

BY-LAWS OF WILLARD HSA, INC.

ARTICLE I: NAME

1.1 ARTICLE NAME: *Willard HSA Inc.*, (hereinafter “Foundation”), a New Jersey Nonprofit Corporation and a federally recognized 501(c)(3) organization.

ARTICLE II: MISSION AND OBJECTIVE

2.1 MISSION: The mission of the Foundation is to:

2.1.1 Provide for closer relationships among parents of children attending Willard Elementary School in Ridgewood, New Jersey and the teachers and administrators of Willard Elementary School.

2.1.2 Raise funds to enhance the educational opportunities of students attending Willard Elementary School.

2.1.3 Foster and promote innovative approaches for excellence in education at Willard Elementary School.

2.2 OBJECTIVE: The overall objective of the Foundation is to:

2.2.1 Encourage, solicit, seek and accept contributions of services of which includes but are not limited to;

(a) funds

(b) property – of which shall include but not limited to; real and personal, tangible and intangible, restricted, designated or unrestricted.

2.2.2 Maintain, use and apply the whole or any part thereof (income and principal) to or for the benefit of public school children attending Willard Elementary School.

2.2.3 Seek, and to assist others to seek, grants, endowments and other charitable contributions from individuals, corporations, foundations, and local, state and federal governmental agencies and/or commissions.

2.2.4 Enter into contracts with other persons and corporations on behalf of the Foundation as deemed necessary in order to protect the integrity of the Foundation and for its Mission and Objective for which it stands herein.

2.2.5 Execute any activity, of which shall include the authorization to address any feasible needs of the Foundation as allowed by the by-laws herein, and as permissible under section 501(c)(3) of the Internal Revenue Code 501(c)(3).

ARTICLE III: RESTRICTIONS OF THE FOUNDATION

3.1 RESTRICTIONS: The Foundation shall be prohibited in its actions, either individually or as a whole, from such actions as:

3.1.1 Attempting to influence legislation by propaganda or otherwise.

3.1.2 Intervene in, or participate in, any political campaign on behalf of any candidate for political office.

3.1.3 Disbursement of any part of the net earnings of this Foundation to the benefit of any member, director, private individual or corporation.

ARTICLE IV: MEMBERS

4.1 QUALIFICATION OF MEMBERS: All parents and legal guardians of children enrolled at Willard Elementary School and all teachers and administrators of Willard Elementary School shall be Members of the Foundation. Contributions and membership dues will be solicited from Members, but are not required to be paid in order to maintain membership.

4.2 MEETING OF MEMBERS: Meetings of the Members of the Foundation shall be held at least two times annually. An Annual Meeting of Members of the Foundation will be held for the purpose

of electing the Board of Trustees and officers of the Foundation. The Board of Trustees or the President may call other meetings of the Members for any purpose.

4.2.1 All Meetings of Members shall be preceded by a notice of meeting given or published at least ten (10) days prior thereto.

4.2.2. At each meeting of the Members, business shall be conducted by those Members present (no minimum number shall be required to constitute a quorum). The vote of a majority of the Members present shall be necessary to approve any matter brought before the meeting.

4.3 MINIMAL VOTING REQUIREMENTS: In order for any proposal and/or nomination to be voted upon, there must be (three) 3 members present to constitute a valid vote. However, in the instance where only the minimum members present pass and/or deny a proposal, nomination or any other vote of material importance to the Foundation, the decision is subject to a re-vote by any officer of the Foundation. In order to perform a re-vote a written or email objection specifically calling for a “re-vote” must be submitted within 24 hours of the original vote with either the President or the Vice President of the HSA. The original decision stands if no objection is filed within 24 hours.. Any original voting member shall not be entitled to appeal for a re-vote.

4.4 VOTING RIGHTS: Each Member of the Foundation shall have the right to cast one vote on any matter brought for vote before the Members. No Member may appoint a proxy to cast his or her vote.

ARTICLE V: BOARD OF TRUSTEES

5.1 BOARD OF TRUSTEES: As a result of the nature of the operation of the Foundation, the Board of Trustees is nominated/appointed on a yearly basis.

5.2 NUMBER OF TRUSTEES: The Board of Trustees shall consist of no more than thirty (30) and no less than 10 members.

5.2.1 The Foundation’s Articles of Incorporation notes a minimum of thirty members. However, in light of the fact that despite diligent efforts to obtain thirty members with no avail, it is hereby noted herein that the integrity of the Foundation shall

not be compromised in any way resulting from the failure to obtain thirty members. Thus in the event that the number of trustees should fall below thirty (30), then it is hereby agreed upon that the current appointed Board of Trustees shall continue to carry on the business and activities of the Foundation.

