

**BYLAWS OF
OSAGE PARENT FACULTY ASSOCIATION, INC.
A NEW JERSEY NON-PROFIT CORPORATION**
Adopted November 2000 (Updated November 2021)

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**BYLAWS OF
OSAGE PARENT FACULTY ASSOCIATION, INC.**

ARTICLE I - NAME; OFFICES

The principal office of the Corporation shall be located at Osage School, 112 Somerdale Road, Voorhees, New Jersey 08043. The Corporation may also have such offices at such other places within or without the State of New Jersey as the Board of Trustees may, from time to time, determine.

ARTICLE II - CHARACTER AND PURPOSES

The Corporation is a nonprofit corporation organized and operated not for pecuniary profit. The purposes for which the Corporation is to be formed are exclusively to receive, distribute and administer funds for educational or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to, promoting the relationship between home and school for the educational benefit of the students of Osage School, an elementary school that is part of the Voorhees Public Schools, providing a forum for the exchange of information and a platform for cultural, social and educational events with the faculty, students, administrators and parents/guardians to encourage an enriched environment for the students. The Corporation shall act in a non-partisan, non-sectarian and non-commercial manner.

Solely for the above purposes, the Corporation may hold any property, or any undivided interest therein, without limitation as to amount or value; may dispose of any such property and may invest, reinvest, or deal with the principal or the income in such manner as will best promote the purposes of the Corporation without limitation except such limitations, if any, as may be contained in the instrument under which such property is received, the Certificate of Corporation, the Bylaws of the Corporation, or any applicable laws; and may do any other act or thing connected with the foregoing purposes or in advancement thereof, but not for the

pecuniary profit or financial gain of its Trustees or Officers.

ARTICLE III - BOARD OF TRUSTEES

Section 1. Number; Term of Office. The business and property of the Corporation shall be managed and controlled by a Board of Trustees, which may also be referred to as the Executive Board. The Board of Trustees shall consist of the duly elected Officers of the Corporation and shall number not less than three (3) and not more than ten (10) persons. In addition to the foregoing, the Principal of Osage School shall serve as ex-officio, non-voting Trustee of the Corporation. The Trustees named in the Certificate of Incorporation shall hold office until their successors are elected and qualified. The number of Trustees may be increased or decreased by amendment to these Bylaws in the manner set forth in Article XV but shall not be less than three (3) persons. The term of a Trustee shall be coterminous with his/her term as an Officer.

Section 2. Regular Meetings. The Board of Trustees may hold regular meetings on a date and time to be fixed by the Board.

Section 3. Special Meetings. Special meetings of the Board of Trustees may be called by the Chairperson or any Trustee.

Section 4. Notice of Meeting. Notice of all Board of Trustees' meetings, except as herein otherwise provided, shall be given by mailing the same at least five (5) days or by faxing or e-mailing the same at least two (2) days before the meeting to the usual business or resident address of the Trustee, but such notice may be waived by any Trustee. Regular meetings of the Board of Trustees may be held without notice at such time and place as shall be determined by the Board of Trustees. Any business may be transacted at any regular Trustees' meeting.

Section 5. Waiver of Notice. Notice of any meeting need not be given to any Trustee who signs a waiver of notice before or after the meeting. Attendance at any meeting is a deemed waiver of notice.

Section 6. Quorum. A majority of the Board of Trustees entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

Section 7. Chairperson. At all meetings of the Board of Trustees, the Chairperson, or in his or her absence, a chairperson chosen by the Trustees present, shall preside.

Section 8. Manner of Acting. The act of a majority of the Trustees presents at a meeting at which a quorum is present shall be the act of the Board of Trustees. All Trustees, other than those that are designated herein as nonvoting Trustees, shall be entitled to vote.

Section 9. Action Without a Meeting. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Trustees may be taken without a meeting if, prior to or subsequent to such action, all of the Trustees consent thereto in writing. Such written consent may be executed in counterparts and shall be filed with the minutes of the Corporation.

Section 10. Meeting by Telephone or Video Conference. The Board of Trustees or a committee of the Board of Trustees may conduct meetings by means of a telephone or video conference call or any other means of communication by which all persons participating in the meeting are able to hear and speak to each other.

Section 11. Compensation. Trustees shall serve without compensation.

