

**BY-LAWS
OF
HILLSBOROUGH MIDDLE SCHOOL HOME & SCHOOL ASSOCIATION**

ARTICLE I

Name

- 1.1 Name. The name of the organization is “the Hillsborough Middle School Home and School Association”. It is hereafter referred to as “the HSA”.
- 1.2 Purposes. The HSA shall be a non-profit organization organized under the laws of the State of New Jersey and its purposes are exclusively charitable and educational. Specifically, the purposes are:
- (a) To promote the general well-being of Hillsborough Middle School (“HMS”) children in the home, school, and community.
 - (b) To promote a closer relationship between the home and HMS so that parents/guardians and teachers may cooperate in the educational, social, and recreational development of the students of Auten Road School.
 - (c) To secure and provide funds and other resources to HMS in order to enhance the educational opportunities available to the children of HMS.
- 1.3 The purposes of the HSA shall be promoted through school-based activities and shall be developed through the HSA’s committees. The HSA shall be non-partisan and non-sectarian. No commercial enterprise and no political candidate shall be endorsed by it. The name of the HSA or its officers in their official capacities shall not be used in connection with a commercial concern or with any political interest or for any other purpose other than the regular work of the HSA. The HSA shall not attempt to direct, change, or control the administrative policies of HMS.
- 1.4 Location. The principal offices of the HSA shall be 260 Triangle Road, Hillsborough, NJ 08844, or such other location as identified by the Executive Board of the HSA.

ARTICLE II

Members

- 2.1 Members. Membership in the HSA is available at any time during the school year to an HMS staff member, or a parent/guardian of a currently-enrolled HMS student upon payment of annual dues. Members shall be willing to uphold the objectives for which the HSA is established. Members in good standing (defined as having paid annual membership dues and not having any

legal cause of action against the HSA) are eligible to vote to elect officers of the HSA, to hold office, to ratify the annual budget of the HSA, and to vote on any other matters as may be presented to the membership for a vote.

- 2.2 Membership Dues. Dues shall be collected per family annually. The amount shall be decided upon and approved at the year-end Executive Board meeting. Membership dues may be waived due to financial hardship as defined by free or reduced lunch, and the annual HSA membership form will include a specific section allowing for parents/guardians to request such a waiver.

ARTICLE III

Executive Board

- 3.1 The Executive Board (“Board”) shall consist of a President or co-Presidents, Vice President or co-Vice Presidents, Treasurer or co-Treasurers, Secretary or co-Secretaries, and Liaison to the Auten Road School Home and School Association. The Principal of HMS shall serve as an ex-officio non-voting member of the Executive Board.
- 3.2 The minimum make-up and size of the Board will be a President, Vice President, Treasurer, and Secretary. The maximum makeup will be two co-Presidents, two co-Vice Presidents, two co-Treasurers, two co-Secretaries, a liaison, and the HMS Principal for a maximum of ten. These officers shall perform the duties as prescribed by these By-Laws and by the parliamentary authority adopted by the HSA. The rest of the By-Laws will refer to positions without reference to jointly held positions. If there is a co-position, the By-Laws pertain to that co-position role.
- 3.3 The term will run from July 1st through the following June 30th. All successor Board members shall be chosen annually in accordance with the election process as prescribed in Article V of these Bylaws and shall serve for a term of one (1) year each and until their successors are elected and vetted through a background check through the Hillsborough Police Department at the expense of the HSA. No member may hold more than one elected office at the same time in the same HSA. No officer shall hold the same office for more than two (2) consecutive terms unless there are no other candidates for that office and that officer wants to continue to hold that office.
- 3.4 Duties of the Board Member include those listed below and other such duties applicable to the office:
- 3.4.1 *The President* shall preside at all meetings of the HSA and of the Board and shall be a member ex-officio of all committees except the nominating committee. The President is the general liaison between the principal, administration, other associations and all committees. The President, with assistance from the Board as needed, shall develop the agenda for the general HSA membership meetings and ensure distribution in a timely manner to the HSA membership before the meetings. The President shall attend or arrange for representation at periodic Joint HSA Council meetings. The President shall perform and direct all other duties usually pertaining to that office. The President may vote at Board meetings or general membership meetings only in the case of a tie vote.

