

BY-LAWS

SHAMONA CREEK ELEMENTARY SCHOOL HOME AND SCHOOL ASSOCIATION DOWNTOWN, CHESTER COUNTY, PENNSYLVANIA Adopted 1990, Amended, 2000, 2006, 2012, 2015

ARTICLE I: NAME

Section 1. The name of this Association shall be the “Shamona Creek Home and School Association.”

Section 2. The Association’s mailing address shall be:

Shamona Creek Home and School Association
c/o Shamona Creek Elementary School
501 Dorlan’s Mill Road
Downingtown, PA 19335

ARTICLE II: DEFINITIONS

The following definitions shall apply to these By-Laws:

1. **“Association”** shall mean the Shamona Creek Home and School Association.
2. **“Administration”** shall mean those employees of the District hired or retained by the Board to operate, supervise and manage the system of public schools within the District.
3. **“Board”** or **“School Board”** shall mean the duly elected Board of Directors of the Downingtown Area School District.
4. **“District”** or **“DASD”** shall mean the Downingtown Area School District.
5. **“Principal”** shall mean the duly appointed Principal of Shamona Creek Elementary School, and, when appropriate, his or her designee..
6. **“School”** shall mean Shamona Creek Elementary School.
7. **“Superintendent”** shall mean the duly appointed Superintendent of Schools of the DASD, and, when appropriate, his or her designee.
8. **“Written notice”** shall mean any writing addressed to the person required to be notified

- (a) deposited in the United States Mails, First Class postage pre-paid, at least three business days before the start of any notice period required pursuant to these By-Laws, *or*
 - (b) transmitted on or before any date required pursuant to these By-Laws via telefacsimile to a telephone number provided by the person required to be notified, *or*
 - (c) sent via electronic mail on or before any date required pursuant to these By-Laws to an address provided by the person required to be notified.
9. **“Written notice given to the general membership”** shall mean posting such notice on the Association’s location on the Shamona Creek webpage on the DASD website (www.dasd.org) without further need for publication or mailing.

ARTICLE III: PURPOSE AND OBJECTIVES

Section 1. Purpose. The purposes of this Association are:

- A. to support and enhance the mission of the School and the District;
- B. promote the welfare and educational experiences of the children of Shamona Creek Elementary School by supplementing assets available to the Principal and his or her staff;
- C. to encourage and facilitate closer communications between the School and the homes of the students; and
- D. to encourage, establish, and maintain effective working relationships between parents and the School and District.

Section 2. Objectives. The objectives of this Association are:

- A. to support and supplement the efforts of the School and the District to provide to our children the highest possible quality educational experience;
- B. to provide an open forum through which parents, teachers and administrators may communicate and share matters of mutual interest and concern;
- C. to provide a forum for sharing ideas and support for all Home & School Associations in the District; and
- D. to create another avenue of communication between parents, administration, and the School Board to unite the efforts of educators and the general public for the benefit of the students’ total development.

ARTICLE IV: POLICY

- Section 1.** The Association shall be non-sectarian, non-partisan, and non-commercial.
- Section 2.** Neither the name of the Association nor the name of any members or officers of the Association may be used in any connection with a commercial concern, nor with any partisan interests, nor for any purpose not appropriately related to the purpose of the Association.
- Section 3.** Neither the Association nor its officers or members shall engage in any activity or publish any material with respect to the Association that has not been approved by the Principal, and the Principal shall be involved in all decisions and planning which may affect the pupils, programs or facilities of the School.
- Section 4.** Neither the Association nor its officers, members, or agents shall
- A. be an agent of the School or the District;
 - B. have any authority to bind the School or the District;
 - C. have any power or authority to enter into any contract on behalf of the School or the District; or
 - D. represent to any person or entity that it, he or she has any power or authority to enter into any contract or agreement with any person or entity on behalf of the School or the District.

