



Ralph E. Noddin Home and School Club Constitution and Bylaws

ARTICLE I **NAME**

The name of this organization shall be the Ralph E. Noddin Home and School Club (“NHSC”).

ARTICLE II **DEFINITIONS**

“Executive Board”: Consists of the Officers of the organization, Two (2) faculty representatives, the Principal, Coordinators of the committee chairpersons, and Grade Level Representatives (Pre-K thru 5th grade).

“Membership”: All parents and legal guardians of students at Noddin Elementary School, as well as faculty and staff of Noddin Elementary School, are considered members of NHSC, if they are willing to uphold its policies and subscribe to its Bylaws.

“Officers”: President, Vice President, Secretary, Treasurer and Assistant Treasurer or any two co-officers of the prior stated positions.

“Quorum”: Seven (7) members of the Executive Board shall constitute a quorum. Three (3) of the seven must be elected officers.

“Fiscal Year”: August 1 – July 31

ARTICLE III **OBJECTIVES**

1. To fund programs, materials and resources at Noddin Elementary School in order to support its teachers and enhance the educational experience of its students.
2. To create a closer relationship between the Home, School and Community.

ARTICLE IV **POLICIES**

Section 1. The purpose of the organization shall be educational and philanthropic and shall be developed through committees, conferences and policies.

Section 2. The organization is an educational, non-sectarian, and non-partisan entity. No commercial enterprises or candidates for any political offices shall be developed or endorsed by it. Neither the name of the organization nor the name of any member in an official capacity shall be used in any commercial or

political connection.

Section 3. The organization shall not seek to control or direct the activities or policies of the school.

Section 4. The organization may cooperate with other organizations and agencies active in the cause of child welfare.

Section 5. This organization shall remain independent of political affiliation but may take a stand on nonpartisan school issues such as bond, tax, and unification elections.

Section 6. All monies collected, except those for operating expenses, shall be used for projects that will directly benefit the students, the school, and/or faculty.

ARTICLE V **MEMBERSHIP AND DUES**

Section 1. All parents and legal guardians of students at Noddin Elementary School, as well as faculty and staff of Noddin Elementary School, are considered members of NHSC, if they are willing to uphold its policies and subscribe to its Bylaws ("the Membership").

Section 2. The privilege of holding office and making motions at meetings of the membership shall be restricted to the members of the organization.

Section 3. Members have the right to vote on approval of the annual budget, election of board members and amendments to or revisions of the bylaws.

Section 4. All members are encouraged to participate in voting at meetings of the general membership, holding office, nominating and committees as applicable under these Bylaws.

Section 5. A suggested donation for membership will be set annually by the Executive Board and membership committee.

ARTICLE VI **APPOINTMENTS AND ELECTIONS**

Section 1. The Officers (Officers) of this organization shall be elected annually at the last general membership meeting of each school year.

Section 2. The Officers are: President, Vice President, Secretary, Treasurer and Assistant Treasurer or any two co-officers of the prior stated positions. In such cases, co-officers together shall share one vote.

Section 3. The appointed positions of the organization shall be Parliamentarian, members of the Nominating Committee, Committee Coordinators, and Grade Level Representatives.

Section 4. The President, with the approval of the Officers, shall appoint the Parliamentarian, Coordinators and Grade Level Representatives.

Section 5. For Grade Level Representatives, the President, with the approval of the officers, may appoint any member to fill a vacant grade level if no members with a student in that particular grade have committed to fill the position within the first 30 days of the school year.

Section 6. The Nominating Committee shall be appointed by the Parliamentarian with the assistance of the Officers and shall consist of five (5) members; two (2) are to be members of the Executive Board, three (3) members are to be appointed from the membership at large at least two (2) months prior to the

election of officers. The Nominating Committee shall recommend one (1) or more candidates for each office and shall report such nominations one (1) month prior to the general membership meeting in the Spring. Additional nominations may be made by petition to the Nominating Chairperson up to ten (10) days before the election. A petition shall contain ten (10) signatures from NHSC members.

Section 7. Officers shall be elected at the general membership meeting in the Spring. Voting shall be conducted by written ballot if multiple people are running for one office and by voice if only one person is running for each office. The Nominating Committee is responsible for distributing and counting ballots.

