

# **Episcopal Day School Parent Booster Association**

## **Articles of Association**

(Amended June5, 2009)

### **Article I**

**A. Name** – The name of the organization shall be the Episcopal Day School Parent Booster Association. (“PBA”)

**B. Purpose** – The organization is a nonprofit organization whose purpose shall be:

- to support the well-rounded education of the students of the Episcopal Day School by providing financial and volunteer assistance for their educational, religious and recreational needs;
- to promote open communication between the administration, the EDS Board of Trustees, teachers, and parents;
- to encourage parental involvement in the Episcopal Day School;
- to provide information and inclusiveness to parents new to the school;
- to assist the school in fulfilling its mission through the organization’s activities;
- to organize and manage fund raising activities for the benefit of the school, primarily for focused projects and facilities improvements;
- to foster and promote good relations between the school and the parents and to provide financial support and enrichment for the children, faculty, and staff.
- The PBA should not seek to change or implement policies of the school.
- The PBA should be an organization of positive thinking and inclusive people who will strive to bring all parents together for constructive purposes. It should not be a platform for complaints and nonproductive/negative activities.

**C. Policies.** Funds earned through the PBA activities shall be used to finance educational projects and activities for the Episcopal Day School students, staff, faculty, and parents. All fund raising activities will be coordinated with the board and co-directors and shall have specific project funding goals.

**D. Authority.** The Parent Booster Association shall exist under the direction and at the discretion of the Board of Trustees and the Heads of the Episcopal Day School.

### **Article II. Membership**

All parents and/or legal guardians of students who currently attend the Episcopal Day School shall automatically be members in the organization. Members shall have the right to attend, participate, and vote in all meetings and activities of the organization including the election of officers. There will be no membership fee to join the organization. Each family will have a single vote per child enrolled in the school. (Ex: Parents with 2 children enrolled will have 2 votes, each representing a child.)

### **Article III. Governance**

**A. Executive Board.** The affairs, activities, and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact all necessary business during the intervals between the meetings of the membership, and such other business as may be referred to it by the membership of these Bylaws. It may create Standing and Special Committees and approve the plans and work of standing and special committees. The Executive Board will present reports of all work/projects completed and up-to-date fund raising activities to the membership at General Membership meetings. The majority vote of those members present and voting shall constitute approval. The Executive Board should serve as the conduit of communication between parents and the School Board.

All communication between the PBA Executive Board and its members should be done through the President of the PBA to ensure efficient and direct communications.

**A. Positions.** The officers of the organization who serve on the Executive Board shall consist of a President, President-elect (or Vice President), Secretary, Treasurer, and a representative of the EDS School Board. Other Executive Committee positions may include a representative from the standing committees and school staff, as deemed appropriate by the President. Each Executive Board member has the right to vote. If deemed appropriate by the President, a position may be shared between two individuals, with each individual acting as a voting member on the Executive Board.

- 1. President.** The President shall be the principal executive officer of the organization and subject to the control of the Executive Board and the direction of the membership. The president shall, in general, supervise and control all the activities of the organization. The President shall be a member of the Executive Board and when present shall preside at all meetings of the Executive Board or the membership. All members of the Executive Board shall be voting members and in the case of a tie, the President's vote shall be the deciding vote. The President shall select and appoint chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization. The President of the PBA (or his/her assignee) is invited to attend the EDS school board meetings and provide information/discussion of the PBA membership to the board. The PBA will occupy the first line item of the board's agenda. Since the PBA report is an informational event, the PBA President is not a member of the School Board nor has voting privileges at School Board meetings. After the PBA agenda item has been reported/discussed, the PBA President will then excuse himself/herself from the rest of the board meeting. To be eligible to serve as President, a person must have had a child (or children) enrolled in the school for at least one year.
- 2. President-elect (Vice President).** The President-elect shall be a member of the Executive Board and in the absence of the President shall perform the duties of the President. The President-elect shall perform such other duties as are assigned by the President or the Executive Board. To be eligible to serve as President-elect, a person must have had a child (or children) enrolled in the school for at least one year.
- 3. Secretary / Communications Officer.** The Secretary shall be a member of the Executive Board. The Secretary shall: keep the minutes of the proceedings of the membership and the Executive Board; see that all notices are duly given in accordance with these Bylaws; and, in general, perform all duties relevant to the office of the Secretary and such other duties as may be assigned by the President or the Executive Committee. The Secretary will oversee all PBA communication, as well as write, publish, and distribute a PBA newsletter. Space will be provided to the PBA for communication in the EDS monthly newsletters as well as a PBA link on the EDS web site.
- 4. Treasurer.** The Treasurer shall be a member of the Executive Board. The Treasurer shall have charge of and be responsible for all funds generated by fundraising activities. The treasurer of the organization shall receive and give receipts for monies due and payable to the organization from all sources, and shall prepare deposits when needed and forward to the EDS school business manager. The Treasurer shall request disbursements from the EDS business manager as authorized by the membership in accordance with the budget, or as authorized by the Executive Board. The Treasurer shall prepare and maintain