ARTICLE V: ARTICLES OF ORGANIZATION

- Section 1.** The Association shall exist as a not for profit organization in the Commonwealth of Pennsylvania. These by-laws, as from time to time amended, shall comprise its "Articles of Organization" or "Articles of Association". (This is the corporate charter, or legal instrument, as established by Roberts' Rules of Order with the exception of Article X, Section 4).
- Section 2.** The Association shall be subject to the rules, regulations, administrative procedures, and policies of the School and the District. In the event that any provision of these By-Laws conflict with any rule, regulation, administrative procedure, or policy of the School or the District, the rule, regulation, administrative procedure, or policy of the School or the District shall apply and take precedence and the conflicting provision in these By-Laws shall be deemed null and void.

Section 3. The Superintendent or his or her designee may disband this Association if, in the Superintendent's sole discretion, it is determined that such an action is in the best interests of the School and the District; *provided however*, that the Association shall be provided with thirty days written notice of the Superintendent's intention to disband the Association and the reasons therefore, and shall have that time to make whatever arrangements as may be necessary to wrap up its activities and dispose of its property.

ARTICLE VI: MEMBERSHIP

Section 1. Membership in this Association is open to the parents or legal guardians of each student at the School, subject to the conditions of membership set forth in this Article. Neither membership in the Association nor Executive Board or Committee participation shall be denied on the basis of race, color, religion, national origin, sex, age, marital status, sexual orientation, physical handicap, or political affiliation.

- A. Association members are volunteers and are not employees or agents of the School or the District. district employees otherwise qualified for membership in the Association shall be considered volunteers and not District employees when they are engaged in the Association's functions or activities.
- B. Article VI, §1, sub-section A notwithstanding, the Principal shall be deemed to be a District employee at all times relevant to his or her participation in the activities and functions of this Association.

Section 2. Conditions of Membership.

- A. Members must agree to uphold the policies of the Association.
- B. Members must agree to subscribe to the Association's By-Laws.

Section 3. Each Association Member shall have the following rights:

- A. To vote for elected officers of the Association;
- B. To ask that issues be brought before the general membership of the Association; and
- C. To stand for election as an officer of the Association

ARTICLE VII: EXECUTIVE BOARD

- Section 1.** The Executive Board of the Association shall consist of a President, a Vice-President, a Vice-President of Fundraising, a Secretary, and a Treasurer, all of whom must be members of this Association.
- Section 2.** At his or her sole discretion, the Principal or his or her designee shall be entitled to participate in any meeting of the Executive Board *ex officio* at which he or she shall have voice but not vote.
- Section 3.** The terms of all officers and committee chairpersons shall begin July 1 and continue for a period of one year.
- Section 4.** No person shall be eligible to serve more than two consecutive terms in the same elected office.
- Section 5.** Provided they are otherwise qualified pursuant to this Article and Article VI, parents or guardians of incoming (new) students shall be eligible to stand for election to office for the upcoming year.
- Section 4.** Only members of the Association shall be eligible to serve in any of the Association's elected or appointed offices.

ARTICLE VIII: DUTIES OF THE EXECUTIVE BOARD

- Section 1.** The duties of the Executive Board of the Association shall include:
- A. To prepare and present a program and budget for consideration, amendment and adoption by the Association.
 - B. To transact the Association's business in the interval between meetings of the Association.
 - C. To create Standing and Special Committees.
 - D. To approve the plans of work of all committees.
 - E. To present a report at each regularly scheduled meeting of the Association.
 - F. To approve payment of bills and other routine expenditures within the limits of the budget.
 - G. To approve payment of other expenditures when such payments are necessary and must be made before the next regularly

scheduled meeting of the Association, subject to the following limitations:

- (1) The Executive Board may approve special payments up to Two Hundred Dollars (\$200.00).
- (2) The Executive Board may approve special payments in excess of Two Hundred Dollars (\$200.00) with the approval of a majority of the Chairs of the Standing Committees.
- (3) Notice of any special payments approved and made pursuant to this sub-section shall be reflected on the docket or agenda of the next regularly scheduled meeting of the Association and shall be made a matter of record at such meeting.

Section 2. The Executive Board shall meet at such times, frequency and places as it deems appropriate.

- A. A majority of the Executive Board shall constitute a quorum.
- B. The Executive Board may meet and confer and take action by telephone conference or electronic mail, and any such meetings shall have the same force and effect as if held in person.

Section 3. The terms of all officers and committee chairpersons shall begin July 1 and continue for a period of one year.

