

Oak View Home & School Association Bylaws – revised July 2017

Article I - Name

The name of the organization shall be The Oak View Home and School Association. It is a recognized 501 (c) 3 Non-Profit organization within the state of New Jersey. The organization is a member of the Bloomfield Home and School Council and the representatives hereinafter designated shall represent the Association.

Article II - Purpose

The Association is organized for the purpose of supporting the education of children attending Oak View Elementary School by fostering relationships among the school, parents, teachers and community.

Article III - Members

Section 1. Any parent, guardian or other adult standing in loco parentis for a student at the school and is willing to uphold its policies and subscribe to its bylaws may be a member and shall have voting rights upon payment of dues. Current teachers and staff of Oak View Elementary may become limited voting members of the Association upon payment of dues in an amount set forth by Members of the Association. A maximum of two (2) meeting agenda votes per dues-paying family and one (1) meeting agenda vote per staff member shall be allowed. In addition, each dues-paying family will be afforded one (1) nomination and vote per open office on election years.

Section 2. Dues, per family and per current Oak View staff member will be established by membership vote per year. A parent, guardian, or other adult standing in loco parentis for a student at the school must have paid his or her dues before an HSA meeting to be considered a member in good standing with voting rights. Current Oak View staff members who are paid in full before an HSA meeting are afforded the same rights as members serving as loco parentis with the exception of election voting privileges. In addition, all Officers, Officer Candidates, Committee Chairs, and Classroom Parents must be dues-paying members in order to continue in their governing or chairing position. Failure to pay membership in full may result in removal from office or position.

Article IV – Officers and Elections

Section 1. Officers. The Officers shall be a President, Vice President, Treasurer, Recording Secretary, and Corresponding Secretary. Each position has a term of two (2) consecutive years with no person holding the same office for more than one (1) consecutive term. General duties for each position include, but are not limited to, the following:

- a. President.** The President 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 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. In addition, the President is responsible for supplying the

Oak View Home & School Association Bylaws – revised July 2017

Recording Secretary with the meeting agenda at least one (1) week prior to a scheduled meeting and serves as an authorized additional signer, with the Treasurer, on all checks drawn from the HSA accounts and will maintain a signature card at the bank. The President may serve as a Committee Chairperson of no more than one (1) additional Committee unless need arises and a Chairperson cannot be found after exhausting all search methods available.

- 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. In addition, the Vice President shall be a member of, but not Chairperson of, the Finance Committee.
- c. Treasurer.** The Treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the Executive Board and/or membership. He or she will present a financial statement at every meeting and at other times of the year when requested by the Executive Board, and make a full report at the end of the year. He or she will also serve as a member, but not Chairperson, of the Finance Committee and will cooperate with Committee audits, provide surplus numbers and budget outlook at the fiscal year end to membership, and report on whether suggested expenditures can be covered by HSA funds. The Treasurer may serve as a Chairperson on other Committees, so long as said Committee's sole purpose is not fundraising.
- d. Recording Secretary.** The Recording Secretary shall keep all records of the organization (paper and digital), takes and records minutes of all regularly scheduled and special meetings, and prepares and distributes agenda and meeting notices within reasonable timeframes to membership via the Going Green system. The Recording Secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings. In the absence of the President and Vice President, the Recording Secretary shall preside over meetings. In addition, he or she is responsible for the proper filing and recording of all minutes and agendas and the creation, preparation, proofing, printing, and distribution of the yearly HSA trifold. For recording purposes, like the Treasurer and Vice President, the Recording Secretary shall be a member of, but cannot chair, the Finance Committee.
- e. Corresponding Secretary.** The Corresponding Secretary shall attend to all incoming and outgoing correspondence of the Association. In addition, he or she shall be responsible for updating the Going Green email database and for distribution of all HSA sanctioned flyers and notices via email. He or she is also responsible for making gift purchases throughout the year, utilizing earmarked funds. The Corresponding Secretary is also in charge of all Class Parent communication, including the distribution of class lists, tax-exempt forms and event and money collection information. In the absence of the Recording Secretary, the Corresponding Secretary shall assume his/her duties.

Section 2. 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 two hundred dollars (\$200.00) in the absence of the approval by the general membership, provided that payment of such bills and expenditures, in the opinion of the majority of the Officers, must be made before the next general meeting, and further provided that all information regarding such expenditures be included in the President's report at the next general meeting.