3.4.2 *The Vice President* shall act as an aide to the President and shall perform the duties of the President in the absence of that officer. The Vice President shall specifically be responsible for identifying committee chairs with the assistance of the Board and overseeing the activities of any committees that the President deems necessary.

3.4.3 *The Treasurer* shall receive all of the money of the HSA, shall deposit all funds received and preserve all bills, receipts, bank statements, canceled checks, etc. and material necessary to document the HSA's financial structure. All bills shall be paid by check signed by two Board members. Reimbursements will be granted upon the submission of proper forms and receipts per Article VIII below. The Treasurer shall present a financial statement of the business of the HSA at every regular meeting and at any other time requested by the Board. The financial books and records shall be ready for an audit review by an independent certified public accountant at the end of each current school year if deemed necessary by the Board.

3.4.4 *The Secretary* shall keep a record of all meetings of the HSA and the Board and shall submit and distribute minutes of the general membership meetings to the HMS community via e-notification. The Secretary shall assist with the social media activities of the Board. The Secretary shall also record the minutes of Joint Council meetings when hosted by HMS and distribute in a timely manner. Per Robert's Rules, minutes shall include names of attendees.

3.4.5 *The Auten Road School HSA Liaison* position serves as a communication vehicle between the HMS HSA board and the Auten Road School HSA Board. The Liaison attends all HMS Executive Board and regular meetings, as well as the regular meetings of the Auten Road School HSA to report on joint activities. When invited to do so, the Liaison can also attend Auten Road School HSA Executive Board meetings and can also hold a position on the Auten Road School Executive Board if elected by that the Auten Road School HSA.

3.5 Operation of the Board:

3.5.1 The Board shall have all powers and authority necessary for the management of the business, property and affairs of the HSA to do such lawful acts and things as it deems proper and appropriate to promote the objectives and purposes of the HSA. The Board shall be responsible for transacting any necessary business between HSA meetings in accordance with these By-Laws and such other business as may be referred to it by the HSA. The Board may delegate, as necessary from time to time, responsibility for such affairs, business and property to its Officers or Board members.

3.5.2 The Board must review and approve by two-thirds consent any single budgetary expenditure greater than \$500, including portions of committee budgets.

3.5.3 Requests for non-budgeted items must be presented at a general membership meeting for majority approval vote.

3.5.4 The Board may approve, by a simple majority (greater than 50% voting yes on an item), all non-budgeted emergency purchases less than or equal to \$1,000. These expenditures must be included in the monthly financial report to the general membership. All non-budgeted purchases over \$1,000 must be approved by simple majority of the HSA membership by vote.

3.5.5 Executive Board meetings shall be held prior to the general meetings of the HSA at the convenience of the Board. In addition, the retiring Executive Board shall meet with the incoming Board in June or July. All materials and records shall be turned over to the new Board at this time from the Recording Secretary.

3.5.6 Special meetings of the Board may be called by the President or by a simple majority of the members of the Board.

3.5.7 A majority of Board members shall constitute a quorum of the Board for the transaction of business. A majority vote of those Board members present shall be the act of that body (except that a vote of two-third of the entire Board shall be required in the event that there is a motion to remove a member of the Board).

3.5.8 The Board or any committee of the Board may act without a meeting if, prior or subsequent to such action, each Board member or committee member shall communicate in writing (which can be on paper or electronically) to such action. Such written consent or consents shall be filed with the minutes of the meeting.

3.5.9 The Board or a committee of the Board may participate in a meeting of the Board or such committee, by means of a telephone conference call or any other mean of communication by which all person's participation in the meeting are able to hear each other.

3.5.10 An Officer may resign by submitting his or her resignation in writing to the President of the Board. An Officer may be removed with cause by the affirmative vote of two-thirds (2/3) of the entire Board. Missing more than two (2) consecutive meetings of the Board without previously notifying the Corresponding Secretary or President may constitute "cause." In addition, budget decisions made unilaterally by a Board member and/or in violation of these By-Laws or the spirit of the By-Laws may constitute "cause." An Officer whose removal is to be considered shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Executive Board regarding such action prior to any vote on such removal.

3.5.11 Purchase and inventory maintenance of office supplies and other supplies for the HSA shall be handled by an Executive Board member to be designated annually.