Section 4. No person shall be eligible to serve more than two consecutive terms in the same elected office.

Section 5. In the event that the Association establishes dues for members, the Executive Board, meeting in executive session, may, upon application of the Principal for good and sufficient cause shown, waive payment of dues by such member.

ARTICLE IX: ELECTIONS AND APPOINTMENTS

Section 1. Election of officers shall be conducted at the May meeting of the Association.

- A. Voting will take place by all those present at this meeting via Australian ballot if there is more than 1 candidate for any particular position.

- (1) Any two officers not running for the position in question will manage the voting process.

- B. In the event of a tie, the following will occur until the tie is broken:

(2) A 2nd vote by those present

a. If an officer is present and not running for the position in question, the order in which an officer will break the tie is as follows:

- i. President
- ii. Vice President
- iii. Vice President of Fundraising
- iv. Treasurer
- v. Secretary

Section 2. Nomination procedures for election to office in this Association are as follow.

- A. Any member may nominate him or herself, or
- B. Any member may be nominated with his or her consent by another member.
- C. Nominations may be accepted from the floor at such meeting, *provided* the prospective nominee's permission has been obtained.

Section 3. At the request of a new President, the out-going President may, if he or she remains a member of the Association, act as an advisor to the in-coming President for a period of one year and during such an advisory period may participate in the meetings of the Executive board with voice, but not vote.

Section 4. Except in the case of recall of an officer pursuant to Section 5 of this Article, if a vacancy occurs in any office, the following procedures shall apply:

- A. If the office of President shall become vacant, the Vice-President shall succeed to the office of President for the balance of the unexpired term.
- B. If any office other than President shall become vacant, the office shall be filled for the unexpired term by such person as may be elected by a majority vote of the remaining members of the Executive Board and written notice of such election shall be given to the general membership.
- C. In the event that the Vice-President succeeds to the office of President, his or her service for the unexpired term shall not be counted for the purposes of Article VII, § 4 hereof. Likewise, service by appointment to any other Executive Board office

pursuant to Article IX, § 4 shall not be counted for the purposes of Article VII, § 4 hereof.

Section 5. Any officer of the Association may be recalled from office upon petition of two-thirds of the actual membership of the Association which shall be filed with the Secretary and the Principal, and the vacancy shall be filled by a general election of the membership in attendance at the next regularly scheduled meeting of the Association.

ARTICLE X: DUTIES OF OFFICERS

Section 1. The President shall:

- A. preside at all meetings of the Association and the Executive Board;
- B. coordinate the duties of the elected officers and appointed chairpersons;
- C. represent the Association at DASD events and to the public;
- D. work directly with the Principal and District administration representatives to further the Association's objectives.;
- E. serve *ex officio* on all standing and special committees of the Association;
- F. serve *ex officio* as one of the Association's members of the Joint Home and School Association;
- G. in the absence of the Treasurer, disburse funds as directed by the Association or the Executive Board;
- H. review and approve all information and correspondence that issues in the name of the Association; and
- I. perform such other duties as may be prescribed in these By-Laws or by the Executive Board.

Section 2. The Vice-President shall:

- A. perform the duties of the President in his or her absence or disability;
- B. assist the President with all his or her duties and responsibilities as requested;

- C. collect and maintain, or arrange for the collection and maintenance of committee reports and turn-over files for distribution to new committee chairs;
- D. if so designated by the President, serve *ex officio* as a member of any standing or special committee or committees of the Association in the President's place and stead
- E. perform such other duties as may be directed by the Executive Board.
- F. keep and maintain up to date list of School policies
- G. keep and maintain up to date list of Association procedures
- H. serve as liaison to Homeroom Parents for the Association

Section 3. The Vice President of Fundraising shall:

- A. work with the Executive Board to plan, execute, and oversee fundraising activities of the Association
- B. keep and maintain a summary of fundraising activities and the financial impact on the Association
- C. solicit sponsorships/donations for the Association
- D. work directly with the Executive Board to identify the fundraising goals of the Association

Section 4. The Secretary shall:

- A. keep accurate minutes of all meetings of the Association and the Executive Board;
- B. be the custodian of the minute book and other records of the Association;
- C. keep and maintain an up to date Association directory;
- D. keep and maintain the correspondence files of the Association;
- E. keep and maintain a list of any property owned by the Association; and
- F. perform such other duties as may be directed by the Executive Board.