Section 12. Powers. All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of New Jersey, shall be vested in the Board of Trustees. The Board of Trustees may, by general resolution, delegate to committees of their own number or to Officers of the Corporation such powers as they may see fit. The powers of the Board of Trustees shall include, but not be limited to, the following:

- A. To transact necessary business in the intervals between Corporation

meetings and such other business as may be referred to it by the Corporation:

- B. To approve the plans of work of the standing committees;
- C. To create standing committees, and to change and/or reassign duties and/or responsibilities of the standing committees as necessary.
- D. To create special committees as deemed necessary to carry on the work of the Corporation. Since a special committee is created for a specific purpose, it automatically goes out of existence when its work is done, and its final report is received;
- E. To meet in emergency situations to direct inter-corporation difficulties;
- F. To present a report at the regular meetings of the Corporation;
- G. To approve the appointment of an auditing committee at least two weeks prior to the final meeting of the fiscal year to audit the Treasurer's accounts;
- H. To accept and submit to the Corporation for adoption a budget for the fiscal year; and
- I. To approve routine bills within the limits of the budget.

ARTICLE IV - OFFICERS

Section 1. Number. The Officers of the Corporation shall be the Chairperson or two Co Chairpersons, the Treasurer; the Secretary; and such other officers or agents as the Board of Trustees shall deem necessary or desirable, provided however, that until the first annual meeting of the Board of Trustees, the Officers may be the Chairperson or two Co Chairpersons, the Secretary and the Treasurer. Any two offices, except those of Chairperson and Secretary, may be held by the same person. However, no Officer may execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by the Bylaws to be executed, acknowledged, or verified by two or more Officers.

Section 2. Election. If not designated in the Certificate of Incorporation or the initial minutes of the Incorporator, the initial Officers of the Corporation shall be appointed by the Board of Trustees and shall serve until the first annual meeting of the Members. Except for Officers who are appointed herein, the Officers shall be elected annually by the Members from among their number, at the annual meeting of the Members pursuant to the provisions of Article V.

Section 3. Term of Office. An Officers term of office begins on the last day of the school year and shall continue until his/her successor is elected. No person shall serve more than three consecutive terms in office. After one or more years of not serving as an Officer in any capacity, one may again be considered as a candidate to be an Officer. An Officer having served more than one-half of a term shall be credited with having served a complete term.

- A. When deemed necessary, a person can be allowed to serve four or more consecutive terms provided a vote of the members approves of each additional year of service.

Section 4. Chairperson. Any reference to "Chairperson" in these Bylaws shall mean either the Chairperson or the Co-Chairpersons, as the case may be. The Chairperson shall be chief executive officer of the Corporation and, subject to the control of the Board of Trustees, shall, in general, supervise and control all of the business and affairs of the Corporation. The Chairperson shall preside at all meetings of the Board of Trustees and the Members of the Corporation. The Chairperson shall be a member ex-officio of all committees except the Nominating Committee. Unless otherwise directed by the Board of Trustees, all other Officers shall be subject to the authority and supervision of the Chairperson. The Chairperson may enter into and execute in the name of the Corporation contracts or other instruments which are authorized, either generally or specifically, by the Board of Trustees. The Chairperson shall have the general powers and duties of management usually vested in the office of Chairperson of a corporation and shall preside at meetings of the Board of Trustees. The Chairperson may delegate responsibilities to other Officers or confer with any Officer before acting if requested by

the Board of Trustees.

Section 5. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, shall keep or cause to be kept regular books of account for the Corporation, shall present an annual budget to the Board of Trustees, and shall be responsible for timely preparing (or submitting to an accountant to prepare), and filing of State and Federal tax reporting requirements, shall file the Corporation's annual report with the State of New Jersey, shall certify the accuracy of the Corporation's receipts, disbursements and assets on an annual basis and shall perform such other duties and possess such other powers as are incident to the office of Treasurer or as shall be assigned to him or her by the Chairperson or by the Board of Trustees.

Section 6. Secretary. The Secretary shall cause notices of all meetings to be served as prescribed in these Bylaws or by statute, shall keep or cause to be kept the minutes of all meetings of the Board of Trustees, the Members of the Corporation, and all such other meetings as the Board of Trustees shall determine and maintain records of Members and volunteers, unless delegated to a committee chairperson. The Secretary shall have charge of the corporate records and seal of the Corporation. The Secretary shall be responsible for all official correspondence of the Corporation and shall perform such other duties and possess such other powers as are assigned by the Chairperson or by the Board of Trustees. The Secretary shall have the responsibility for the final editing and compliance with school policy of all articles, newsletters, publications and posters of the Corporation.