5.3 MANNER OF SELECTION AND TERM OF OFFICE:

5.3.1 At each Annual Meeting of the Members, the Foundation's Board of Trustees shall nominate a new set of officers for the Foundation. The Members of the Foundation shall vote on the Trustees so nominated.

5.3.2 The term of the Board of Trustees shall commence on July 1, continuing up to and including June 30th of the following year to insure the coinciding of the Foundation's fiscal year.

5.4 RESIGNATION, REMOVAL FROM OFFICE, AND VACANCIES:

5.4.1 Any Trustee may resign at any time by written resignation delivered to the President of the Foundation.

5.4.2 After fourteen (14) days' prior written notice, and after an opportunity to be heard on the issues, any Trustee may be removed from office, with just cause, by the affirmative vote of a majority of the entire Board of Trustees.

5.4.3 All vacancies may be filled by a majority vote of the then appointed Trustees. Candidates to fill vacancies shall be chosen from a slate submitted by the Nominating Committee fourteen (14) days in advance of the election to fill a vacancy. Nominations may also be accepted from the floor. Any individual chosen to fill a vacancy shall be elected only for the unexpired term of the vacating Trustee.

5.5 MEETINGS, QUORUM:

5.5.1 Meetings of the Board of Trustees shall be called by the President not less frequently than two times in each year. At least five (5) days written notice of each meeting shall be given to each Trustee.

5.5.2 The presence of one-third (1/3) of the entire Board of Trustees (or, if the number of Trustees then in office is not divisible by three (3), the presence of over thirty-three percent (33%) of the entire Board of Trustees) shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

5.5.3 The act of majority of those voting, whether in person or by email, at any meeting at which there is a quorum, shall be the act of the Foundation, except as may be otherwise specifically provided by statute. At any meeting where less than a quorum is present, a majority of the Trustees present shall adjourn any such meeting of the Board of Trustees without notice.

5.5.4 Except as otherwise set forth in these bylaws, all meetings of the Board of Trustees shall be governed under rules contained in the latest edition of Roberts' Rules of Order, Revised.

5.6 VOTING BY PROXY: Any Trustee or Member of the Foundation shall be authorized to submit his/her vote via means of Email only after receiving a summary of the matter that is being voted upon directly from the Foundation's Secretary and/or President or as permitted under paragraph 5.3 herein.

5.6.1 Any email submitted ballot shall be counted toward the quorum requirement set forth in Paragraph 6.5 herein.

5.7 ACTIONS IN LIEU OF MEETING: Any implementation of any action instituted by the Board of Trustees may be executed without a meeting as long as there is unanimous consent by and between all Trustees either in writing or via email and may occur simultaneously with any vote on any matter.

5.7.1 At every meeting, each Trustee shall be entitled to one vote either in person or via email proxy.

5.8 COMPENSATION OF TRUSTEES: Any and all Trustees are prohibited from receipt of any compensation, directly or indirectly, for services as a Trustee of the Foundation. However, the Board

of Trustees shall permit reimbursement of any reasonable expenses that may have been incurred by the Trustees when connected to the operation of the Foundation.

5.9 POWERS AND DUTIES OF BOARD OF TRUSTEES:

5.9.1 Between meetings of the Members, the business, property and affairs of the Foundation shall be managed by the Board of Trustees, which obtains absolute authority to exercise all the powers of the Foundation to perform all responsibilities as allowed by law and as defined in the by-laws herein.

5.9.2 The Executive Officers must seek approval from the Board of Trustees for any and all expenditures in excess of One Thousand Dollars (\$1,000), except for those expenditures referenced in Paragraph 5.9.3, herein.

5.9.3 The Board of Trustees authorizes Operational Authority to the Executive Board of Officers and in doing so, permits the Executive Officers to perform duties, including but not limited to; authority to address and execute day-to-day decisions, authorization to perform fiduciary duties relating to such activities as class trips/field trips, any and all purchases for fundraising resale, taxes, organizational fees and the cost of assemblies.

ARTICLE VI: OFFICERS

6.1 OFFICERS: The officers of the Foundation shall be as follows:

- President
- Executive Vice-President
- Principal Vice President (Principal of the School)
- Secretary
- Fundraising Chairperson
- Assistant Fundraising Chairperson
- Treasurer
- Assistant Treasurer
- Development Chairperson
- Development Vice Chairperson

6.2 TERMS AND ELECTIONS OF OFFICERS:

6.2.1 The officers shall be elected at the Annual Meeting of the Foundation each year and shall hold office for a one (1) year term or until their successor is elected.