ARTICLE IV Committees

- 4.1 Committees shall be implemented or disbanded by the Board and majority of the HSA general membership. Committee chairs shall be identified by the Vice President, with the assistance of the Board as needed. If there is no chair identified for a committee, the Board may assume the responsibility and all decisions for that committee shall be made by majority vote of the Board.
- 4.2 More than one chair is recommended per committee. However, for major HSA programs, co-chairs cannot be from the same household. All Committee Chairs must be HSA members.

- 4.3 Committee Chairs shall be provided a Committee Notebook or file containing information about the past activities of that committee, by-laws, and school rules governing the operation of committees.
- 4.4 Committee Chairs shall be responsible for communicating the status of their programs to the General Membership on a regular and timely basis as determined by the Executive Board.
- 4.5 Committee Chairs shall be responsible for keeping expenditures within the approved budget for the committee. The Treasurer shall not reimburse for expenditures above the approved budget without approval by the Executive Board or the general membership. The Chair can request more funds from the general membership at a regular HSA meeting.
- 4.6 Contracts should be approved by the President prior to seeking approval from the Principal and District Business Administrator.
- 4.7 A designated member of the Board and the Principal shall approve all Committee correspondence prior to distribution to the HMS community.
- 4.8 Committee Chairs must submit to the Board a request for approval of any single budgetary expenditure greater than \$500. For the expense to be allowed, the Board vote must be unanimous in favor of the expense.

ARTICLE V

Nominations and Elections

- 5.1 Nominating Committee: Nominations for officers shall be received by a Nominating Committee of no more than four (4) members, at least two of which should not be on the Board. All members of the Nominating Committee must be HMS HSA members and/or rising sixth grade Auten Road School HSA members. The members of the Nominating Committee shall be selected prior to the February/March meeting of the HSA and shall present a slate of officers to the HSA prior to the last regular last meeting of the school year. This Committee shall be responsible for distributing descriptions of the Board roles to the general membership of HMS and to rising sixth grade parents/guardians.
- 5.2 The Nominating Committee shall conduct the annual election of officers at the last general HSA meeting of the school year. The committee shall first solicit nominations from the floor at the regular February/March meeting and then immediately seek additional nominations from the rest of the membership, as well as from incoming parents/guardians of rising sixth grade students at Auten Road School who have paid membership dues to the Auten Road School. Requests for nominations shall be sent to the general HSA membership and rising sixth grade parents/guardians via newsletter, instant alert, or other appropriate communication. Nominations shall continue until the call to order of the last meeting of the year. Nominees shall be contacted for their acceptance by a member of the Nominating Committee prior to their names being

placed on the election ballot. From these accepted nominations, the Nominating Committee shall prepare an election ballot for members in attendance at the last meeting of the year to vote.

- 5.3 However, the office of President, where possible, should be filled by a member who has served on a Hillsborough School District HSA Board for at least one (1) term or has been an active committee chair.
- 5.4 In the event that no nominee with Executive Board or committee chair experience is recruited, any member of the HSA shall be eligible for election to any of the offices. If there is no candidate for an office deemed essential (i.e. President, VP, or Secretary/Treasurer) for the HSA to operate, a person that is ineligible for membership (i.e. does not have a child in the school or is not staff) can run for an office. Upon election to that office, that non-member must pay dues to the HSA. No member shall hold more than one elected office at the same time in the same HSA.
- 5.5 It shall be necessary for a nominee for any office to secure a majority vote of the total vote cast to be declared elected. In the event none of the nominees for a certain office secure a majority vote on the first ballot, balloting shall continue until at least one receives a majority.
- 5.6 If there is but one nominee for any office, the Recording Secretary shall cast the elective vote of the HSA for the nominee.
- 5.7 A vacancy occurring in any elective office shall be filled by appointment by the President with ratification by the Executive Board.
- 5.8 If two or more persons run for the same Board position, it is not required that any two of them become one „slate’ unless that is specifically requested by both candidates.

