

BY-LAWS OF GEORGE WASHINGTON MIDDLE SCHOOL HSA, INC.

As restated and amended on May 29, 2018

ARTICLE I: NAME

The name of the corporation is the GEORGE WASHINGTON MIDDLE SCHOOL HSA, Inc. ("the Foundation").

ARTICLE II: MISSION AND PURPOSES

The mission of the Foundation is (1) to provide for closer relationships among parents of children attending George Washington Middle School ("GWMS") in Ridgewood, New Jersey and the teachers and administrators of GWMS, (2) to raise funds to enhance the educational opportunities of students attending GWMS and (3) to foster and promote innovative approaches for excellence in education at GWMS.

Therefore, the purpose of the Foundation is:

- To encourage, solicit, seek and accept contributions of services and of money and property, real and personal, tangible and intangible, restricted, designated or unrestricted, and to maintain, use and apply the whole or any part thereof (income and principal) to or for the benefit of public school children attending GWMS.
- To seek, and to assist others to seek, grants, endowments and other contributions from individuals, corporations, foundations, and local, state and federal governments, their agencies or commissions.
- To enter into contracts with other persons and corporations under which the Foundation would carry out any and all of the above activities for the Foundation.
- To carry on any activity and to deal with and expend any such property or income there- from for any of the foregoing purposes, without limitation, except such limitations, if any, imposed upon the use of such property, or any portion thereof, by the donor, the Certificate of Incorporation, or any other limitation prescribed by law, provided that no activity shall be such as is not permitted by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and contributions to which are deductible under Section 170(c)(2) of such Code, and that the Foundation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in, or participate in, any political campaign on behalf of any candidate for political office, and provided, further, that no part of the net earnings of the Foundation shall go or inure to the benefit of any member, director or private individual.

ARTICLE III: MEMBERS

1. Qualification of Members. All parents and legal guardians of children enrolled at GWMS and all teachers and administrators of GWMS shall be members of the Foundation ("Members"). Contributions and membership dues will be solicited from Members, but are not required to be paid in order to maintain membership.
2. Meetings; Voting; Approval of Business.
 - A. Meetings of the Members shall be held monthly, September through November and January through May. Officers of the Foundation shall be elected during or prior to the May meeting (the

"Annual Meeting"). The President (as hereinafter defined) may call other meetings of the Members for any purpose. All meetings of Members shall be preceded by a notice of meeting given or published at least ten (10) days prior thereto. Publication of the yearly schedule of meetings in the GWMS Student Directory and/or on the GWMS website shall be deemed adequate notice of meetings.

- B. At each meeting of the Members, ordinary business shall be conducted by those Members present (no minimum number shall be required to constitute a quorum). The vote of a majority of the Members present shall be necessary to approve any matter brought before the meeting, including, but not limited to, the approval of the annual budget and the adoption of any Extraordinary Item (as hereinafter defined). Prior to voting on the annual budget for the following year, the proposed budget shall be disseminated to all Members by any or all of the following: (a) prominent publication on the GWMS website, (b) distribution via email to all Members who have provided an accurate email address or (c) written notice mailed to all Members. Prior to voting on any Extraordinary Item, notice shall be disseminated to all Members in the manner set forth in Section 3.3 hereof.
3. Extraordinary Items. If an Extraordinary Item (as hereinafter defined) is proposed, before any Meeting of Members is called for purposes of voting on such Extraordinary Item, notice of such Extraordinary Item shall be disseminated to all Members in advance of such Meeting. Notice shall be given by any or all of the following: (a) prominent publication on the GWMS website, (b) telephone call to all Members, (c) distribution via email to all Members who have provided an accurate email address or (d) written notice mailed to all Members. Once notice has been given to Members, those not attending the Meeting shall be deemed to have no objection, and the motion to approve the Extraordinary Item can be put to a vote among those Members present at the meeting. A vote of a majority of such Members present shall be necessary to approve the Extraordinary Item. An Extraordinary Item shall include (a) any motion to allocate in excess of \$2,500 for an item not included in the pre-approved budget, (b) a motion to significantly alter policies of the Foundation or (c) any motion deemed by the President, in his/her best judgment, to be outside of the ordinary course of business of the Foundation. A motion to amend the By-Laws of the Foundation shall be governed by the provisions set forth in Article VII hereof.
4. Voting Rights. Each Member of the Foundation shall have the right to cast one vote on any matter brought for vote before the Members. No Member may appoint a proxy to cast his or her vote.