Section 5. The Treasurer shall:

- A. receive all monies of the Association;
- B. keep accurate records of all receipts and expenditures;
- C. be the custodian of the check book, account books and other financial records of the Association;
- D. disburse funds of the Association as and when directed by the Association or when otherwise permitted to do so by these By-Laws;
- E. present a financial statement to the Membership at each meeting of the Association and at other times when requested to do so by the Executive Board;
- F. prepare a final statement of the Association's accounts at the end of each school year;
- G. provide written receipts to donors of contributions in excess of \$250.00;
- H. take such steps as are necessary, including hiring an accountant if necessary, to file such income tax returns as may be required by the Federal Government and the Government of the Commonwealth;
- I. take such steps as are necessary to implement the requirements of Articles XI, XII and XIV of these By-Laws; and
- J. perform such other duties as may be directed by the Executive Board.

ARTICLE XI: AUDIT OF THE ASSOCIATION'S BOOKS

- Section 1.** The Treasurer's accounts shall be examined by an internal auditing committee appointed by the Executive Board on a biennial basis.
- Section 2.** The Special Audit Committee shall thereafter submit a report in writing, in such form as is customary and acceptable to the Executive Board, noting the Committee's satisfaction with the accounts and that the Treasurer's report is correct or, in the alternative, noting any discrepancies and the necessary corrective action.
- Section 3.** The report of Special Audit Committee shall be thereafter inserted in the Minute Book of the Association with the minutes of the next regularly conducted meeting of the Association.

ARTICLE XII: TAXES

- Section 1.** The Association shall apply for and maintain its own Taxpayer Identification Number in accordance with the regulations promulgated by the Internal Revenue Service.
- Section 2.** Thereafter, the Association shall file with the Internal revenue Service such forms (currently Form 1043) as are necessary to obtain tax-exempt status under § 503 (c)(3) of the Internal Revenue Code.
- Section 3.** The Association shall file and maintain with the Pennsylvania Charities Commission such reports and documentation as shall be necessary to establish that it is an education-related organization and thus exempt from annual reporting requirements.
- Section 4.** The Association shall file and maintain with the Pennsylvania Department of Revenue such applications, reports and declarations as are required to obtain, maintain, and prove exemption from payment of sales taxes.

ARTICLE XII: STANDING AND SPECIAL COMMITTEES

- Section 1.** The Executive Board shall create such standing and special committees as deemed necessary to promote the purpose and policy of the Association and shall thereafter dissolve any such committees deemed to be no longer necessary.
- Section 2.** The President shall appoint chairpersons of all such committees.
- Section 3.** Committees may also be created or dissolved by a simple majority vote of a quorum of the membership at any regular meeting of the Association.
- Section 4.** If requested to do so by the District, the Association shall elect one or more parent representatives to a District committee.
- Section 5. Duties and Responsibilities of Committee Chairs**
- A. Upon request by the Executive Board, preparation and presentation of a plan of work for the Committee.
- (1) No Committee work shall be commenced without the approval of the Executive Board.
- (2) The President and Secretary must be informed of all Committee meetings.

- B. Communication with Committee members.
- C. Reporting plans and the status of work to the Executive Board and the Association.
- E. Obtaining pre-approval or any expenditures within the Committee's budget from the President and the Treasurer.
- F. Presenting for pre-approval from the Principal and the President of any correspondence outside of the Association, and providing copies of all correspondence sent or received to the Secretary for his or her files.

Section 6. Committees may meet and confer and take action by telephone conference or electronic mail, and any such meetings shall have the same force and effect as if held in person.

ARTICLE XIV: BUDGET AND FINANCE

Section 1. The Fiscal Year of the Association shall run from July 1 through the following June 30.

Section 2. All financial accounts of the Association shall maintained in the names of the Executive Board members for signature purposes and shall require only one signature except as otherwise provided herein.

- A. Checks for expenditures in excess of \$750.00 must be signed by the Treasurer and one other officer.