Section 8. Officers shall serve for a term of one (1) year. No Officer shall serve more than two (2) consecutive terms in a single office unless no viable candidates are found for that office and the membership approves a reinstatement for up to one (1) additional year. Officers shall be installed and assume the duties of their respective offices at the conclusion of the last regular meeting of the Executive Board during the school year. The only exception will be the office of Treasurer and Assistant Treasurer which will transition in August.

Section 9. In the event of the resignation of the President, the Vice-President shall assume the duties of the President for the remainder of the term and a new Vice President shall be elected by the Executive Board.

Section 10. If an Executive Board member resigns, is incapacitated, or otherwise is unable or fails to perform his/her duties as determined by the Officers, the Officers may declare that position vacant and the President may appoint a new Executive Board member with the approval of the Officers.

Section 11. In the event an Executive Board member finds it necessary to resign from his/her office, he/she shall do so by submitting a written statement of resignation to the Officers for recording.

Section 12. Individuals filling vacant offices shall complete the duration of the existing term. In addition, if the length of a vacant term is filled by an individual for five (5) months or more in duration during the school year, then that shall be deemed service for a term of one (1) year pursuant to section 7 above.

ARTICLE VII **DUTIES OF OFFICERS**

Section 1. The President shall:

- A. Preside at all meetings of the organization and of the Executive Board.
- B. Be a member ex-officio of all committees except the Nominating Committee.
- C. Appoint the Parliamentarian and the Chairperson of each standing committee.
- D. Appoint persons to fill all vacancies subject to approval of the Officers.
- E. Hold administrative rights to all NHSC logins and passwords including, but not limited to Google Suite and Cloud storage if in use at the time and maintain current list.
- F. Maintain Membership Directory (this is separate from Back to School Donation Drive chair)
- G. Review and approve all social media posts that pertain to NHSC.
- H. Solicit updated job and committee descriptions, and budget modifications from Executive Board Members.
- I. The President cannot be related by blood or marriage or reside in the same household as the other authorized signers for the organization's financial accounts.

Section 2. The Vice President shall:

- A. Act as an aide to the President.

- B. In the absence of the President, shall assume the President's duties.
- C. Shall chair the Teacher Grant Committee. Manage and review Teacher Grants and maintain spreadsheets for budget purposes. Work with Noddin Principal, three (3) other NHSC board members (Two (2) must be elected Officers), on approving grants and making sure we stay within budget. Present a monthly status report at the monthly Executive Board Meeting.
- D. Coordinate orientation for the new Executive Board.

Section 3. The Secretary shall:

- A. Keep an accurate record of proceedings of the Executive Board and the General Membership.
- B. Be prepared to refer to the minutes of any previous meeting.
- C. Be responsible for reproducing the minutes and submitting copies for the next meeting.
- D. Coordinate orientation for new teachers.
- E. Maintain Noddin classroom volunteer list (such as, but not limited to Room Parent, Art Vistas, Ceramics, Be a Buddy).
- F. Prepare and send a welcome letter to new Executive Board Members after election appointment.

Section 4. The Treasurer shall:

- A. Keep an accurate record of all receipts and disbursements.
- B. Present a statement of account at every regular meeting and any time that this statement may be requested by the Executive Board.
- C. Make a full annual report at the first Executive Board meeting of the new school year and post to the NHSC website.
- D. Present a proposed next year budget for the organization at an Executive Board meeting in the spring of the current school year.
- E. The Treasurer cannot be related by blood or marriage or reside in the same household as the other authorized signers for the organization's financial accounts.

Section 5. The Assistant Treasurer shall:

- A. Receive monies for the organization and shall deposit them in the name of the organization in a bank approved by the Executive Board.
- B. Create Deposit Reports.
- C. Execute account level review of monthly bank reconciliations.
- D. Present statement of account at every NHSC monthly meeting in the event that the treasurer is not available to do so.
- E. Manage collection of Field Trip Fees.

Section 6. Officer positions require the use of a personal computer for access to NHSC files (Google Suite), collaboration, and file sharing.

Section 7. When an officer fails to attend three (3) consecutive meetings of the organization and/or Executive Board without adequate excuse, the Executive Board may declare his/her office vacant.

Section 8. Each officer, upon expiration of their term of office, shall turn over to their successor without delay, all records, books, funds, NHSC email addresses and password, NHSC Cloud storage information, and any other material pertaining to the office.

