

BYLAWS
Of
The School Without Walls at Francis-Stevens
Home and School Association

Article I. Name, Location, and Purpose

Section 1: The name of the association shall be School Without Walls at Francis-Stevens Home and School Association (herein referred to as SWWFS HSA).

Section 2: The principal location of the SWWFS HSA shall be 2425 N St. NW, Washington DC 20037, or at such place as the Board may designate. The SWWFS HSA may maintain additional offices at such other places as the Board may designate.

Section 3: The SWWFS HSA is membership association organized exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in accordance with applicable laws of the District of Columbia governing non-profit corporations. The purpose of this organization is to:

- Partnership: Promote collaboration among parents, the administration, faculty and other stakeholders in the educational process. Work with and be active in the surrounding community
- Support: Appropriately support the administrative team, teachers and staff.
- Communication: Establish effective methods for communication and problem-solving with all stakeholders. Programs: Actively support school and family programs and activities. Culture: Assist in building a school-wide culture.

Article II. Board of Directors

Section 2.01 General Powers and Duties

The Officers (the “Board” or “Executive Board”) shall manage the business and conduct the affairs of SWWFS HSA. The Board may exercise all such powers of the SWWFS HSA and do all such lawful acts and things as provided by applicable law, the Articles of Incorporation (the “Articles”), or these Bylaws. The Roles and Responsibilities of the Board members are attached here as Appendix A.

Section 2.02 Number

The Board shall consist of six officers from the parent membership and duly elected by the association membership, three from the faculty, and up to three additional at-large officers. Principal(s) and SWWFS administration will serve in a non-voting capacity to advise the board.

Section 2.03 Term of Office

Officers shall serve one (1) year terms and the term shall officially begin on the 1st day of the month following the election. Officers may serve an unlimited number of terms, provided that no Officer shall serve more than two (2) consecutive terms in the same elected office. Each Officer shall hold office until the earliest of his or her:

- (a) successor shall have been duly elected or appointed and qualified;
- (b) death or incapacity to perform all functions as an Officer for more than thirty (30) consecutive days; or
- (c) resignation or removal, as prescribed in these Bylaws.

Section 2.04 Classification

The Board shall consist of Officers, faculty representative, at-large members (up to three) and SWWFS Principal and Administration. The classes shall be divided as follows:

- (i) The Officers shall be duly elected by the membership: President, First Vice President, Second Vice President, Treasurer, Membership Secretary, and Recording Secretary. For the purposes of compliance, the Recording Secretary will record, preserve, get approval of, and disseminate meeting minutes. The Treasurer shall do the same for financial records and be the primary individual responsible for reporting and annual compliance as required under the law for a 501(c)(3) membership association. The previous assignments notwithstanding, President will ultimately hold all compliance responsibility.
 - (ii) The SWWFS Principal or his or her designated SWWFS administrator(s).
 - (iii) Three members of the SWWFS faculty (Faculty Representatives), one to represent each of the following: Early Childhood, Elementary (grades K-5), and grades 6-8, who shall be elected by the SWWFS faculty and may serve as an Officer only for an unlimited number of one-year terms provided that such faculty member will not serve as an Officer for more than two consecutive terms, on the condition that there is an eligible and interested candidate to fill the position.
- (b) At-large members (up to three) shall be appointed by the President in consultation with the Board and approved by the membership at a subsequent meeting. This class may include any current member (parent, faculty or community). The purpose of this Class is intended to allow for the representation of interested community members or to increase diversity among the Board to include grade levels otherwise not represented.

Section 2.05 Nominations and Elections

The Nominating Committee will recommend one or more candidates to fill Officer positions and additional nominations will be accepted from the floor at the membership meeting prior to the election. The membership will vote on the individuals who are nominated and those receiving the largest number of votes shall be elected. Elections for Officers shall be held in May and the Board may determine which method or methods, e.g. written ballot, online survey, or other mode, will be employed. The manner and timing of electing Faculty Representatives shall be determined by SWWFS faculty, provided that the results of such elections are completed no later than July 1 preceding the school year.

Section 2.06 Compensation

No person shall receive compensation for serving as an Officer; however, the Board may reimburse an Officer for reasonable expenses incurred in connection with his or her service as the budget may allow.