Section 3. An original receipt must be submitted in support of any requests for reimbursements of any expenditures.

Section 4. The budget shall be prepared in time for submission to the membership at the first regularly scheduled meeting of the school year.

Section 5. A budget for the following year shall be prepared by the Executive Board in time for submission to the membership at the first regularly scheduled meeting of the school year.

Section 6. The budget shall thereafter be voted upon at the next regularly scheduled meeting of the Association.

ARTICLE XV: PROPERTY

Section 1. General

- A. The Association shall, from time to time receive donations to and collect and hold funds for the use and benefit of the Association consistent and in conformance with the purposes of the Association as set forth herein.
- B. The Association may also purchase, sell, own, rent , lease or otherwise procure or dispose of such other personal property as is usually owned or possessed by similar organizations and as is necessary for it to conduct its business consistent and in conformance with the purposes of the Association as set forth herein

Section 2. Money

- A. All funds, bank accounts and other monies donated to or collected, or otherwise received or held by the Association shall be solely the property of the Association.
- B. Neither the District nor the School shall have any interest, legal, equitable or otherwise, in such funds, bank accounts and other monies donated to or collected, or otherwise received or held by the Association, nor shall they have any right to control or direct the use thereof.

Section 3. Other Property

- A. The Association may acquire equipment and other property necessary for the operation of the Association, and such equipment or other property shall be and remain the property of the Association only. Neither the District nor the School shall have any interest, legal, equitable or otherwise, in equipment or other property of the Association.
- B. The Association may also acquire equipment and other property for the use and benefit of the School and its students, faculty and/or staff consistent with the purposes of the Association stated in Article III of these By-Laws.
 - (1) If offered to the School and accepted by the Principal, Superintendent, or Board, such property shall become the sole property of the District and the Associations shall retain no interest, legal or otherwise in such donated property.
 - (2) If offered to the School and declined by the Principal, Superintendent, or Board, such property shall remain the sole property of the Association.

Section 4. Disposition of Association Funds and Property Upon Dissolution of the Association

- A. In the event that the Association is dissolved, voluntarily or involuntarily, include dissolution pursuant to District Policy 915, the funds and other property then owned by the Association shall be disposed of in accordance with this Article XV, Section 4 of these By-Laws.
- B. In the event that the Association is dissolved, voluntarily or involuntarily, include dissolution pursuant to District Policy 915, neither the School nor the District shall have any right to assert any interest in any funds or other property of the Association (other than, and only to the extent that it is, a creditor of the Association).

ARTICLE XVI: PARLIAMENTARY PROCEDURE

Section 1. The then-current version of Roberts Rules of Order shall govern the conduct of meetings of this Association.

Section 2. The President shall designate an officer or member of the Association to serve as Parliamentarian, subject to the consent of the other members of the Executive Board.

Section 3. As, when and if needed, the President may appoint a Sergeant-at-Arms to serve so long as, in the President's opinion, is necessary.

ARTICLE XVII: MEETINGS OF THE ASSOCIATION

Section 1 Regular Meetings of the Association shall be held a minimum of 4 times during the school year.

Section 2. The presence in person or by proxy of those members of the Association .in actual attendance shall constitute a quorum for the transaction of any business at a regularly scheduled meeting of the Association

Section 3. Special Meetings

- A. Special Meetings may be called
 - (1) by the President of the Association,
 - (2) at the request of the Principal or two other members of the Executive Board, or
 - (3) upon the written request of 20 members of the Association addressed to the Secretary of the Association; *provided however*, that such written request must state the purpose of

the Special Meeting and the action, if any, that the persons requesting the meeting desire be taken at or as a result of the Special Meeting

- B. Special Meetings of the Association may be called for any purpose, but must be called in writing at least ten business days prior to the date of the Special Meeting.
 - (1) The written notice shall state the date, time and location of the Special Meeting and shall describe with specificity the purpose of the meeting and the business to be conducted.
 - (2) No business not specifically described in the written notice of the Special Meeting may be conducted at such Special Meeting.
 - (3) Votes taken at a Special Meeting with respect to any subject not described in the written notice shall be null, void and without any effect.

