



Central Home and School Association
Central High School
1700 W Olney Avenue
Philadelphia, PA 19141

Home and School Tel. and Voicemail: 267-293-9361
Central High School Phone: 215-276-5262
info@centralhomeandschool.info
centralhomeandschool.info

CENTRAL HIGH SCHOOL HOME AND SCHOOL ASSOCIATION

BYLAWS (Approved October 8, 2014)

I. NAME

The name of this organization is the Central High School Home & School Association (the "Association").

II. OBJECTIVES AND PURPOSE

- 2.1. To provide programs and equipment to enhance the education of Central's students.
- 2.2. To coordinate efforts of administration, faculty, and parents for the growth and development of Central's students.
- 2.3. To be a resource for Central parents.
- 2.4. To promote cooperation between Central and the home.
- 2.5. To develop community awareness of Central's needs.

III. POLICIES

- 3.1. The Association shall be non-commercial, non-sectarian, and non-partisan.
- 3.2. The Association shall be a member of the Philadelphia Home and School Council (hereinafter, the "PHSC").

IV. DUES

- 4.1. The fee for membership in the Association shall be set by the Board and reviewed annually. Any changes shall be presented for approval at the April general membership meeting.
- 4.2. All dues must be paid by the meeting prior to Board elections for a member to be eligible to vote in the Board spring and fall elections.

V. MEMBERSHIP

- 5.1. Any adult with a child or legal ward currently enrolled Central student, or with a vested interest in a child currently enrolled as a Central student including Central administrators and faculty who have a child enrolled at Central, may become a voting member of the Association upon timely payment of dues. Central administrators, faculty, and those members without a child or legal ward currently enrolled in Central can become a member of the Association, but shall not have voting privileges.
- 5.2. Notwithstanding the foregoing, only one vote shall be permitted per enrolled Central student and any disputes about entitlements to vote rights shall be resolved by a judge of elections as appointed by the Board from time to time.

VI. DIRECTORS

- 6.1. Powers. All corporate powers shall be exercised by or under authority of, and the business and affairs of the Association shall be managed under the direction of, the board of directors (the “Board”).
- 6.2. Number and Term. Subject to the provisions of applicable law, the Board consist of at-large directors and those persons holding the following offices of the Association as members ex-officio: President(s); Vice President(s); Secretary; Treasurer; and Class (Grade) Representatives. The Board shall have authority to (a) determine the number of at-large directors to serve on the board; (b) fix the terms of office of the at-large directors; (c) classify the at-large directors with respect to the time for which they shall severally hold office; and (d) appoint such at-large directors. Except as otherwise fixed by the Board of directors under the authority given above, the number of at-large directors shall be no more than «number_directors» and each such director elected to the Board shall hold office until the next annual meeting of the Members unless he sooner resigns or is removed or disqualified. At large members shall not be voting members of the Board.
- 6.3. Meetings.
- 6.3.1. Place. Meetings of the board of directors shall be held at such place as may be designated by the board or in the notice of the meeting.
- 6.3.2. Regular Meetings. Regular meetings of the board of directors shall be held at such times as the board may designate. Notice of regular meetings need not be given. An annual meeting of the board of directors will be held on the second Wednesday of each October of each year.
- 6.3.3. Special Meetings. Special meetings of the board of directors may be called at any time by the president and shall be called by him on the written request of one-third of the directors. Notice (which need not be written) of the time and place of each special meeting shall be given to each director at least two days before the meeting.
- 6.3.4. Quorum and voting. A majority of all the voting directors in office shall constitute a quorum for the transaction of business at any meeting and except as otherwise provided herein the acts of a majority of the directors present at any meeting at which a quorum is present shall be the acts of the board of directors. The president shall not enjoy voting privileges except in the case of a tie vote. Voting may also take place electronically, via email or another web-based application between meeting times as deemed necessary for the efficient running of Association business. The President, the Secretary and the Treasurer may call for an electronic vote, which shall be completed within five business days of the day the vote is posed. The Secretary shall count and record the votes, making the result known to the Board electronically within three business days of the conclusion of the vote. Decisions on electronic votes shall be reached by a simple majority of all voting members.
- 6.3.5. Participation. One or more directors may participate in a meeting of the board or a committee of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.
- 6.3.6. Vacancies. Vacancies in the board of directors shall be filled by vote of a majority of the remaining members of the board.

6.4. Committees. The board of directors may by resolution adopted by a majority of the whole board designate one or more committees, each committee to consist of two or more directors and such alternate members (also directors) as may be designated by the board. To the extent provided in such resolution, any such committee shall have and exercise the powers of the board of directors. Unless otherwise determined by the board, in the absence or disqualification of any member of a committee the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.

6.5. Limitation on Directors' Liability. Except as otherwise provided by law, a director shall not be personally liable for monetary damages as such for any action taken, or failure to take any action, unless:

6.6.1. The director has breached or failed to perform the duties of his office as provided in Section 5713 of the Pennsylvania Nonprofit Corporation Law; and

6.6.2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

6.7. Removal. A director may be removed, with or without cause, by a vote of a majority of the directors then serving (excluding the affected director).