Section 2.07 Removal

An Officer may be removed for cause, as determined by the Board, by a majority vote of the Board at an in-person or video conference meeting; provided, however, that notice of the proposed removal shall be given with the notice of such meeting and that the Officer involved shall be given an opportunity to be present and heard at such meeting before a removal vote is taken.

Section 2.08 Resignations

An Officer may resign at any time by giving written notice to the President or the Recording Secretary. The resignation notice shall be effective upon receipt, unless the notice specifies a future date. Notwithstanding anything in this section, no Officer may resign if the SWWFS HSA would be left without a duly elected Board.

Section 2.09 Vacancies

A "vacancy" shall be deemed to exist upon death, incapacity for more than thirty (30) calendar days, resignation, or removal of any Officer, as prescribed in these Bylaws;

After thirty (30) days of the time the Board knows of such a vacancy, the vacancy shall be filled in the following manner:

- (a) The Board shall fill Class A Officer vacancies, acting by a majority of the Officers then in office and any Officer so chosen shall hold office for the unexpired term;

- (b) Candidates for the Class B faculty Officers shall be nominated by the SWWFS faculty. The faculty shall then elect their representative by a majority vote and the Officer so chosen shall hold office for the unexpired term;
- (c) Class C Officers shall be appointed by the President to hold office for the unexpired term.

Article III. Meetings

Section 3.01 Meetings of the General Membership

- (a) **Regular Meetings.** Regular meetings of the association members may be held within or without the District of Columbia, as determined by the Board. A regular meeting shall be held in May of each year for the purpose, among others of approving the Annual Budget.
- (b) **Annual Meeting.** The Annual Membership Meeting shall be held in October of each year, at a time or place within or without the District of Columbia as selected by the Board.
- (c) **Special Meetings.** The president, any two members of the Board, or five general members submitting a written request to the Membership Secretary may call special meetings. Members must be notified of the special meeting at least one week prior to the meeting (notice should be sent using fliers, e-mails, and phone calls).
- (d) **Notice.** Written notice stating the place, day, hour, and the purpose for which a meeting is called shall be provided to each member not less than five (5) business days prior to the meeting. In addition,
 - (i) a notice of a special meeting shall also state the purpose or purposes for holding such meeting and shall indicate by whom it is being issued;
 - (ii) a notice of a meeting at which it is proposed to amend the Bylaws shall also state the proposed amendment; and
 - (iii) a notice of a meeting at which it is proposed to remove an Officer or board member.
- (e) **Quorum.** A quorum shall consist of ten (10%) percent of the voting members. Such number shall not be less than thirteen (13) association members (including Officers).

- (f) **Voting**. The membership may act by majority vote of the voting members present at any meeting at which a quorum is present.
- (g) **Proxies**. Proxy voting is not permitted.

Section 3.02 Meetings of the Executive Board

- (a) **Annual Meeting**. The Annual Meeting of the Board shall be held within thirty (30) days after the Annual Membership Meeting, at a time or place within or without the District of Columbia as selected by the Board.
 - (i) As the first matter of business, the incoming President, at the start of the Annual Meeting, shall recognize any new Officers or Board members.
 - (ii) After such new Officers are recognized, the new Board shall receive and take action on reports from the Secretary and Treasurer, and conduct any other business necessary.
 - (iii) Subject to provisions of the Articles of Incorporation, and these Bylaws, the Board may adopt additional rules for conducting the Annual Meeting.
- (b) **Special Meetings**. Special meetings may be held as necessary at a time and place within or without the District of Columbia. The President, or any two Officers, may call at any time a special meeting of the Board. If the special meeting is called by two Officers, each such Officer calling for such special meeting must sign the notice. Subject to the Articles of Incorporation, and these Bylaws, the Board may adopt rules for conducting special meetings.
- (c) **Regular Meetings**. Regular meetings shall be held monthly at such locations within the District of Columbia, at such times and on such dates as determined by the Board. Subject to the Articles of Incorporation, and these Bylaws, the Board may adopt rules for conducting regular meetings.
- (d) **Notice**. The Secretary shall give notice to the Officers of any Annual Meeting or special meeting called by the President. The Officers calling a special meeting shall give notice to the other Officers. A notice of any meeting of the Board need not be given to any Officer who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior to or at the commencement of such meeting, the lack of notice to such Officer.
 - (i) Notice shall be given by either (1) regular mail to the address of each Officer, (2) facsimile, or (3) other electronic means to each Officer as recorded in the books and records of the Association. A notice sent by mail shall be deemed to

be given at the time such notice is deposited, properly addressed with postage prepaid, in the United States mail. A notice sent by facsimile or other electronic means shall be deemed to be given at the time of the confirmation of receipt.

