

BYLAWS OF THE FOREST AVENUE
SCHOOL AND COMMUNITY ASSOCIATION

Adopted December 2014

ARTICLE I

Name

The name of this Association is Forest Avenue School and Community Association (SCA), Inc., of Verona, New Jersey.

ARTICLE II

Objects

Section 1: The objectives of the Association are:

- A. To promote the welfare of children in the home, school and community.
- B. To develop among educators, parents and the general public such united efforts as will secure for all children the highest advantages in physical, intellectual, social and moral education.

Section 2: Programs and activities to promote the objectives of the Association may include but are not limited to:

- A. The exchange of information and opinions among educators, children and parents.
- B. The dissemination of legislative information concerning the educational process.
- C. Educational activities and programs during school and nonschool hours.
- D. Parental participation in school programs and activities.

ARTICLE III

Participation

Section 1: Any individual who is a Parent/Guardian of a student at the Forest Avenue School in grades Kindergarten through 4, or is a member of the administrative, teaching or support staff and who subscribes to the objectives and basic policies of this Association may become a Volunteer Participant, subject only to compliance with the provisions of the Bylaws. Volunteer Participation in this Association shall be available without regard to race, gender, color, creed, sexual orientation or national origin.

Section 2: The Association shall conduct an annual enrollment of Volunteer Participants, through an introductory letter sent to all Forest families during the first week of school.

Section 3: Only Volunteer Participants of the Association shall be eligible to participate in its business meetings. To serve on the Board, first consideration will be given to a Volunteer Participant who is active. An “active” Volunteer Participant is defined as one who has attended at least three (3) ordinary meetings during the school year. If an active Volunteer Participant is not available to fill the elective position, then the Nominating Committee will consider (in order) an active Volunteer Chairperson; a Volunteer Participant.

Section 4: The Volunteer Participation year of this Association shall be from July 1 to June 30.

Section 5: Volunteer Participants have the option of making a Direct Donation to the Forest SCA, but their monetary contribution is voluntary and does not determine inclusion as a Volunteer Participant.

ARTICLE IV

Officers

Section 1:

A. The Executive Officers of this Association, also known as the Executive Board, shall be a President or Co-Presidents, two (2) Vice Presidents, one of Programs and the other of Volunteers, Secretary, General Treasurer and SCRIP Treasurer or Co-Treasurers. These officers shall perform the duties prescribed by these bylaws and as assigned to them from time to time by the Board.

B. Officers shall be elected at the last General Meeting of the school year.

C. The officer shall be elected by a simple majority of those participants present at the last General Meeting.

D. Officers shall assume their official duties at the close of the Board Meeting in June, and shall serve for a term of two (2) years and/or until their successors are elected.

E. No persons shall be elected to serve more than two (2) consecutive terms in the same office.

F. Any elected officer shall be an active participant of the Association and have a child/children currently enrolled at Forest Avenue School.

G. Officers must attend General Meetings and a majority of the ordinary meetings.

H. The officers shall have general supervision of the affairs of the Association between its meetings, fix the hour and place of the Association meetings, make recommendations to the Association, and shall perform such other duties as are prescribed by the Bylaws. The officers shall be subject to the orders of the Association, and none of their acts shall conflict with actions taken by the Association.

I. A majority of the officers shall constitute an Executive Board Quorum and may act on behalf of the Association between meetings.

Section 2: A vacancy occurring in the Executive Board shall be filled for the remaining term by a person recommended by the Executive Board and voted upon by those participants in attendance at the next ordinary meeting. The exception to this rule shall be the vacancy of the Office of President. In such a case, the Vice President of Volunteers shall assume the remaining term of the President.

Section 3: Duties and Powers of Officers

A. President: The President(s) shall preside at all General and ordinary meetings of the Association; shall attend meetings of the Verona Conference of SCAs and meetings of all SCA Presidents of the District; shall speak at the Kindergarten Orientation, Back-to-School Night and all major school and SCA functions; shall serve as a liaison between the SCA and the Principal, and the Board of Education; shall recommend Chairpersons of Special Committees and present their names to be voted upon; shall write a minimum of two (2) newsletter reports per year concerning SCA business and happenings; and shall distribute a written agenda prior to ordinary meetings. The position of President or each Co-President carries one (1) vote.

B. Vice President of Volunteers: The Vice President of Volunteers shall create, update and maintain an electronic label list of all Kindergarten–4th grade Forest families for purposes of distributing information by family (rather than by every student), distribute a package containing all required school forms and information at the onset of the school year; shall be responsible for the collection of voluntary direct donations; shall chair the Nominating Committee; and has the option of attending meetings of the Verona Conference of SCAs meetings.