ARTICLE VIII
EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the Officers of the organization, Two (2) faculty representatives, the Principal, Coordinators of the committee chairpersons , and Grade Level Representatives (Pre-K thru 5th grade). The immediate past president may serve as ex-officio member of the Board without voting rights.

Section 2. The Executive Board shall transact necessary business between general membership meetings, and such other business that may be referred to it by the general membership. It may create such sub committees as are deemed necessary to carry out the work of the organization. It shall approve all appointments. It is subject to the policies and procedures of the organization.

Section 3. The Executive Board shall meet at least once a month during the school year, unless otherwise ordered. Special meetings of the Executive Board may be called by the President, or upon the request of three (3) Executive Board members. All board members must be notified prior to such meetings. The minutes of the preceding board meeting shall be read at each Executive Board meeting.

Section 4. Each Coordinator is entitled to only one vote on the Executive Board. No member shall have more than one vote.

Section 5. Seven (7) members of the Executive Board shall constitute a quorum. Three (3) of the seven must be elected officers.

ARTICLE IX
STANDING COMMITTEES, GRADE LEVEL REPRESENTATIVES AND PARLIAMENTARIAN

Section 1. The term of office for the Coordinators, committee chairperson, Grade Level Representatives and Parliamentarian shall be one (1) year. A chairperson may be reappointed to the same position yearly.

Section 2. The Coordinators, committee chairpersons and Grade Level Representatives are expected to review these Bylaws at the beginning of his/her term and shall be responsible for making a thorough study of them.

Section 3. The Coordinators and Grade Level Representatives are expected to attend meetings of the Executive Board.

Section 4. Each Coordinator and committee chairpersons, upon expiration of their term of office or in the case of resignation, shall turn over to their successor without delay all books, records, logins and passwords, funds and other material pertaining to the office. Records shall include a written summary of the committee's activities during the preceding year.

Section 5. All committees are subject to the policies and procedures of the organization.

Section 6. The Parliamentarian shall be appointed by the President (Article VII, Section 1. C) and shall attend all regular membership meetings, meetings of the Executive Board and when requested: shall give advice concerning parliamentary procedure when in order. The Parliamentarian is not a voting member of the Executive Board. The Parliamentarian shall:

- A. Ensure that the Noddin HSC Bylaws are being followed for all NHSC activity.
- B. Ensure that Robert's Rules of Order are followed during each NHSC Meeting.
- C. Review NHSC Meeting Minutes each month to ensure details of each meeting are being recorded

accurately according to NHSC Bylaws.

- D. Shall assist the Chair of the Nominating Committee to give instruction concerning procedure if required.

ARTICLE X **MEETINGS**

Section 1. Executive Board meetings constitute business meetings of the organization. These meetings shall be held on a regular monthly basis during the school year.

Section 2. General membership meetings of the organization may be held twice during the school year (Fall and Spring), unless otherwise ordered by the membership of the organization or the Executive Board.

Section 3. At the Executive Board meeting in Spring, the report and recommendations of the Nominating Committee shall be received by the Executive Board. The general membership shall be informed of the report following the Spring meeting. Individuals desiring to run for office may do so by providing a petition containing signatures of ten (10) NHSC members at least ten (10) days prior to the last general membership meeting of the school year. Such petitions shall be filed with the chairperson of the Nominating Committee.

Section 4. Elections shall take place in May of each year under the direction of the Nominating Committee.

Section 5. Special meetings may be called by the Executive Board upon written notice sent at least three (3) days before the date set for the meeting.

Section 6. No NHSC business shall be conducted by the Executive Board unless a Quorum is present at such meetings.

Section 7. Seven (7) members of the Executive Board shall constitute a quorum. Three (3) of the seven must be elected officers.

Section 8. Voting and making motions at any meeting of the Executive Board shall be limited to members of the Executive Board where a majority vote is required.

Section 9. Abstentions are counted and noted, but not as a yes or no vote. An abstention does not affect the voting results. The person abstaining does count toward establishing a quorum at the meeting to allow the transaction of business.

Section 10. Any Executive Board member unable to attend a meeting may provide a written proxy to another Executive Board member. Proxy votes are valid only at the next meeting where a vote takes place.

Section 11. Under special circumstances, the Executive Board may hold meetings via e-mail or teleconference and take action based on decisions made via e-mail or conference call voting, as consistent with Roberts Rules of Order. These meetings should be limited to discussion of items deemed urgent and held only when face to face meetings are not possible.