- (ii) Notice for an Annual Meeting shall be given at least three (3) business days prior to the date of such meeting. Notice is not required for regular meetings. Notice for a special meeting shall be given at least two (2) business days before such meeting.
- (iii) Notice of any meeting shall state the date, time, and place of the meeting. In addition,
 - 1) a notice of a special meeting shall also state the purpose or purposes for holding such meeting and shall indicate that it is being issued by or at the direction of the person or persons calling the meeting; and
 - 2) a notice for a meeting at which the Board intends to remove an Officer shall also state the name of such Officer and the reasons, if any, for such proposed removal.
- (e) **Organization.** At each meeting the President shall preside over the meeting. If the President is not present, the First Vice President shall preside. If neither the President nor First Vice President is present, the Officers present at such meeting shall select one Officer who shall preside. The Recording Secretary, or the Secretary's designee, shall act as secretary of the meeting and keep the minutes of the meeting.
- (f) **Quorum and Adjournment.** At any annual, regular, or special meeting of the Board, a quorum shall consist of a majority of Officers then in office. The Officers present may adjourn the meeting to another date, time, and place despite the absence of a quorum.
- (g) **Voting.** The Board may act by majority vote of the Officers present at any such meeting at which a quorum of Officers is present.
- (h) **Proxies.** Officers may not participate by proxy.
- (i) **Participation in Meeting by Communication Equipment.** Officers may participate in any meeting through use of a conference telephone or similar communications equipment so long as all Officers participating in the meeting can hear and communicate with each another. Participation by such means shall constitute presence in person at the meeting for all purposes of these Bylaws.
- (j) **Action Without Meeting.**

- (i) The Board may take any required or permitted action without a meeting by written consent of at least two thirds of its number; provided, however, that all Officers shall have received notice of the proposed action and the form of the consent. The Secretary shall file such resolutions and written consents with the minutes of the proceedings of the Board.
- (ii) From time to time, circumstances may arise under which a decision is needed within a tight timeframe and is consistent with previous policies, perspectives, and actions of the Board; and the President may use **executive** authority to facilitate activities. Upon taking such action, the President must report to the Board what activity was taken and why. The Board may vote on whether the members need to be notified of the activity.
- (iii) Actions without meeting will be recorded and appended to that month's Minutes.

Article IV. Committees

Section 4.01 Standing Committees

- (a) The Board shall designate leadership and members of standing committees, which represent permanent and ongoing functions critical to the core responsibilities of the Board. The composition of portfolio of these committees will be reviewed and updated annually. Committees will be created by the President in consultation with the Board. Each committee shall keep regular minutes of its meetings and report such minutes to the Board. These minutes shall be made available to all members and the school community upon request of the Board.

Section 4.02 Ad Hoc Committees

- (a) The Board shall designate leadership and members of ad hoc committees which may be convened as needed to complete critical temporary tasks or functions beginning with: Bylaws. These ad hoc committees may be dissolved by resolution of the Board. Other ad hoc committees may be established by resolution of the Board. To the extent provided for in the resolution creating such committee and except to the extent restricted by these Bylaws and the adopting resolution, each such committee shall have and may exercise the powers that are designated by the Board. Each committee shall keep regular minutes of its meetings and report such minutes to the Board. These minutes shall be made available to all members and the school community upon request of the Board
- (b) Yearly, the Board shall convene a Nominating Committee for the purpose of nominating candidates for the Board of Officers. The Nominating Committee

shall consist of three Members, two of whom may not currently serve on the Board of Officers. The President of the SWWFS HSA may serve on the Nominating Committee if the President is not seeking nomination for a position. The Principal and Associate Principals of SWWFS may not serve on the Nominating Committee.

Section 4.03 Committee Oversight

- (a) The various committees shall report to the Board through the designated HSA Officer as arranged and appointed by the HSA President.

Article V. Association Membership

Section 5.01 Eligibility

- (a) The SWWFS HSA shall have two classes of Association Members: voting and non-voting.
- (b) Eligibility for Voting Membership shall be limited to (1) SWWFS faculty, (2) SWWFS staff, (3) parents of SWWFS students, (4) legal guardians of SWWFS students, and (5) responsible adults with whom SWWFS students are residing during the school year.
- (c) The Board shall set eligibility for Non-voting Membership.