ARTICLE VI

Meetings

- 6.1 Members of the HSA shall meet on no less than a bi-monthly basis while school is in session. Special meetings of the members may be called by a majority vote of the Executive Board as needed.
- 6.2 The schedule of the general HSA meetings shall be determined by the Board and distributed to the HMS community at the beginning of the school year through the HSA Back to School/Welcome packets and publishing on the HMS website. Reminder notifications of general HSA meetings must be distributed a minimum of seven days prior to the meeting to the HMS community by appropriate communication such as Instant Alerts, etc.
- 6.3 A quorum for an Executive Board meeting shall consist of a simple majority of the Executive Board.

- 6.4 Votes to be taken at general meetings shall be announced the membership at least seven days prior to that meeting.
- 6.5 Any member including officers, present at a regular meeting has one vote to cast per motion except the President who only votes in the case of a tie.
- 6.6 Any interested party can attend a meeting; only HMS HSA members can vote at general meetings of the organization. Election voting shall be in compliance with Article V.

ARTICLE VII

Finance of the HSA

- 7.1 The fiscal year of the HSA shall be July 1st to June 30.
- 7.2 Committees engaged in financial transactions are required to turn over funds collected to the Treasurer within ten (10) days of the event having taken place or the last day of the current school year, whichever comes first.
- 7.3 Reimbursements for committee expenses must be made by check from the Treasurer upon submission of receipts and Treasurer's form(s). All receipts and Treasurer's form(s) must be submitted to the Treasurer by the last day of current school year or reimbursement may not be provided.
- 7.4 The annual budget of the HSA shall be developed by the Board and shall be submitted to the membership of the HSA at the second to last general meeting of the school year. Voting to approve the budget shall take place at the following meeting. Changes to the Budget may be voted on by the general membership, given that notice of the vote is presented to the general membership at least seven days prior to the vote being taken, at any time during the school year in accordance with Article VI.
- 7.5 Checks for the HSA must be signed by two Board members. The Treasurer shall be responsible for ensuring that HSA checks have a location for two signatures. The President shall periodically verify that this requirement is met.

ARTICLE VIII

Amendments

- 8.1 At any regular meeting of the HSA, these By-laws may be amended provided:
 - 8.1.1 The said amendment(s) is presented in writing or electronic form to the Board at least ten (10) days prior to the meeting at which the changes are to be voted upon;

8.1.2 The Board notifies the HMS community and the HSA by e-notification of the meeting at which the By-Laws will be reviewed and amended and of the specific content of the By-Laws and amendments at least seven (7) days prior to the meeting; and

8.1.3 A majority of the HSA members present vote in support of the amendments.

8.2 The By-laws shall be reviewed every two years by a committee appointed by the Board. When possible, the Chair of the By-Laws Review committee shall not be a board member of the HSA.

ARTICLE IX

Conflicts of Interest

9.1 Whenever an officer has a financial or personal interest in any matter coming before the Board, the board shall ensure that:

9.1.1 The interest of the member is fully disclosed to the Board and the general membership, whether it is personal, financial, political, or a professional interest; it must be disclosed in good faith.

9.1.2 No interested Board member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of a Board at which the matter is voted on.

9.1.2. Any transaction in which a Board member has a financial or personal interest shall be duly approved by the Board or the general membership which have no interest or connection, only the best interests of the HSA, in accordance with these By-Laws.

9.1.3 The minutes of meetings at which such vote with a possible conflict of interest shall record the disclosure, abstention, and rationale for approval.

9.2 No employee of the school or school district may vote or lobby on any matter which would benefit their department or from which they may obtain personal, financial, and/or professional benefit.

9.3 Violation of this Article shall constitute "cause" for removal from office.

ARTICLE X

Additional Provisions

10.1 Parliamentary Authority. The rules contained in the New Robert's Rules of Order Revised shall govern the HSA in all cases when they are not consistent with these By-laws.

- 10.2 Dissolution. The HSA may be dissolved by two-thirds vote of the members present, provided the resolution to disband is submitted in writing to the general membership and read at the general meeting prior to the meeting at which the vote is taken. Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any member or officer of the HSA but shall be distributed for one or more of the exempt purposes specified in Section 501(c) (3) of the Internal Revenue Code.
- 10.3 Compensation. Neither members nor officers shall receive a fee, salary or remuneration of any kind for their services in such capacities, provided, however, that members, and officers may be reimbursed for reasonable expense incurred with approval by the Executive Board upon presentation of vouchers.