ARTICLE IV: BOARD OF TRUSTEES – INTENTIONALLY OMITTED

ARTICLE V: EXECUTIVE BOARD; OFFICERS

1. Executive Board. The Foundation shall have an Executive Board which shall be comprised of the Officers of the Foundation and the principal of GWMS. The Executive Board shall meet at the call of the President and/or any Officer of the Foundation to conduct the affairs of the Foundation between meetings of the Members. Any and all action taken by the Executive Board shall be subject to ratification by the Members of the Foundation at the next scheduled Meeting.
2. Identification of Officers. The Officers of the Foundation shall be a President, a Vice- President, a

Secretary, a Treasurer, and two Planning & Development Coordinators (hereinafter referred to as "P&D Coordinator A" and "P&D Coordinator B", and collectively as "P&D Coordinators"), and such other officers as the Executive Board may from time to time determine (the "Officers").

3. Terms and Elections of Officers:

- A. The Officers shall be elected each year at the Annual Meeting of the Foundation or at such other GWMS event occurring during the month of May in which the largest number of Members are present. Except as otherwise provided herein, the Officers shall hold office for a one (1) year term beginning June 1 of the year of election, or until their successors are elected. The Treasurer's term shall begin on July 1.
- B. The Vice-President, Secretary, Treasurer and P&D Coordinator B shall be elected each year.
- C. The Vice-President shall serve one year in that office and shall automatically succeed to a one (1) year term as President. P&D Coordinator B shall serve one year in that office and shall automatically succeed to a one (1) year term as P&D Coordinator A.
- D. Any member is eligible to hold office, but no person shall hold more than one office at a time; and no one shall be eligible to succeed him/herself for the same office more than once.
- E. Nominations shall be made either by the Nominating Committee or by any Member. No Member may be nominated for any office by other than the Nominating Committee unless the Member making the nomination submits to the Secretary of the meeting a written consent to serve if elected, signed by the person nominated.
- F. Voting shall be done by hand or electronic ballot.

4. Powers and Duties of Officers:

- A. The Officers of the Foundation shall perform duties and exercise the powers usually incident to the offices or positions held by them respectively and/or such other duties and powers as may be assigned to them from time to time by the President, a majority vote of the other members of the Executive Board or by a majority vote of all Members.
- B. The President shall preside at all meetings and shall have and exercise general charge and supervision of the affairs of the Foundation. The president shall update weekly and/or as needed the Members of the Foundation through E-News with relevant information pertaining to the various ongoing activities and events offered by GWMS and the HSA. The President is responsible for sending and distributing all communication to the Member of the Foundation. The President shall serve as a non-voting, ex officio member of all committees, with the exception of the Nominating Committee, to which he/she may or may not be invited. Except as otherwise provided herein, the President, with the approval of the other Officers, shall appoint the chairperson of each committee ("Committee Chairperson"). The President or his/her delegate shall represent the Foundation at all meetings of the Federated Home and School Association.
- C. At the request of the President, or in the event of his/her absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President. The Vice President shall coordinate and maintain the GW Store, shall work in conjunction with the President, and shall have the responsibility of ensuring that the Officers adhere to the By-Laws of the Foundation. The Vice-President shall oversee the production of the GWMS Student Directory each year and shall have the responsibility of ensuring that the Officers adhere to the By-Laws of the Foundation.

- D. The Secretary shall have charge of such books, documents and papers as the Executive Board may determine and shall have the custody of the corporate seal. The Secretary shall perform all duties incident to the office of Secretary subject to the control of the Executive Board. The Secretary shall prepare minutes of all meetings of the Foundation and shall publish such minutes on the GWMS website. The Secretary shall maintain records of all meetings of the Foundation. The Secretary shall be responsible for preparing and disseminating the notice of any Extraordinary Item in the manner set forth in Section 3.3 hereof. The Secretary shall maintain a library of GWMS directories for the past five years. The Secretary is responsible for all correspondence and to maintain the By-Laws.
- E. The Treasurer shall maintain custody of all funds, property and securities of the Foundation, subject to such regulations as may be imposed by the Executive Board. The Treasurer's responsibilities include, but are not limited to: keeping complete and accurate books and records; maintaining and balancing the Foundation's checking account; paying all invoices; preparing a monthly treasurer's report before each meeting of the Members which details all expenses and income and gives the current bank balance; filing all reports and tax returns required by federal, state or local law; renewing the raffle license every two years with the State of New Jersey; preparing a budget for the following fiscal year, with the assistance of the other Officers; presenting the budget to the Members at the April meeting and coordinating the voting process for approval of the budget at the May meeting of the Members. With the approval of the Executive Board, the Treasurer also shall maximize the amount of interest income earned by investing any excess cash in either an interest bearing checking account or in a Certificate of Deposit. The Treasurer shall perform any other duties incident to the office of Treasurer. Checks in amounts of \$1,000 or more may be signed solely by the Treasurer. Checks in excess of \$1,000 must be signed by the Treasurer and by one other Officer. Payments shall not be made via wire transfer unless an exception is granted by the President. If an exception is granted, both President and Treasurer must be present at bank to conduct the transfer. The Treasurer shall disburse funds for any Extraordinary Item if and only if the procedures set forth in Sections 3.2.B and 3.3 hereof have been satisfied.
- F. The P&D Coordinators shall preside at all meetings of the Planning & Development Committee, as such committee is defined in Article VI hereunder. The P&D Coordinators shall report to the Officers and Members the findings and recommendations of the Planning & Development Committee on the issues of long and short range fundraising plans and objectives and shall perform such duties as may be assigned by the Executive Board.