6.2.2 The Vice-Presidents of which consist of the “Principal Vice President” and the “Executive Vice President”:

6.2.2(a) The “Principal Vice President” shall be automatically presided upon by the acting principal of Willard Elementary School.

6.2.2(b) The “Executive Vice President” shall be presided upon by the individual elected to serve as the Executive Vice President, and shall serve one year in that office and thus automatically succeed to a one-year term as President.

6.2.3 The Development Vice Chairperson shall serve one year in that office and shall automatically succeed to a one-year term as Development Chairperson.

6.2.4 The Assistant Fundraising Chairperson shall serve one year in that office and shall automatically succeed to a one-year term as Fundraising Chairperson.

6.2.5 The Assistant Treasurer shall serve one year in that office and shall automatically succeed to a one-year term as Treasurer.

6.2.6 The Vice-President, Secretary, Assistant Fundraising Chairperson, Assistant Treasurer and Development Vice Chairperson shall be elected each year.

6.2.7 Any Member is eligible to hold office, but no person shall hold more than one office at a time; and no one shall be eligible to succeed him/herself for the same office.

6.3 NOMINATIONS: Nominations shall be made either by the Nominating Committee or by any Member at the Annual Meeting. No Member may be nominated for any office by other than the Nominating Committee unless the Member making the nomination submits to the Secretary of the

meeting a written consent to serve if elected, signed by the person nominated and submitted a minimum of ten days prior to the Annual Meeting.

6.3.1 Voting shall be by hand, except that where there is only one candidate for any office, the President shall direct the Secretary to cast one ballot for the election of such candidate.

6.3.2 The Board of Trustees shall have power to elect an officer to serve for the remainder of the unexpired term of the previous holder of any office in which a vacancy occurs.

6.4 POWERS AND DUTIES OF OFFICERS:

6.4.1 The officers, agents and employees of the Foundation shall perform duties and exercise the power usually incident to the offices or positions held by them respectively and/or such other duties and powers as may be assigned to them from time to time by the Board of Trustees or the President.

6.4.2 The President shall preside at all meetings; shall have and exercise general charge and supervision of the affairs of the Foundation; and shall do and perform such other duties as may be assigned to him or her by the Board of Trustees. The President shall serve as a non-voting, ex officio member of all committees, with the exception of the Nominating Committee or other committees designated by the Board of Trustees. The President or his/her delegate shall represent the Foundation at all meetings of the Ridgewood Federated Home and School Association.

6.4.3 At the request of the President, or in the event of his or her absence, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by Law, the Vice President shall have such other powers as the Board of Trustees may determine, and shall perform such other duties as may be assigned by the Board of Trustees.

6.4.4 The Secretary shall be responsible of such books, documents and papers as the Board of Trustees may determine and shall have the custody of the corporate seal. The Secretary shall perform all the duties incident to the office of Secretary subject to the

control of the Board of Trustees, and shall also perform such other duties as may be assigned by the Board of Trustees.

6.4.5 The Treasurer shall have the custody of all funds, property and securities of the Foundation, subject to such regulations as may be imposed by the Board of Trustees. Checks in amounts less than \$250 may be signed solely by the Treasurer.

6.4.6 Checks in excess of \$250 must be signed by the Treasurer and by either the President or the Assistant Treasurer.

6.4.7 The Development Chairperson shall preside at all meetings of the Development Committee. The Chairperson shall report to the Trustees the findings and recommendations of the Committee on the issues of long range plans for Assemblies, Field Trips and Staff grants and objectives and shall do and perform such other duties as may be assigned by the Board of Trustees.

6.4.8 The Development Vice Chairperson shall assist the Chairperson in the duties of the Development Committee and shall do and perform such other duties as may be assigned by the Board of Trustees.

6.4.9 The Assistant Fundraising Chairperson shall assist the Fundraising Chairperson in the duties associated with the predefined responsibilities and authorities associated with the fundraising duties.

6.4.10 All committee chairpersons shall keep a record of their duties to be passed on to each new committee chairperson.

ARTICLE VII. COMMITTEES OF THE BOARD OF TRUSTEES

7.1 EXECUTIVE COMMITTEE: The Executive Committee shall be composed of the officers of the Foundation. The Executive Committee shall meet at the call of the President and/or any officers of the Foundation to conduct the affairs of the Foundation between meetings of the Board of Trustees.

7.2 NOMINATING COMMITTEE: There shall be a Nominating Committee and such other standing or special committees as the Executive Committee shall determine from time to time.

7.3 NOMINATING COMMITTEE STRUCTURE: The Nominating Committee shall consist of eight (8) Members as follows:

7.3.1 Three Members including one designated as chairperson shall be elected by the Members at the Annual Meeting as defined in paragraph 7.4 herein.