Section 12. Twenty-five (25) voting members of the NHSC shall constitute a Quorum at a general membership meeting, or at a special meeting.

ARTICLE XI
AMENDMENTS

These Bylaws may be amended by a two-third (2/3) vote at any general meeting described in Article X, Section 2 above, provided notice has been given at the preceding regular business meeting (Executive Board meeting) of the intent to amend the Bylaws.

ARTICLE XII
RULES OF ORDER

Robert's Rules of Order (revised) shall be the authority on all points not covered by these Bylaws.

ARTICLE XIII
FINANCE

Section 1. The fiscal year of the organization shall begin on August 1 and close on July 31 of the following calendar year.

Section 2. An annual budget shall be prepared and presented to the membership in the Fall for approval.

Section 3. Disbursements.

- A. All checks must be signed by at least two authorized individuals.
- B. The incoming Board is committed to unpaid authorized expenditures incurred by the outgoing Board.

Section 4. Dissolution.

- A. Upon dissolution of the organization, its assets shall first be used to pay any and all debts and liabilities. If funds remain after all debts have been paid, the remaining funds shall be given to Noddin Elementary School to be spent in benefit of its students.
- B. In the event the dissolution of the organization is due to the closing of Noddin Elementary School, its assets shall first be used to pay any and all debts and liabilities. If funds remain after all debts have been paid, the remaining funds shall be distributed to the Union School District.

ARTICLE XIV
STANDING RULES

Section 1. At the beginning of his/her term of office, each member of the Executive Board shall be given a copy of these Bylaws and shall be responsible for making a thorough study of them. A copy of these Bylaws shall be made available to any member of the organization upon request.

Section 2. A meeting of both the new and retiring Executive Board shall be called by the new President prior to the end of the school year to transfer all records, books, funds and other materials pertaining to the organization and to make plans for the coming school year's activities.

ARTICLE XV
CONFLICT OF INTEREST

Section 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt

organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Executive Board Member of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

- A. Interested Person. Any Officer or member of the Executive Board, or any other person with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an Interested Person.
- B. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the NHCS organization has a transaction or arrangement;
 - b. A compensation arrangement with the NCHS organization or with any entity or individual with which the NHSC organization has a transaction or arrangement; or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the NHSC organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Financial Interest is not necessarily a conflict of interest. Under Section 3b, a person who has a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

- A. Duty To Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Officers, Executive Board and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.
- B. Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Executive Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board members shall decide whether a conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest.
 - a. An Interested Person may make a presentation at the Executive Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The Executive Board, not including the interested person shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Executive Board shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or Executive Board shall determine by a majority vote of the disinterested Executive Board members, whether the transaction or arrangement is in the NHSC organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- D. Violations of the Conflict of Interest Policy. If the Executive Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to

disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE XVI **GRIEVANCE PROCEDURE**

Section 1. Purpose. The purpose of the NHSC Grievance Procedure is to provide a mechanism for feedback to the Officers regarding the operations of the NHSC in general, including the right to complain; provide an efficient and fair process for resolving complaints; and to monitor complaints.

Section 2. Grievance Process. Members should initially direct their concerns to the NHSC President and/or Vice President. The complaint should be made in writing, via email as follows: president@noddinhsc.org and/or vicepresident@noddinhsc.org.

Section 3. Response to Complaints. All complaints will be logged into a Complaint Resolution log. The Officers will attempt to resolve the complaint within the first contact, when possible, and will respond within 3 business days of the initial complaint. At the time of the first contact, the responding Officer will inform the complaining member if more time will be needed to research the complaint. Once the complaint has been resolved, the resolution will be logged in the Complaint Resolution log and closed.

REVISED: 04/21/23

Exhibit A

Noddin Home and School Club Executive Board

Executive Board Members with voting rights:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Assistant Treasurer
6. Principal
7. Teacher Rep #1
8. Teacher Rep #2
9. Committee Coordinator #1
10. Committee Coordinator #2
11. Committee Coordinator #3
12. Committee Coordinator #4
13. Pre-K (SDC) Rep
14. TK Rep
15. Kinder Rep
16. 1st Grade Rep
17. 2nd Grade Rep
18. 3rd Grade Rep
19. 4th Grade Fundraising
20. 5th Grade Promotion