budgets for projects and fundraising events. The Treasurer should present a financial report at each General Membership Meeting and at all meetings of the Executive Board detailing the financial activities of the PBA. Copies of all budgets and financial activity reports/updates should be given to the EDS business manager in order that the director(s) and school board remain informed of the financial activities.

- 5. Head of School / Director(s).** The Head(s) of School shall serve as an ex-officio member(s) of the Executive Board. The Director(s) shall not be a voting member of the Executive Board, but shall act as a liaison between the PBA and the faculty and staff. The Director(s) shall provide the PBA with general updates at meetings, and assist the faculty and staff with the presentation of budget requests to the PBA.
- 6. Immediate Past President.** The Immediate Past President will serve in an advisory capacity, as needed, to the President. He or she may attend monthly meetings, but will not have a vote.

#### **Article IV. Elections**

**Elections and Terms.** Terms of Office are 12 months, commencing on June 1st, and ending on May 31<sup>st</sup> of the following calendar year. Officers shall be elected by the members of the PBA at the last general meeting of the school year, and may serve successive terms, not to exceed two years. The election of officers shall take place during the last General Membership Meeting each year. All members of the organization may participate in the election. A minimum of twenty-five members must be present to elect officers. The Nominating Committee shall present a slate of officers for election. Further nominations may be received from the floor. The election of the slate, if non-contested, may be by voice vote, or show of hands with the majority present and voting determining those elected.

**Nominating Committee.** The Nominating Committee shall be responsible for receiving all suggestions for persons to serve as officers. The committee shall prepare a slate of officers to present for election by the membership. The committee shall contact all persons who will be nominated to confirm their willingness to serve.

#### **Article V. Meetings**

- 1. Executive Board:** Regular meetings of the Executive Board shall be held during the year, the time to be established at the first meeting of the year. (Monthly meetings are recommended.) Special meetings may be called by the President or a majority of the Executive Board. Adequate notice of all meetings shall be given to all members of the Executive Board and, in the absence of an emergency, at least seven (7) days in advance. Any PBA member may attend a meeting of the Executive Board, but shall not be entitled to vote.
- 2. Membership:** General membership meetings shall be held at least twice annually. (Six (6) meetings are recommended.) Elections for officer positions shall be held at the last General Membership meeting. Dates and times for each meeting will be posted in Jones Hall, distributed by flier to all students to take home, noted in monthly newsletters, as well as detailed on the school web site. The Executive Board may call a special meeting at any time by giving the officers at least seven (7) days prior notice.