Oak View Home & School Association Bylaws – revised July 2017

Section 3. Nominations and Elections. Elections will be held for all Officers whose terms expire at the end of the current fiscal year. In February of a regular election year, the Nominating Committee shall present one (1) nominating petition to each dues-paying family. Each dues-paying family will be allowed to nominate one (1) person for each available office with no one person being permitted to have his or her name on the ballot for more than one (1) office. Having secured, in advance, the consent of the top three (3) individuals nominated for each office, the Nominating Committee will present the final ballot at the March regular meeting of the Association. Upon approval of the ballot by a majority of a quorum of eligible voting members present at that meeting, the nominating Committee shall distribute paper copies of official ballots to each dues-paying family. Each dues-paying family may cast their vote for one (1) individual for each open office.

All Officers shall be elected by paper ballot. All completed and returned ballots will remain in the school's office to be opened, recorded, and witnessed by at least three (3) eligible voting members, including Chairperson(s), of the Nominating Committee. The results of said elections shall be announced at the regular April meeting of the Association. It is provided, however, that if there is but one candidate for any office, by motion from the floor, election may be 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.

Elected Officers shall be officially announced at the regular June meeting of the Association. The Officers shall assume their official duties at the beginning of the fiscal year on July 1st.

Section 4. Eligibility. Members are eligible for office if they are voting members in good standing at least fourteen (14) calendar days before the nominating Committee presents its nominating petition. Nominees for President must have successfully chaired or co-chaired at least one (1) Committee prior to holding office.

Section 5. Terms of Office. Officers are elected for a term of two (2) years. No person shall hold the same office for more than one (1) consecutive term. Each person elected shall only hold one (1) office at a time.

Section 6. Vacancies. If there is a vacancy in the office of President, the Vice President will become the President. At the next regularly scheduled meeting, nominees for Vice President will be presented and a ballot drawn up and distributed to be voted on by membership before the next regular meeting. If there is a vacancy in any other office, eligible voting members will fill the vacancy via the same ballot method.

Section 7. Removal from Office. Officers can be removed from office for cause by a two-third (2/3) 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 (1/4) 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 a majority vote, may suspend such person, effective immediately, pending a vote of the general membership.

Oak View Home & School Association Bylaws – revised July 2017

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 at a special Executive Board meeting.

The status of a person as a member of the Association shall not be affected solely by reason of removal or suspension from office and/or Committee.

Article V – Meetings

Section 1. Regular meetings of the Association shall be held at the School on the designated dates agreed upon by the Executive Board. There will be a minimum of six (6) meetings per academic year. The Recording Secretary will notify the members of meeting dates in a flyer sent electronically, via Going Green, at least one (1) week prior to a meeting. Any member wishing to place a topic on the meeting agenda must notify the Recording Secretary no later than ten (10) days before the scheduled meeting date.

Section 2. Special meetings may be called at the discretion of the Executive Board. Prior notice of such meetings must be given to the Association at least forty-eight (48) hours prior to being held. Such notice shall be sent electronically via Going Green.

Section 3. The quorum necessary to conduct regular business of the Association at a regular meeting shall be ten (10) members in good standing, provided that at least three (3) of these persons are currently serving as Chairpersons of Committees and are not current elected Officers.

Section 4. Each member serving as loco parentis of a student at Oak View is entitled to one (1) vote at regular meetings with a maximum of two (2) votes per dues-paying family. Current Oak View teachers and staff are allowed one (1) meeting agenda item vote. Voting will be taken by a show of hands and recorded by the Recording Secretary in the meeting minutes.

Article VI – Executive Board

Section 1. Membership. The Executive Board shall consist of the Officers of the Association, the principal of the school, and the immediate past President of the Association, if not currently serving as Parliamentarian.

Section 2. Duties. The duties of the Executive Board shall be to transact necessary business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary Committees, approve plans of work of Committees, ensure all financial statements are in order and are filed properly, prepare and submit a budget to the membership for next fiscal year for approval by membership, approve routine bills, and prepare reports and recommendations to the membership.

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.