Section 7. Faculty Liaison(s). The Corporation shall request the Principal to appoint from among the faculty members of the school one or more Faculty Liaisons who shall serve as non-voting Trustees. The Faculty Liaisons shall: (i) collect such information as may be needed from the faculty; (ii) make announcement of activities of the Corporation at staff meetings and provide a communication link between faculty and the Corporation; and (ii) perform such other duties as may be requested by the Chairperson or by the Board of Trustees and approved by the Principal.

Section 8. Public Relations. The Public Relations officer shall be a non-voting Trustee appointed by the balance of the Board of Trustees. He/she is responsible for photographs of school events and activities; assisting with content of the school newsletter and District communications; and such other duties as may be requested by the Chairperson.

Section 9. Salaries. The Officers shall receive no compensation for their services as an Officer of the Corporation, but may be reimbursed for reasonable expenses incurred in conducting its affairs and carrying out its purposes with approval of the Board of Trustees upon presentation of appropriate evidence of expenses.

Section 10. Resignation or Removal. Any Officer by notice in writing to the Board of Trustees may resign at any time. Any Officer may be removed from office by the affirmative vote of a majority of the Board of Trustees (excluding such Trustee) at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any Officer proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting of the Board of Trustees at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Trustees at such meeting.

Section 11. Vacancies. Any vacancy occurring among the Officers, however caused, may be filled by the Board of Trustees for the unexpired portion of the term.

ARTICLE V - ELECTION OF OFFICERS

Section 1. The Officers of this Corporation shall be elected annually during the spring of each year on a date announced by the Board of Trustees. The election must be held no earlier than March 1 and no later than June 15 of each year.

Section 2. Eligibility for Office. Only those individuals who have been Members in good standing for 30 days shall be eligible for nomination, either by the Nominating Committee or from the floor by any Member in good standing.

Section 3. Nominations. The Corporation shall conduct the election for Officers, pursuant to the following provisions:

A. Current Officers shall announce their intention to seek office at least one (1) month before the annual election (or such earlier date as may be announced by the Board of Trustees at least sixty (60) days before the election).

B. Methods of nominations are:

1. By the Nominating Committee (if one is appointed by the Board of Trustees) announced not less than one (1) month before the election; or

2. From the floor or by mail at a meeting taking place not less than one (1) month before the election.

C. Written consent from the nominee shall be presented at the time of nomination.

D. The Board of Trustees shall present all candidates before the close of the meeting taking place not less than one (1) month before the election. The Board of Trustees shall make available a standard form, autobiographical in nature, to each candidate. Completed forms shall be compiled and distributed or made available to Members (in the same manner as notices of meetings) at least 15 days before the election.

Section 4. Election. The election of Officers shall be determined by a plurality of the voting Members. Members must vote in person at a time and place designated by the Board of Trustees. No proxies shall be allowed. The election shall take place on the date of the designated meeting, but need not be limited to the specific time of such meeting. Polling hours shall be announced for the election meeting, including both opening and closing times, at least thirty (3) days in advance thereof. If there is only one nominee for each office, the election may be by voice vote. If there is (are) more than one nominee(s) for any office(s), voting for that (those) office(s) shall be by written ballot.

ARTICLE VI - MEMBERSHIP

Section 1. Eligibility. Membership in the Corporation shall be open to 1) any parent or guardian of a currently enrolled Osage School student, 2) any Osage School staff member, and 3) any resident of Voorhees Township who is age eighteen (18) years or older; who lives within the Osage School geographic sending area and who agrees to abide by the objectives, policies and Bylaws of the Corporation. Any such person shall become a Member in good standing upon payment of such membership dues as may be determined herein. Any Member in good standing shall be eligible to be nominated for election as an Officer and Trustee and/or to serve on any committee as the Board of Trustees shall establish.

Section 2. Dues. Membership dues shall be determined by the Board of Trustees. Membership dues shall be due and payable in a manner and at a time as the Board of Trustees shall determine. The Board of Trustees may establish different amounts of dues for different classifications of Members (i.e., faculty members and school staff).

Section 3. Regular Meetings. Meetings of the Members of the Corporation shall be held at least [five] (5) times during the school year at a date and time to be determined by the Board of Trustees.