C. Vice President of Programs: The Vice President of Programs shall prepare in electronic format material for the joint SCA booklet by specific procedure involving meetings with the Principal and President(s) and has the option of attending meetings of the Verona Conference of SCAs meetings.

D. Secretary: The Secretary shall take minutes at each SCA meeting and shall forward a copy of the minutes to the website administrator for posting; shall take minutes at each Board meeting and forward them to the Co-Presidents for distribution to Board members; shall maintain a folder/binder of all recorded and approved minutes and shall amend minutes as deemed necessary by vote.

E. General Treasurer: The Treasurer shall keep accurate financial business records of all receipts and disbursements concerning SCA activities; present the budget at the first General

Meeting of the year, to then be presented for approval of the Association by the President(s), and shall present budget and financial reports at ordinary meetings. Additionally, the Treasurer is responsible to file and keep up to date any government forms required.

F. SCRIP Treasurer: The SCRIP Treasurer(s) shall keep accurate financial business records of all receipts and disbursements concerning SCRIP activities, shall present reports at ordinary meetings.

Section 4: Nominating Committee

A. A Nominating Committee of five (5) members shall be appointed by the Board (as defined below in Article V) at least one (1) month prior to the election. At least two (2) shall be from the Board and the remainder from the Volunteer Participants at large. The chairperson shall be the Vice President of Volunteers. The President(s) may sit on this Committee in an advisory capacity only.

B. The Nominating Committee shall select one (1) candidate for each office to be filled and shall report to the general Volunteer Participants either by bulletin or at a meeting preceding the Annual General Meeting.

C. Following the report of the Nominating Committee, an opportunity shall be given for nominations from the floor.

D. Only those active members of the Association shall be eligible for nomination to the Executive Board either by the Nominating Committee or from the floor. An active member is one who has attended a minimum of three (3) ordinary meetings in the previous calendar year.

Section 5: A vacancy occurring in an office shall be filled for the remainder of the term by a person elected by a majority vote of the remaining members of the Board.

ARTICLE V

Board

Section 1: The Executive Officers of this Association shall constitute the Board.

Section 2: The Board shall have general supervision of the affairs of the Association between its meetings, fix the hour and place of meetings, make recommendations to the Association, and shall perform such other duties as are specified by these Bylaws. The Board shall be subject to the orders of the Association, and none of its acts shall conflict with the action taken by the Association.

Section 3: Regular meetings of the Board shall be held at times approved by the President(s).

Section 4: A majority of the Board shall constitute a quorum.

Section 5: Special meetings of the Board may be called by the President(s) or by a majority of the members of the Board, giving at least 24 hours notice.

Section 6: The Board shall determine at its meetings or via email communication among its members the issues that will be brought to an advisory vote at the following General Meeting.

Section 7: Regular meetings of the Board may be conducted in person or electronically. If a meeting is conducted electronically it must be conducted in a manner wherein all participating Board members may hear or observe the comments of the participants and may simultaneously communicate his or her comments to the participants. Examples of an electronic meeting shall include, but shall not be limited to, a telephone conference call or an e-mail sent to all participants with each participant replying to all members of the meeting.

ARTICLE VI

General Meetings

Section 1: General Meetings of this Association shall be held no less than 2 and up to 6 times during the school year, unless otherwise provided by the Association.

Section 2: Special meetings may be called by the President, Co-Presidents or by the Board. The purpose of the meeting shall be stated in the communication. Except in cases of emergency, at least five (5) days notice shall be given.

Section 3: All Forest SCA Volunteer Participants are welcome to attend the General Meetings.

Section 4: At the General Meetings, issues determined by the Board to be brought to an advisory vote will be discussed. A written explanation of the issue will be distributed at the meeting. A vote by a show of hands will be taken and the number of "yes" and "no" votes will be counted and recorded into the minutes.

Section 5: Only those Volunteer Participants in attendance at the General Meeting at the time of the vote may participate in the voting process; no absentee or proxy votes will be considered.

Section 6: The Board will take the results of the General Meeting vote under advisement and proceed accordingly on the issue. The Board shall not be bound by the outcome of the General Meeting vote.

Section 7: If a Volunteer Participant attending a General Meeting asks to bring a new issue up for a vote, the Board has the final authority to determine 1) if the issue should or should not be voted upon 2) if the vote is ready to be taken at the same meeting 3) if the vote should be postponed to the next successive meeting.

Section 8: The last General Meeting shall be for the purpose of electing officers, and other such business as may properly come before it.

ARTICLE VII

Standing Committees and Special Committees

Section 1: Such Standing Committees shall be created by the Board as may be required to promote the objects and interests of the Association. The Chairpersons of the Standing Committees shall be appointed by the President(s) of the Association. The creation or elimination of a Standing Committee must be approved by a majority vote of the Board at an ordinary meeting.