5. Resignations; Removal from Office; Vacancies.

- A. Any Officer may resign at any time by written resignation delivered to the President, and if the President is rendering his/her resignation then such notice of resignation shall be delivered to the Vice President.
- B. After thirty (30) days' prior written notice, and after an opportunity to be heard on the issues, any Officer may be removed from office, with or without cause, by the affirmative vote of a majority of the Members present at the next regularly scheduled meeting of the Foundation.
- C. In the event a vacancy of any office occurs, the office shall be filled by a majority vote of the remaining members of the Executive Board and confirmed at the next regularly scheduled meeting of the Foundation.

6. No Compensation; Exempt Organization Certificate. No Officer shall receive any compensation, directly

or indirectly, for serving as an Officer of the Foundation. However, the Foundation shall reimburse an Officer for any reasonable, pre-approved expenses attributable to the Foundation's operations and incurred by such Officer. The Foundation shall not reimburse an Officer for any sales and use taxes paid. To avoid the imposition of such taxes, the Officer should furnish any vendor of goods or services with the Foundation's Exempt Organization Certificate (Form ST-5) which can be found on the GWMS website or obtained from an Officer of the Foundation.

ARTICLE VI: COMMITTEES OF THE FOUNDATION

1. Committees Generally.

- A. The Executive Board shall designate committees as it deems necessary and desirable to carry out the functions of the Foundation. The President, with the approval of the other Officers, shall appoint the chairperson of all standing and special committees except for the Nominating Committee and the Planning & Development Committee. The Executive Board shall post a list of committees, each Committee Chairperson and the duties of each committee in the GWMS Student Directory and/or on the GWMS website.
- B. The Committee Chairpersons shall coordinate the activities of their respective committees and shall appoint such additional members to their respective committees as they deem necessary or desirable.
- C. The Committee Chairperson shall be responsible for the administration of the Committee's budget. All Committee Chairpersons shall maintain financial records and reports of their duties and activities and shall furnish such records to their successor.
- D. No Committee Chairperson or committee member shall receive any compensation, directly or indirectly, for performing any services on behalf of the Foundation. However, the Foundation shall reimburse a Committee Chairperson or committee member for any reasonable, pre- approved expenses attributable to the Foundation's operations and incurred by such person. The Foundation shall not reimburse a Committee Chairperson or committee member for any sales and use taxes paid. To avoid the imposition of such taxes, such person should furnish any vendor of goods or services with the Foundation's Exempt Organization Certificate (Form ST-5) which can be found on the GWMS website or obtained from an Officer of the Foundation.

2. Nominating Committee.

- A. There shall be a Nominating Committee.
- B. The Nominating Committee shall consist of five Members which shall include the prior year's President, two Members elected by the Members at a Meeting designated for such purpose and two additional Members appointed by the President prior to the first meeting of the Nominating Committee. The prior year's President shall serve as chairperson of the Nominating Committee. In the event that the prior year's President is unable to serve as chairperson, the then residing President shall appoint one of the Nominating Committee members to serve as chairperson. The President and the Nominating Committee shall use their best efforts to ensure that the Nominating Committee includes at least one member from each of the sending elementary schools.