Section 4. Annual Meeting. Members of the Corporation shall hold a regular annual meeting during the spring of each school year at such time as determined by the Board of Trustees, for the purpose of electing Officers and Trustees and for the transaction of such other business as may properly come before the meeting.

Section 5. Special Meetings. Special meetings of the Members may be called by

the Chairperson or the Board of Trustees.

Section 6. Notice of Meeting. Notice of all meetings of the Members of the Corporation, except as herein otherwise provided, shall be given not less than ten (10) days before the date of the meeting, either in person, by mail or fax, or by E-mail to each Member in good standing, or through a notice in the school calendar, school web site, or the Voorhees Public Schools Information Guide, and shall state the purpose or purposes of such meeting. Notice in person or mail may also be given by a written notice sent to the Member via the Member's child in the Osage School. In the case of any meeting that is not prescheduled more than sixty (60) days in advance, notice shall be given not more than ten (10) days before the date of the meeting. The date for determining Members in good standing with regard to any meeting of the Members shall be one week prior to the meeting.

Section 7. Waiver of Notice. Notice of any meeting need not be given to any Member who signs a waiver of notice before or after the meeting.

Section 8. Quorum. Members present and in good standing shall constitute a quorum for the transaction of business at any meeting of the Members.

Section 9. Voting. Any Member in good standing shall be eligible to vote at the annual, regular and special meetings of Members. No resolution or motion committing this Corporation on any matter will be considered by the membership until it has been approved by the Board of Trustees. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members.

ARTICLE VII - COMMITTEES

Section 1. Standing Committees; Other Committees. The Board of Trustees, by resolution adopted by a majority of the entire Board of Trustees, shall appoint from among the Board of Trustees and Members one or more standing committees hereinafter provided and one or more other committees of one or more persons, at least one of which shall be a Trustee. Volunteers for committee membership shall be solicited from the membership prior to the end of each school year and after the beginning of each school year. The Chairperson shall be an ex-officio member of all committees. To the extent provided for in the resolution or in these Bylaws, each committee shall have and may exercise all the authority of the Board, except that no committee shall:

1. Make, alter or repeal any bylaw of the Corporation;
2. Elect or appoint any Trustee or Officer, or remove any Officer or Trustee;
3. Submit to Members any action which requires Members' approval; and
4. Amend or repeal any resolution previously adopted by the Board of Trustees;

Section 2. Committee Chairperson. Committee chairpersons shall be appointed by the Board of Trustees. Only Members shall be eligible to serve as committee chairpersons or members. Volunteers for these positions shall be submitted to the Board of Trustees, who shall select committee chairpersons from these applications. If there is no volunteer, the Board of Trustees may appoint a committee chairperson, who may be a member of the Board of Trustees. The Chairpersons of all committee shall present plans of work to the Board of Trustees, and no committee work shall be undertaken without the approval of the Board of Trustees.

Section 3. The standing committee shall be the Bylaws Committee.

Section 4. Bylaws Committee. The Bylaws Committee shall review Bylaws following the end of each school year and make recommendations for amendments and/or revisions. The committee shall present any amendments and/or revisions presented to them by Members within two meetings.

Section 5. Advisory Committees. The Board of Trustees may appoint from among

the Trustees, or from among such Members as the Board may see fit, one or more advisory committees and, at any time, may appoint additional Members. The members of any such committee shall serve at the pleasure of the Board of Trustees. Any such advisory committee shall advise and aid the Officers of the Corporation on all matters designated by the Board of Trustees.

Section 6. Quorum. A majority of each committee shall constitute a quorum for the transaction of business. Except as otherwise provided for in these Bylaws, each committee shall appoint from among its members a chairperson.

Section 7. Records. Actions taken at a meeting of any committee established pursuant to these Bylaws shall be kept in a record of proceedings which shall be reported to the Board of Trustees at its next meeting following such committee meeting, except that, when the meeting of the Board of Trustees is held within two (2) days after the committee meeting, such report may be made to the Board of Trustees at its second meeting following such committee meeting.

Section 8. Removal. Any committee member may be removed for any reason by the Board of Trustees or a majority vote of the remaining committee members provided there is a quorum of not less than a majority present at the meeting of the committee at which such action is taken.

Section 9. The motion to dissolve a committee requires a majority of the vote of the Board of Trustees.

