an officer, other than President vacates or is removed from their position prior to the end of its term, the remaining members of the Executive Board will select their replacement. If the President vacates or is removed from their position prior to the end of its term, the Vice-President of Programming will serve as Interim President until the next regular meeting of the organization, when the members shall elect a replacement.

Rationale: (Article VI, Section 7) Clarifies that the HSA will appoint vacancies to the Executive Board with the exception of the role of President which will be occur through a special election by the membership.

## Article VII – Executive Board

**Section 1—Duties.** The duties of the Executive Board shall be to transact and supervise the necessary business of the organization, create standing rules and policies, create committees or subcommittees, prepare and submit a tentative budget for approval by the membership of the organization, approve all expenses, and prepare reports and recommendations to the membership.

Rationale: (Article VII, Section 1) As addressed in prior proposed bylaws.

**Section 2—Members.** The Executive Board shall consist of the officers of the organization. No member may hold more than one position on the Executive Board.

Rationale: (Article VII, Section 2) Clarifies that the HSA Board members will hold only one role. Eliminates suggestion from prior bylaw proposals of references to the Principal as this is not a voting membership role. Eliminates the suggestion from prior proposal that HSA maintain a role for a past-president.

**Section 3—Meetings.** The Executive Board shall meet on an as-needed basis. An emergency meeting may be called by any member of the Executive Board on seventy-two hours notice to all other members. The Executive Board may take action without a meeting upon unanimous written consent of the Executive Board members.

Rationale: (Article VII, Section 3) As addressed in prior proposed bylaws. Purpose of this language is to call for an emergency meeting of the board when a matter of immediate concern arises. Allow for 72 hours notice so volunteers can plan around other responsibilities.

**Section 4—Quorum.** Half the number of board members plus one constitutes a quorum of the Executive Board.

Rationale: (Article VII , Section 4) As addressed in prior proposed bylaws.

### **Article VIII – Parliamentary Authority**

Robert's Rules of Order (as amended or revised from time to time) shall govern the organization in all cases to which they are applied unless inconsistent with these bylaws.

Rational: Moves Parliamentary Authority from Article IX to Article VIII

### **Article IX – Standing Rules**

Standing rules and policies may be recommended, approved, or modified, by the Executive Board or the members. The Executive Board reserves the right to revoke Standing Rules when they are deemed obsolete to organization operations. Executive Board issues final approval on all Standing Rules.

Rational: Moves reference to Standing Rules from Article XII to Article IX. Standing Rules document in future should be attached in one package set of Bylaws and Standing Rules. Standing Rules address item already developed by Brookdale HSA such as guidelines for grade 6 activity fundraising and could also address other items. The Bylaw Revision Committee has suggestions for a Social Media policy for Standing Rules and would like to make suggestions for that when the board is ready to address such.

## **Article X – Amendments**

These bylaws may be amended upon a vote of two-thirds of the members present at a regular or special meeting. Written notice of the proposed amendment must be provided to all members at least two weeks prior to such a vote. Should the Organization initiate a complete revision to its existing bylaws, the Bylaw Committee consisting of representatives of the membership will bring forth the new Brookdale HSA Bylaws with at least two weeks prior notice of a vote of the membership. Approval of a completely new set of Brookdale HSA Bylaws requires a two-thirds vote of the members present at a regular or special meeting.

## **Article XI – Committees**

**Section 1—Membership.** Committees may consist of members and Executive Board members. Committee chairs or co-chairs shall be chosen by the Executive Board.