7.3.2 Four additional Members shall be appointed by the President prior to the first meeting of the Nominating Committee

7.3.3 Two of the four Members shall be teachers from Willard Elementary School whose names will be given to the Foundation's president by the principal of Willard Elementary School.

7.3.4 The principle or acting principal of Willard Elementary School shall be appointed to the committee with no reservations.

7.4 ROLE OF NOMINATING COMMITTEE: The Nominating Committee shall recommend to the Members at the Annual Meeting candidates to succeed the officers whose terms expire in such year for such offices as shall be up for election in such year. They shall also nominate three Members for the Nominating Committee which shall include one returning Member from the preceding year's Nominating Committee when possible, the Past President of the Foundation when possible and one other Member of the Foundation. One individual shall be designated as chairperson by the Nominating Committee. No one from the Nominating Committee may be placed in nomination for the Executive Committee for the following year.

7.4.1 The President of the Executive Committee, shall appoint the chairperson of all standing and special committees except the Nominating Committee. At the next meeting of the Board following the appointment of a committee chairperson, the President shall announce the appointment, state the duties of the committee, and state whether the committee is a standing or a special committee. All such announcements shall be recorded in the minutes of such meeting.

7.4.2 The chairpersons of all standing and special committees shall appoint such additional members to their respective committees, as they shall determine to be necessary or desirable. The chairpersons of Special Committees shall report to the Secretary the names of all committee members appointed by them.

ARTICLE VIII: INDEMNIFICATION OF TRUSTEES AND OFFICERS

8.1 INDEMNIFICATION: Each active Foundation Trustee and Officer, or their executors, administrators and assigns, shall be indemnified by the Foundation against all costs and expenses reasonably incurred by or imposed upon him or her, or his or her estate in connection with defending against, and/or resulting from, any action, suit, or proceedings that are performed within his/her duties of the Foundation. Any relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for malfeasance or gross negligence in the performance of his or her duty as such Trustee or Officer, and shall also be indemnified against any cost or expenses reasonably incurred by or imposed upon him or her, or his or her estate, in connection with or resulting from the settlement of any such action, suit, or proceeding in which such Trustee or Officer was not liable for malfeasance or gross negligence in the performance of his or her duty as a Trustee or Officer, and shall also be indemnified against any cost or expenses reasonably incurred by or imposed upon him or her, or his or her estate, in connection with or resulting from the settlement of any such action, suit, or proceeding in which such Trustee or Officer was not liable for malfeasance or gross negligence in the performance of his or her duty as a Trustee or Officer.

8.1.1 The costs and expenses against which any such Trustee or Officer shall be indemnified shall be those actually paid or for which liability is actually incurred, irrespective of whether such costs or expenses are taxable costs as defined or allowed by statute or rule of court.

8.1.2 A Trustee or Officer shall not be deemed to have been liable for malfeasance or gross negligence in the performance of his or her duty as a Trustee or Officer as to any matter wherein he or she relied upon the opinion or advice of legal counsel selected by the Board of Trustees or acting in any such matter for the Foundation. Such rights of indemnification shall be in addition to any other right with respect to any such costs and expenses to which such Trustee or Officer may otherwise be entitled against the Foundation or any other person.

8.1.3 This Article X shall be construed to provide Trustees and Officers of the Foundation with indemnification to the fullest extent provided or permitted by law, regardless of whether a Trustee or Officer claiming indemnification for expenses of liabilities incurred by or imposed upon him by reasons of his services as such continues to do so serve at the time the expenses or liabilities are incurred.

8.2 MISCONDUCT: Any and all negligence, misconduct or breach of their fiduciary duties, either knowingly or unknowingly performed by any Trustee and/or Officers of the Foundation shall not be indemnified by the Foundation in the event that said individual is found to be guilty of such charges by a court of competent jurisdiction or authority as defined by either state or federal law.

ARTICLE IX: AMENDMENTS

9.1 AMENDMENTS: The By-Laws of the Foundation may be amended by majority vote of all Members attending any meeting of Members of the Foundation, provided notice of the character of the proposed amendment shall have been given to the Members at least ten (10) days before such amendment is voted upon. Such amendments shall be consistent with the purpose, objectives and intentions of the Foundation.

ARTICLE X: DISSOLUTION

10.1 DISSOLUTION: Upon the dissolution or other termination of the Foundation, no part of the property of the Foundation or any of the proceeds shall be distributed to or inure to the benefit of any of the Members, Trustees or Officers of the Foundation, but all such property and proceeds, subject to the discharge of valid obligations of the Foundation, shall be distributed exclusively to Federal, State or local government bodies or to other charitable or educational organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.