Section 4. Final Meeting of the Association

- A. In the event that the Association is dissolved for any reason, including, but not limited to, dissolution in accordance with District Policy 915, the President shall promptly call a Special Meeting of the Association for the purpose of wrapping up the business thereof.
- B. Business to be transacted at the Final Meeting of the Association
 - (1) The President shall first call for approval of the minutes of the previous meeting.
 - (2) Thereafter, the Treasurer shall present a full report, detailing
 - (a) The assets of the Association;
 - (b) A list of all accounts receivable;
 - (c) A list of all accounts payable.
 - (3) The Secretary shall present a full report, detailing any other equipment and other property owned by the Association, including, to the extent known, the condition and location of such property.
 - (4) The President shall then call for a motion with respect to the disposition of the monies and property of the association, subject to the following conditions:

- (a) Such motion shall first direct and authorize the Treasurer to pay all outstanding bills and other accounts payable of the Association, such payments to take priority over any other payments other than those which may have precedence by operation of law.
 - (b) Such motion shall include as one option the distribution of funds and property to (or to a trust to be created for the use and benefit of) a future Home and School Association of Shamona Creek Elementary School or such school or schools as are successors to Shamona Creek Elementary School by reason of new construction or re-districting which eliminates Shamona Creek Elementary School as an entity.; the intent here being to equitably distribute the funds in such a manner that they are donated to that Home and School Association or those Home and School Associations of a school or schools which replace Shamona Creek Elementary School, *provided however*, that this subsection does not apply to those instances in which Shamona Creek Elementary School continues to have a student body but individual students are lost to other schools due to redistricting.
 - (c) Such motion shall also include as one option the distribution of funds and property to some other Home and School Association or Associations within the DASD.
 - (d) Such motion shall also include as one option the distribution of funds and property to some other charitable organization as recommended by the Executive Board.
 - (e) Such motion may also include any other distribution as set forth by amendment to the main motion made, seconded and duly approved subject to determination by the President that such distribution is lawful.
- (4) After approval of the motion or motions with respect to the disposition of the monies and property of the association, and consideration of any other business necessary to wrap up the affairs of the Association, the President shall announce the adjournment of the meeting *sine die*.

ARTICLE XVIII: INSURANCE

- Section 1.** The Association shall procure and maintain a policy of Directors and Officers insurance for the benefit of the Association and its Officers.
- Section 2.** The Association shall procure and maintain such Employee Dishonesty insurance or fidelity bond as is deemed necessary by the Executive Board for the benefit of the Association.
- Section 3.** The premiums for the insurance described in Sections 1 and 2 of this Article, such insurance shall be budgeted for and paid from the funds of the Association.

ARTICLE XIX: DISPOSITION OF BOOKS AND RECORDS UPON DISSOLUTION

- Section 1.** In the event that the Association is dissolved for any reason, including, but not limited to, dissolution in accordance with District Policy 915, and after the final meeting of the Association, the Secretary shall prepare minutes of the final meeting and shall attest to their substantial accuracy, inserting such minutes in the Minute Book of the Association.
- Section 2.** The Secretary shall also obtain from the Treasurer all ledgers, journals and other books of the Association reflecting the final distribution of the funds and other property of the Association as directed at the final meeting.
- Section 3.** The Secretary shall thereafter transmit all of the books and records of the Association to the Principal, Superintendent or other representative of the DASD as directed or to such other official or location as may be required by law.

ARTICLE XX: RATIFICATION AND AMENDMENTS

- Section 1.** Any proposed amendment to these By-Laws shall first be offered for consideration at a regular meeting of the Association upon motion duly made, seconded and approved, which such action shall constitute a “first reading”.
- Section 2.** Thereafter, the proposed amendment adopted at the first reading shall be offered for re-consideration at the next regularly scheduled meeting of the Association and, upon motion duly made and seconded, and if approved two-thirds vote of the membership present at the meeting, the amendment shall have been adopted.
- Section 3.** Upon ratification by the membership, the amended By-Laws shall become immediately effective.

First Reading: April 9, 2015 Attest: _____
Susan Cozad, Vice President

Second Reading and Adopted this 19th day of May, 2015.

Kathryn Gute, President

Attest: _____
Susan Cozad, Vice President