*Rational: (Article XI, Section 1) Removes reference to executive board members chairing committees. Committee leadership is a means to grow future leaders. Committee leadership transition planning should be incorporated into the Standing Rules so that there is a plan to develop these potential leaders and so they are more likely to be willing to volunteer. Actively recruiting and training volunteers will help to alleviate need for board members to chair committees.*

**Section 2—Standing Committees.** The organization shall maintain the following standing committees: (i) Election; (ii) Bylaws;

*Rational: (Article XI, Section 2) Provide greater flexibility to the board and membership. Addresses only standing committees that are necessary for the general operations of Brookdale HSA. Language for remaining committees in existence can then be addressed through the creation of a Standing Rule. The Brookdale HSA Executive Board is then provided the flexibility to change or modify the committee titles and structure without the need to address each evolving need through bylaw amendment procedures. Removes reference to executive board members chairing committees. Move all existing language that directs activities and responsibility of committee chairs to Standing Rules. See section 3.*

**Section 3—Special Committees.** The board may create additional committees or subcommittees as needed.

**Section 4—Election Committee.** The Election Committee shall be responsible for coordinating the organization’s recruitment efforts, shall assemble and present a list of Executive Board candidates at least two weeks prior to the May meeting and then oversee Officer elections in May. The committee shall consist of not less than three and no more than five members.

Rational: (Article XI, Section 4) Changed name of Nominations Committee to Election Committee as identified in Article 5, Section 5. Addresses the number of committee members.

**Section 5—Bylaws Committee.** The Bylaws Committee shall review the organization’s bylaws and policies and report its recommendations, if any, to the Executive Board. The Brookdale HSA Executive Board will receive the recommendations for revisions from the Bylaw Committee and will be provided with the opportunity for input. The Bylaw Committee will then present the proposed Bylaw revisions to the membership inclusive of the executive board position on the revisions. The membership will vote upon the bylaw revisions in accordance with Roberts Rules of Order. Bylaws will be adopted in a three year cycle. Should no recommendations come forth for bylaw revision the existing bylaws remain in effect until which time the packet can be re-adopted. The HSA Board may direct member questions regarding bylaws or address amendment processes to the Bylaw Committee as the need arises.

## **Article XII– Finances**

**Section 1—Fiscal Year.** The fiscal year of the organization shall run from August 31st through July 30<sup>th</sup>.

**Section 2—Budget.** The Executive Board shall prepare a tentative budget and present it to the members for approval by the last meeting of the school year.

Rational: (Article XII, Section 2) Allow for board transition of roles to occur over the summer months and related budget assessment and development to occur concurrently. Follow budget notification scheduled for membership voting as specified in Article IV, Section 3. Allowing for transition process to be respectful of parenting and career demands of HSA volunteers during the months of May and June. This timeline appears to be in conjunction with the activities for the 18-19 Brookdale HSA Executive Board.

**Section 3—Check Writing Authority.** Two authorized signatures shall be required on all checks over the amount of \$2,000. Authorized signatories may include the President, either of the Vice-Presidents, and the Disbursing Treasurer.

Rational: (Article XII, Section 3) Protects Brookdale HSA by requiring for dual signatures when expenditure is in excess of \$2,000 but also provides for flexibility for disbursement of funds less than this. Prior amount listed read as in excess of \$400 with approval of the general membership. Considering this change in light of routine expenses for events where vendor contracts exceed \$400 but membership vote for each situation is not necessary. Annual expenditures for items such as school assembly speakers and large scale events are inclusive of the previously approved budget by the membership.

**Section 4—Contracts.** Authority to sign contracts binding on the organization is limited to the President or the President’s designated Board Member.

Rational Continued for Article XI: All other prior financial language in bylaws have been eliminated as it seems many of these are requirements of The State of New Jersey and are redundant upon existing obligations of the board. The board is provided with the flexibility to consider where these items are best to live within governing documents such as the Standing Rules.

### **Article XIII – Conflict of Interest**

**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; and
- 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.

[Rationale: \(Article XIII\) Legal compliance language appropriate for an association such as Brookdale HSA as addressed in prior proposed bylaws.](#)

#### **ARTICLE XIV FACULTY REPRESENTATIVES**

**Section 1.** The Principal shall be an ex-officio member of the executive board, 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 HSA and report on matters or developments of interest to both groups.

#### **ARTICLE XV DISSOLUTION**

**Section 1.** The organization may be dissolved within fourteen days' notice upon a two-thirds approved vote of the membership.