### 3. Quorum and Manner of Acting:

- A. Executive Board.** The Executive Board may act and transact its business at any properly noticed meeting where at least three (3) of its officers are present. The action of a majority of the officers voting in person at a meeting at which a quorum is present shall be the action of the Executive Board. The Executive Board may also transact its business without a meeting, by written authorization (fax or email) of such as by all of the officers comprising the Executive Board. Provided however, removal of an officer shall require unanimous approval, as specified below.
- B. Membership.** A minimum of twenty-five votes must be cast in order for the PBA to ratify any board business. The majority vote of those present and voting at any properly noticed meeting of the general membership shall be an act of the membership.
- C. Proxies.** No proxy voting shall be recognized, nor absentee ballot/voting will be recognized.
- D. Resignation and removal.** Any Officer may resign from the Executive Board at any time by giving written notice to the President or Secretary. Officers may be removed from office only by  $\frac{3}{4}$  vote by the Executive Board.
- E. Vacancies.** Any vacancy in office because of death, resignation, or inability to serve, shall be filled by appointment of the Executive Board for the remaining portion of the term. However, should a vacancy occur in the office of the President, the President-elect shall immediately assume office. Should a vacancy occur in the office of President-elect for any reason, the vacancy shall be filled by election at the next regular meeting of the membership, consistent with the procedures established herein.
- F. Compensation.** No Executive Committee member or general member may receive any compensation for services rendered on behalf of the organization. The only exception will be for a member who operates a business that may be contracted for products or services that will be used for an event or project. Preference of expenditures to a member's business will prevail as long as the cost/bid for said products/services are competitive in cost/price vs. other like kind providers and is seen as the best value. Being a PBA member does not guarantee business from the board.

### Article VI. Standing and Special Committees

- A. Nominating Committee.** The Nominating Committee shall be composed of up to three (3) persons who shall be selected by the Executive Board at the beginning of each year. In addition, the President-elect shall be an ex-officio member of the committee. The Nominating Committee will publish the recommended names in the monthly PBA newsletter, as well as post them in Jones Hall at least 7 days prior to the general election.
- B. Special Committees.** The President and/or the Executive Board may create Special Committees. Special Committees shall be created for a specific time and/or task and shall cease to exist when that time or task has been completed, or is no longer needed. The President shall appoint the chairpersons of all Special Committees. The chairperson shall

recruit the members for his or her committee. The chairperson shall report the plans and activities of the committee to the Executive Committee for its approval.

## **Article VII. Fund Raising / Finances**

- A. Projects / Events.** All fund raising event ideas and planned events should receive prior approval from the director(s) and/or the EDS school board.
- B. Obligations.** All expenditures for PBA activities will require a purchase order from the school. The Executive Board of the PBA must first receive an approved purchase order authorization from the Director(s) or the School Board in order to pursue purchasing, or expending money(s) towards events sponsored by the PBA. With this written authorization, the school's business manager will generate the needed check(s) in order to fund the approved expenditures. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization for these project(s).
- C. Loans.** No loans shall be made by the organization to its officers or members.
- D. Reimbursements.** At times, it may be easier and quicker for executive committee members (or assigned PBA members) to pay for products and services in order to facilitate the start or operation of an event. If the executive committee authorizes one or more individuals to purchase these products/services using their own personal funds (check/credit card) and to be reimbursed for these expenses, reimbursement will only occur for pre-authorized purchase orders and will be limited to the approved amount(s). At no time should a parent purchase products/services without prior school purchase order authorization with the expectation of being reimbursed. All reimbursements shall require a copy of the school purchase order as well as all supporting receipts and/or copies of documents to fully document the expenditure.
- E. The Treasurer** shall be responsible for collecting and securing all monies collected and/or received from PBA activities. The treasurer shall maintain a detailed and complete accounting of the monies received and maintain statistical profit/loss records for historical purposes. All monies available for bank deposit shall be turned over to the EDS business manager for immediate deposit. A dual signature deposit form shall be completed for each PBA deposit. This form shall have brief details on the project, total costs, total funds received, and signature lines for the PBA treasurer and the EDS business manager. A copy of this form shall be kept in the PBA Treasurer's files for documentation of the deposit. Deposits received from the PBA will be deposited along with regular EDS deposits based upon the EDS banking schedule. All requests for reimbursements shall be made within 7 days from receiving the request with all appropriate documentation.
- F. Financial Report.** The Treasurer shall present a financial report at each General Membership Meeting of the organization's projects and fund raising events. The financial records generated by the treasurer shall be copied to the business manager and are subject to a professional, third party audit as part of the annual audit of the School.

## **Article VIII. Amendments.**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Executive Board, as well as a majority vote of the Episcopal Day School Board of Directors. Any proposed amendments will be published on the EDS web site as well as posted in Jones Hall at least 10 days prior to the school board vote.