Section 5.02 Powers of Membership

- (a) Elect and Remove Officers;
- (b) Amend the Bylaws;
- (c) Amend the Articles;
- (d) Approve the Annual Budget.
- (e) Other as determined/requested by Board.

Section 5.03 Voting and Participation

The membership may act by majority vote of the voting Members present at any meeting at which a quorum is present.

Section 5.04 Requirements for Membership

Payment of annual dues is a requirement for association membership and a requirement to participate in decisions outlines in Section 5.02. An annual suggested

donation amount shall be in an amount to be determined by the Board; provided, however, that dues and membership can be individual or family dues. 'Individual' dues will confer voting Membership on one (1) person. 'Family' dues will confer voting Membership on two (2) people.

Section 5.05 Term.

The term of membership shall be the school year (*i.e.* August of one year until June of the following year) for which dues are paid.

Section 5.06 Benefits.

The Board may establish special incentives and benefits for Members.

Article VI. Conflict of Interest

Section 6.01 A potential conflict of interest (a "Potential Conflict") exists when an Officer has a direct or material indirect financial interest in a transaction to which the SWWFS HSA is a party, including but not limited to, interests by virtue of such Officer being an officer, staff member, Officer or general partner of another entity.

Section 6.02 Any Potential Conflict on the part of any Officer shall be disclosed promptly to the other Officers. Such Officer subject to a Potential Conflict shall not vote or use his or her personal influence on the matter; however, such Officer shall be counted in the quorum for that portion of the meeting when the Board takes action on issues involving such Potential Conflict. These requirements shall not be construed as preventing the Officer from briefly stating his or her position in the matter and answering questions of other Board members. All actions taken on matters which involve a Potential Conflict of Interest shall clearly reflect, in the minutes of such action, that the above requirements have been satisfied.

Article VII. General/Other Provisions

Section 7.01 Amendments. The Members may amend these Bylaws in whole or in part by a majority of the Members at a meeting; provided, however, that at least thirty (30) calendar days' prior written notice to the association membership is given of the intention to amend.

Section 7.02 Fiscal Year. The fiscal year of the SWWFS HSA shall be the same as the SWWFS school year, which is currently July 1 to June 30. The Board may change the fiscal year of the SWWFS HSA.

Section 7.03 Books, Lists, and Records. The SWWFS HSA shall keep, at its office,

or other place/s as designated by the Board correct and complete books and records of account and minutes of the proceedings of the Board, committees as may be designated by the Board, and meetings as well as electronic files of documents designated by the Board. The SWWFS HSA shall provide access to such files at the request of the Board.

Section 7.04 Deposit of Funds. The SWWFS HSA shall deposit all funds not otherwise in use in such banks, savings and loan associations, trust companies, and similar entities as the Board may determine.

Section 7.05 Checks, Notes, Drafts. All checks, notes, drafts or other orders for the payment of money on behalf of the SWWFS HSA shall be signed, endorsed or accepted in the name of the SWWFS HSA by such Officer, Officers, person or persons as may be designated by the Board or by an Officer or Officers authorized by the Board to make such designation.

Section 7.06 Gifts. The Board may accept on behalf of the SWWFS HSA any grant, gift, donation, bequest, or devise for the general purposes or for any special purpose of the SWWFS HSA.

Section 7.07 Force and Effect of Bylaws. These Bylaws are subject to applicable law and the Articles. If any provision in these Bylaws is inconsistent with a provision of applicable law or the Articles, the provision of the law or the Articles shall govern to the extent of such inconsistency.

Section 7.08 Periodic Review of Bylaws. These Bylaws are subject to periodic review, at the discretion of the Board, but recommended to be no more frequent than every 24 months. A Bylaws Committee may be formed to review and make suggested changes to the Bylaws, which, must then be approved by the association membership and ratified by the Board.

Section 7.09 Dissolution. The organization may be dissolved with notice (14 calendar days) and a nine-tenths vote of voting members present at a general membership meeting where a quorum is present. In the event the organization is dissolved, any remaining funds should be used to pay any outstanding bills and with the membership's approval, be used for the benefit another non-profit organization.