ARTICLE VIII - AGENTS AND REPRESENTATIVES

The Board of Trustees may appoint agents and representatives of the Corporation with such powers to perform acts or duties on behalf of the Corporation as the Board of Trustees may see fit, so far as may be consistent with these Bylaws and to the extent authorized by law.

ARTICLE IX - CONTRACTS

The Board of Trustees, except as otherwise provided in these Bylaws, may authorize, in writing, any Officer or agent to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Trustees, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or for any amount.

ARTICLE X - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section 1. General Prohibition. No Trustee, Officer, or employee, committee member, or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to, or for, the Corporation in effecting any of its purposes as shall be fixed by the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be distributed in such amounts as the Board of Trustees may

determine or as may be determined by a court of competent jurisdiction upon application of the Board of Trustees exclusively to charitable, religious or educational organizations which would then qualify under the provisions of Section 501 (c)(3) of the Code.

Section 2. Contracts and Services. The Trustees and Officers of the Corporation may be interested directly or indirectly in any contract relating to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as Trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as Trustees, Officers, or otherwise; provided, that any contract, transaction, or act on behalf of the Corporation in a matter in which the Trustees or Officers are personally interested shall be at arm's length and not violative of the proscriptions in the Certificate of Incorporation against the Corporation's use or application of its funds for private benefit; and provided, further, that no contract, transaction, or act shall be taken on behalf of the Corporation which would result in the denial of the tax exemption under Section 503 or Section 507 of the Code.

ARTICLE XI - EXECUTION OF DOCUMENTS

Section 1. Commercial Paper. All checks, notes, drafts, and other commercial paper of the Corporation shall be signed by the Chairperson of the Corporation or by such other person or persons as the Board of Trustees or the Chairperson of the Corporation may, from time to time, designate.

Section 2. Other Instruments. All deeds, mortgages and other instruments shall be executed by the Chairperson of the Corporation or by the Secretary, or such other person or persons as the Board of Trustees may, from time to time, designate.

ARTICLE XII - ROOM PARENTS

Section 1. The Corporation shall request that each teacher designate one or more parents of students in his or her classroom to serve as Room Parents for the school year.

Section 2. The duties of a Room Parent shall include:

A. Plan and carry out parties and other activities for the class as requested by the teacher.

B. Each school year, serve on at least one committee, or volunteer to help out at least one school event.

Section 3. One Member of the Corporation shall be named Room Parent Coordinator for the school year. This person will be responsible for encouraging and supporting participation by the Room Parents in meetings and events.

ARTICLE XIII - FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 of each year and end on June 30.

ARTICLE XIV - MISCELLANEOUS

Section 1. Finances. Petty cash accounts may be maintained at the discretion of the

Board of Trustees in such amount as they may determine. All receipts and expenses and other disbursements will be reported in the Treasurers report. The Treasurer will ensure that there exists at the end of the school year to start the following school year a checking account balance of not less than \$250.00 and such maximum amount as may be determined by the Board of Trustees.

Section 2. Checking Account; Signing of Checks. The Corporation shall maintain one or more checking accounts at a bank located within Camden County. All checks shall be signed by one of the two (2) Officers. The Board of Trustees shall determine, which officers, in addition to the Treasurer, shall have authority so sign checks.

Section 3. PFA Roundtable. The Chairperson (or his/her designee) shall represent the Corporation at meetings of the Voorhees Parent Faculty Association Executive Committee/Roundtable.

Section 4. Parliamentary Procedure. Roberts Rules of Order shall be used as the parliamentary authority in all instances not directly addressed in the Bylaws.

Section 5. Operating Procedures. The Board of Trustees may establish operating procedures which shall serve as additional requirements or limitations to those imposed by these Bylaws, but which shall not conflict with these Bylaws. Such Operating Procedures may be changed by a majority vote of the Board of Trustees.

ARTICLE XV - AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by an affirmative vote of a majority of the Trustees and subsequently by an affirmative vote, at a meeting of the Members of the Corporation, of two-thirds of the Members in good standing then present and voting. Notice of any proposed alteration, amendment or repeal shall be provided to Members not less than ten (10) days before the meeting at which such alteration, amendment or repeal will be considered, in the same manner as notice of a meeting.

ARTICLE XVI - TERMS

All references herein to sections of the Code shall include the Treasury Regulations covering such sections.