Section 2: Once Chairpersons have been appointed, the President(s) will work with Chairpersons of all Standing Committees to create a logistics and budget plan for the school year (a.k.a. "Work Plan."). The prior year's Committee Chair will also provide information to the incoming Committee Chair and President(s) describing what worked well or did not work well, and highlighting any issues that created logistical or budget problems.

Section 3: No Committee Work Plans shall be undertaken without the approval of the Board. The Board reserves the right and has final authority to modify Work Plans as it deems necessary during the school year. This includes but is not limited to changes in logistics and changes in the budget.

Section 4: The Chairpersons of Standing Committees shall serve a term of two (2) years, not to exceed two (2) consecutive terms unless the position cannot otherwise be filled, with the exception of the following committees which will have a term of one (1) year: Fourth Grade Farewell, Parent-Teacher Gathering, Parents Night Out, and Prekindergarten Gatherings.

Section 5: All Standing Committee Chairpersons shall review and be familiar with the Standing Rules of these Bylaws.

Section 6: The power to form special committees rests with the Executive Board. The Chairperson(s) are appointed by the President(s). The Committee is formed for a specific purpose.

Section 7: Budget Committee

A. The Budget Committee shall be chaired by the General Treasurer and consist of the President(s), Vice President of Volunteers, Vice President of Programs, Secretary, SCRIP Treasurer(s), and two (2) active Volunteer Participants at-large.

B. The Committee shall formulate a budget for the next school year to be presented to the Association at the first General Meeting in September.

Section 8: Needs Assessment Committee

A. The Needs Assessment Committee shall be chaired by the General Treasurer and consist of the President(s), the Principal, two (2) faculty members and two (2) active Volunteer Participants at-large.

B. The Committee shall meet to discuss the needs of the school and make recommendations to the Executive Board for the disbursements of funds to be voted upon on or before the last ordinary meeting.

Section 9: The President(s) shall be an ex-officio member of all committees.

ARTICLE VIII

Conference Membership

Section 1: This Association shall be a member of the Verona Conference of SCAs, Incorporated (School and Community Associations).

Section 2: The Association shall be represented in meetings of the Verona Conference of SCAs, Incorporated, by the President(s) and the First Vice President, or an alternate with voice and vote, and the Principal.

Section 3: The Association shall pay dues to the Verona Conference of SCAs, Inc., as required.

ARTICLE IX

Parliamentary Authority

Section 1: Roberts Rules of Order Newly Revised shall govern this Association in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

ARTICLE X

Amendments

Section 1: These Bylaws may be amended at any regular meeting of the Association by a majority vote of the Executive Board and all of the participants in attendance voting.

ARTICLE XI

Dissolution

Section 1: In the event of the dissolution of the Association, its assets shall be distributed to the Forest Avenue School for its own use.

ARTICLE XII

Basic Policies

Section 1: The basic policies of the Association are:

- A. The Association shall be noncommercial, nonsectarian and nonpartisan.
- B. The Association shall cooperate with the schools to support the improvement of education, but shall not attempt to interfere with the administration of the school or with the conduct of school activities and shall not seek to control school policies.
- C. The Association may cooperate with other organizations and agencies concerned with the education or welfare of children, but persons representing the Association in such matters shall have no authority to make commitments that bind the Association to that action or to policies, unless such authority is specifically delegated under the terms of these Bylaws or under the parliamentary authority adopted in Article IX.
- D. Neither the name of the Association nor the names of any members in their official capacities shall be used in any purpose unless directly related to the promotion of the objectives of the Association, nor shall those names be used in any connection with a commercial concern or with any partisan interest.
- E. The Association shall not participate, directly or indirectly, in any political campaign on behalf of any candidate for public office or in opposition to any such candidate, nor shall the Association attempt to affect the outcome of any political campaign in any way, including the publishing or distributing of any statements.

ARTICLE XIII

Personal Liability

The Trustees and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, Corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation

ARTICLE XIV

Indemnification

The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, is not affected thereby, indemnify each of its Trustees, officers, employees and other agents (including persons who serve at its request as Trustees, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a Trustee, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Trustee, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the Trustees then in office; or (b) by a majority of the disinterested Trustees then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Trustee, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such Trustee, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he shall be adjudicated to be not entitled to indemnification under applicable state law. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Trustee, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Trustee," "officer," "employee," and "agent" include their respective heirs, executors and administrators, and an "interested" Trustee is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

ARTICLE XV

Non-Profit Status

Notwithstanding anything in these Bylaws to the contrary, the following shall apply to all affairs and actions of the Corporation:

The purpose of the Corporation, as stated herein, shall be carried out by its board of Trustees in a manner that will enable the Corporation to qualify as an organization exempt from taxation under

Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder. Toward this end, the Corporation shall have the following powers in furtherance of its purposes:

- A. The Corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and deal in and with real or personal property, or any interest therein, wherever situated, in an unlimited amount;
- B. The Corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest;
- C. The Corporation may sell, convey, lease, exchange, transfer, mortgage, pledge, encumber, create a security interest in or otherwise dispose of, by gift or in any other manner, any or all of its property, or any interest therein, wherever situated and however acquired;
- D. The Corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use or otherwise deal in and with, bonds and other obligations, shares or other securities or interests issued by others, whether engaged in similar or different business, governmental or other activities;
- E. The Corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine and issue its notes, bonds and other obligations with or to any person, firm association, corporation, municipality, country or any other entity;
- F. The Corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- G. The Corporation may be an incorporator of other corporations of any type or kind;
- H. The Corporation may be a partner in any business enterprise which it would have power to conduct by itself;
- I. The Trustees may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by the members;
- J. Meetings of the members may be held anywhere in the United States;
- K. The Corporation may exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed; provided, however, that no such power shall be exercised in a manner inconsistent with the applicable state law or the requirements contained in Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder.
- L. Notwithstanding any powers granted to this Corporation by these Articles, its by-laws or by applicable law the following limitations upon said powers shall apply and be paramount:

M. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee or officer of the Corporation, or any private individual. No member, trustee or officer of the Corporation shall be entitled to compensation of any kind for services rendered to or for the Corporation in furtherance of one or more of its purposes. No member, trustee or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

N. None of the activities of the Corporation shall involve the dissemination of propaganda, or otherwise attempting to influence legislation;

O. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office;

P. Notwithstanding any other provision of these Articles of Organization, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by an organization to which contributions are deductible under Sections 170(c)(2) and 2055(a) of the Internal Revenue Code; and

Q. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to such organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code as the board of Trustees may decide.

R. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws;

S. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws;

T. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws; and

U. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws.

All references to the "Internal Revenue Code" shall be deemed to refer to the Internal Revenue Code now or hereafter in effect and the regulations promulgated thereunder or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XVI

Standing Rules

1. Officers and Chairpersons of committees are expected to keep accurate, detailed records of all activities, fundraisers, etc., in a binder/folder/electronic format for transmittal to the incoming Officer or Chairperson by the end of their term.

2. Officers and Chairpersons are expected to give reports at ordinary meetings and, if they cannot attend, to give advance notice to the President(s) by telephone or e-mail and to provide a written report to be read at the meeting. Reports may be called for as update to on-going activities or as post-event review.

3. The President(s) must be notified of any new business at least twenty-four (24) hours in advance of a meeting.

4. All Chairpersons are responsible for providing notices concerning their activities to the Forest Avenue Bulletin Editor by the announced deadline.

5. All announcements, notices, reminders, updates, final summaries and any accompanying attachments, including flyers, order forms, sign-up sheets, etc., to be published in the weekly bulletin and/or for school- and community-wide distribution require preapproval by the Principal and the President(s). All communications to be included in or attached to the bulletin should be sent to the Bulletin Editor via e-mail, or in writing to the main office, no later than 11:00am of each Tuesday.

6. All expenditures beyond budgeted amounts require approval by the Executive Board before purchases may be made.

7. Chairpersons shall request petty cash from the General Treasurer at least one (1) week in advance of the event.

8. All requests for reimbursement shall be processed upon completion of the Reimbursement Form, with all applicable itemized receipts attached, when submitted to the General Treasurer within two (2) weeks of the event for which the expenses were incurred.

9. All monies should be counted by the Chairperson before being turned over to the General Treasurer for deposit, and should be accompanied by a written report of expenditures and receipts, which includes a Deposit Form. Money and records should be turned over within five (5) days of the event. Contact the President(s) and Treasurer promptly if there are circumstances that prevent compliance with this Rule.

10. Chairpersons and Committee Members are expected to fulfill the volunteer commitments that they have made and to work together respectfully and cooperatively. If problems arise that prevent a committee from completing tasks and/or meeting objectives, the President(s) must be notified immediately. Failure to fulfill committee responsibilities can be grounds for removal from the committee and future SCA committee roles, as determined by a majority vote of the Executive Board.

11. Any resignations from committees or requests for additions to committees shall be made to the President, who will then communicate the vacancy to the Vice President of Volunteers. The Vice President of Volunteers can make recommendations to the President(s) who will make the new appointment. Resignations must be submitted in writing or via e-mail to the President with a brief explanation of the circumstances.

12. These Standing Rules may be amended at any regular meeting of the Association by a majority vote of the Executive Board and all of the participants in attendance voting. They shall in no way conflict with the Bylaws of this Association.