Oak View Home & School Association Bylaws – revised July 2017

Article VII – Committees

Section 1. Membership. Committees may consist of members and board members, with the President acting as the ex officio member of all Committees. The President may serve as Chairperson of one (1) Committee unless there is no available chair for additional Committees after an exhaustive search. In addition, the Treasurer may not chair Committees that have the sole purpose of raising money.

Section 2. Standing Committees. The following Committees shall be held by the organization: Family Basketball Night, Basketball, Pep Rally, Fall Social, Winter Social, Spring Social, Fun Friday, Playground, Finance, Nominating, Hospitality, Sixth Grade Graduation, Sixth Grade Yearbook, Bulletin Boards, Special Services, Arts, Enrichment, Health & Wellness, Garden, Library, Scholarship, Membership, Fall Fundraiser, Winter/Spring Fundraiser, Holiday Shop, Someone Special, Major Fundraiser, Spirit Wear, Community Rewards, School Store FUNraising, and After School Explorers.

All Committees, unless otherwise noted, shall consist of a Chairperson(s) and Committee members. Any Committee that raises or exchanges money must have at least two (2) members for auditing purposes. Chairperson(s) are selected by Officers of the Association following a volunteer sign-up process. Descriptions of general duties of each Committee are attached to this document and are distributed at time of yearly sign-up in the spring (see attachment). 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. It is encouraged that, on election years, both the incoming and outgoing Executive Board work together to draft Volunteer Sign-Up Sheets & General Duties.

Each Committee Chairperson(s) 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 Vice President 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. A Chairperson, along with the collaboration of the Executive Board, is responsible for the final decision as to what events or basic fundraisers entail, with the exception of the Association's major yearly fundraiser, which goes to a vote before membership at the regular May meeting.

The creation, duties and/or disbandment of each Committee shall be subject to review by the Executive Board and final approval must be made by the members of the Association.

Section 3. Special Committees. All special Committees shall be appointed by the President, with the approval of the Executive Board.

Article VIII – Finances

Section 1. A tentative budget for the next fiscal year shall be drafted by the current Officers of the Association. In election years, it is strongly advised that both exiting and incoming Officers be present for the drafting process. Such proposed budget must be presented at the regular May meeting for review by members, shall be posted in the school office by May 15th and will be included in Going Green Correspondence along with May's minutes. Proposed budget is to be voted on and approved by the majority of members present at the regular June meeting of the Association.

Oak View Home & School Association Bylaws – revised July 2017

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

Section 3. The Treasurer and President serve as the only two authorized signers of all checks drawn from the Association's bank accounts.

Section 4. The Treasurer shall prepare financial statements for routine audits by the Finance Committee.

Section 5. 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 should be filed in the appropriate place so it is easily accessible if needed.

Section 6. Upon the 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 7. The fiscal year of the Association shall commence on July 1st of the calendar year and shall end on June 30th of the following calendar year.

Section 8. 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.

To ensure accurate bookkeeping, all reimbursement requests and deposits should be submitted to the Treasurer no later than seven (7) days following event or fundraiser close. All requests and deposits should be submitted, with original documentation and receipts where applicable, along with the appropriate Treasurer form to ensure proper payment and/or deposit. It is encouraged all purchases be made with the use of the Tax Exempt Form so that full benefit of funds can be achieved.

Article IX – Parliamentary Authority

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws and any special rules adopted by the Association.

Article X – Standing Rules

Standing rules may be approved by the Executive Board, and the Recording Secretary shall keep a record of the standing rules for future reference.

Article XI – Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds (2/3) vote of those present at the meeting.

Oak View Home & School Association Bylaws – revised July 2017

Upon the dissolution of the organization, assets shall be distributed for one or more except purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of New Jersey in the county in which the principal office of the organization is then located exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XII – Amendments

These bylaws may be amended at any regular meeting, providing that previous notice of at least two (2) weeks was given in writing or electronically via the Going Green system to all members of the organization. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

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 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.

Oak View Home & School Association Bylaws – revised July 2017

- 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.**
 - i. 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.
 - ii. The Chairperson of the Executive Board shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. 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.
 - iv. If a more advantageous transaction or arrangement is not reasonable 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 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 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 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 that 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;

Oak View Home & School Association Bylaws – revised July 2017

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.

Sections 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:

- 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 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.

Oak View Home & School Association Bylaws – revised July 2017

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.