- C. During the third quarter of the school year, the Nominating Committee shall meet to discuss potential candidates to serve as Officers for the next succeeding year's Executive Board. The list of potential nominees shall be presented to the GWMS principal for his/her review.
 - D. The Nominating Committee shall use its best efforts to nominate Vice Presidents on a rotating basis to ensure that the Executive Board contains at least one Officer from each of the sending elementary schools. The Nominating Committee shall also nominate two Members for the succeeding year's Nominating Committee, which shall include one returning Member from the current year's Nominating Committee.
 - E. No one from the Nominating Committee may be placed in nomination for the Executive Board for the following year. No one may serve on the Nominating Committee for more than two (2) consecutive years.
 - F. Once the Nominating Committee selects a slate of nominees to serve on the Executive Board for the next succeeding year and prior to a vote by the Members, the Nominating Committee shall give notice of such slate to the Members by any or all of the following: (a) prominent publication on the GWMS website, (b) presentation to those Members present at the April meeting of the Foundation, (c) distribution via email to all Members who have provided an accurate email address or (d) written notice mailed to all Members.
 - G. The President shall present the slate of nominees selected by the Nominating Committee to the Members for a vote at the Annual Meeting of the Foundation or at such other GWMS event occurring during the month of May in which the largest number of Members are present. A majority of the votes cast by the Members attending such meeting or other event is necessary to elect a nominee to assume the office for which he/she were nominated. In the event of a tie, the outgoing President shall cast the deciding vote.
3. Planning & Development Committee. There shall be a Planning & Development Committee to study the needs of GWMS and make recommendations to the Executive Board. The P&D Coordinators shall preside over the Planning & Development Committee. Membership in the Planning & Development Committee shall be open to all Members of the Foundation. Any and all action taken by the Planning & Development Committee, including, but not limited to the decision to hold fundraisers and how to allocate the funds raised, shall be subject to ratification by the Members.

ARTICLE VII: INDEMNIFICATION OF TRUSTEES AND OFFICERS

Each Foundation Officer, whether or not then in office, and his or her heirs, executors, administrators and assigns, shall be indemnified by the Foundation against all costs and expenses reasonably incurred by or imposed upon him or her, or his or her estate in connection with or resulting from any action, suit, or proceedings civil or criminal, to which he or she or his or her estate shall or may be a party, or with which he, she or it shall or may be threatened by reason, directly or indirectly, of his or her being or having been an Officer of the Foundation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for malfeasance or gross negligence in the performance of his or her duty as such Officer, and shall also be indemnified against any costs or expenses reasonably incurred by or imposed upon him or her, or his or her estate, in connection with or resulting from the settlement of any such action, suit, or proceeding in which such Officer was not liable for malfeasance or gross negligence in the performance of his or her duty as an Officer. The

costs and expenses against which any such Officer shall be indemnified shall be those actually paid or for which liability is actually incurred, irrespective of whether such costs or expenses are taxable costs as defined or allowed by statute or rule of court. An Officer shall not be deemed to have been liable for malfeasance or gross negligence in the performance of his or her duty as an Officer as to any matter wherein he or she relied upon the opinion or advice of legal counsel selected by the Executive Board or acting in any such matter for the Foundation. Such rights of indemnification shall be in addition to any other right with respect to any such costs and expenses to which such Officer may otherwise be entitled against the Foundation or any other person. This Article VII shall be construed to provide Officers of the Foundation with indemnification to the fullest extent provided or permitted by law, regardless of whether an Officer claiming indemnification for expenses of liabilities incurred by or imposed upon him or her by reason of his/her services as such continues to so serve at the time the expenses or liabilities are incurred.

ARTICLE VIII: AMENDMENTS

The Officers of the Foundation shall conduct a formal review of the By-Laws at least every five years from the date such By-Laws were adopted or last amended, and to the extent the Officers deem it necessary, shall propose amendments to such By-Laws. Such proposed amendments shall be consistent with the purpose, objectives and intentions of the Foundation. The By-Laws of the Foundation may be amended by the majority vote of all Members attending any meeting of Members of the Foundation, provided notice of the character of the proposed amendment shall have been given to the Members by prominent publication on the GWMS website, or another form of communication now known or hereinafter invented, at least ten (10) days before such amendment is voted upon.

ARTICLE IX: DISSOLUTION

Upon the dissolution or other termination of the Foundation, no part of the property of the Foundation or any of the proceeds shall be distributed to or inure to the benefit of any private individual, including without limitation, any of the Members or Officers of the Foundation, but all such property and proceeds, subject to the discharge of valid obligations of the Foundation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended, or shall be distributed to the U.S. federal government, or to a state or local government for a public purpose. Any such property not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such exempt purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such exempt purposes.