VII. OFFICERS

7.1. Designation. The officers of the Association shall consist of a president (or co-presidents), one or more vice presidents (as determined by the Board from time to time), a treasurer, secretary and one representative of each Class then in the School, and such other officers as the board deems advisable.

7.2. Authority; Duties. The officers shall have such authority and perform such duties as may be determined by or under the direction of the Board. Except as otherwise provided by the Board (a) the president(s) shall be the chief executive officer(s) of the Association, shall have general supervision over the business and operations of the Association, may perform any act and execute any instrument for the conduct of such business and operations and shall preside at all meetings of the board and Members, (b) the other officers shall have the duties usually related to their offices, and (c) the vice president (or vice presidents in the order determined by the board) shall in the absence of the president have the authority and perform the duties of the president.

VIII. ELECTIONS

8.1. Elections of officers and directors shall be held on such date, no earlier than the April and no later than the October general membership meeting of the Association, as may be determined by the Board; provided that the 9th grade representative shall be elected no later than November but not before the beginning of the school year

8.2. A slate of candidates to hold the various offices and for at-large Members of the Board shall be selected by the Nominating Committee as described in VI. 8.6 below.

8.3. Terms of Office:

8.3.1. Except as noted below, the term of office for each officer and or Director shall be two years; with a provision for a second two-year term if nominated and elected.

8.3.2. The office of the Representative of the 9th Grade shall be limited to a term of one year, and may be extended for an additional term of three years if nominated and elected.

8.3.3. A term of office shall end with the graduation or departure of the affected officer/Director's child or legal ward, unless a majority of the Board agrees that the affected person may complete the full term with voting privileges.

8.4. Qualifications. To qualify to serve as an officer, a candidate must:

8.4.1. Be a member of the Association in good standing as described in Section 5.1 hereof;

8.4.2. Demonstrate interest and participation in the activities of the Association;

8.4.3. Have a child or legal ward currently enrolled in Central, unless a majority of the Board agrees that the affected person may serve; and

8.4.4. In the case of President or co-President, a candidate or nominee must have served for at least one year in any position on the Board.

8.5. A vacancy among the officers may be filled for the remainder of the current school year through appointment by the President(s), with the approval of a majority of the Board. Only a member of the Association in good standing as described in Section 5.1 hereof may fill such a vacancy. The position will be open for election at the end of the school year as described in Sections 8.7-8.9.

8.6. Except for the 9th grade representative who shall be installed promptly after election, Officers, once elected, shall be installed at the May meeting of the Association and shall serve thereafter until their successors shall have been elected and installed.

8.7. Nominating Committee:

8.7.1. The Nominating Committee shall be formed at the January meeting of the general membership. The Nominating Committee shall present its proposed slate of candidates at the March or April meeting of the general membership, and the election shall be held at the following meeting of the general membership.

8.7.2. The Nominating Committee shall be comprised of three volunteers, including at least one member of the general membership, with the approval of a majority of the Board. Officers on the current Board, with the exclusion of the President, may serve on the Nominating Committee. No candidate for office may serve on the Nominating Committee.

8.7.3. Nominations shall be made only for those offices whose terms will expire at the end of the current school year, or for those offices which have been or will be vacated at or before the end of the current school year due to departure or graduation.

8.7.4. The Nominating Committee shall assemble and present a single slate of candidates with the exception of the nominees for the incoming freshman class representative, with the option of a multiple slate if deemed necessary.

8.7.5. For the office of the Representative of the 9th Grade:

8.7.5.1. The Nominating Committee will solicit nominations for the role through the first meeting of the school year (usually in October) of the Association general membership; and

8.7.5.2. Elections will be held by the end of the next Association general membership meeting. All candidates must be members in good standing as specified in Section 5.1 hereof who is also the parent or guardian of an incoming freshman student.

8.8. The slate of candidates shall be selected by a majority vote of the Nominating Committee and shall be approved by a majority of the Board prior to its presentation at the meeting of the general membership in March or April.

8.9. Except as provided in this Section 8.9, the election of officers shall be by majority vote of the Members with voting privileges in attendance. In the event that a single slate is presented, a show of hands shall be employed. Votes will be counted by the Chairperson of the Nominating Committee or designated representative. In the event that a multiple slate is presented, a paper ballot shall be employed which will have a blank space available under each office for a write-in vote. Ballots will be tallied by the Chairperson of the Nominating Committee, one member of the Nominating Committee, and one member of the general membership. Candidates will be elected by a majority vote.

IX. INDEMNIFICATION

9.1. Right to Indemnification.

9.1.1. Third Party Claims. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association), by reason of the fact that he is or was a representative of the Association, or is or was serving at the request of the Association as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise (including employee benefit plans), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal proceedings, had no reasonable cause to believe his conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction upon a plea *nolo contendere* or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal proceeding, had reasonable cause to believe that his conduct was unlawful.

9.1.2. Derivative Actions. The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a representative (as defined above) of the Association or is or was serving at the request of the Association as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of the action if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; provided that no indemnification

shall be made under this Section in respect of claim, issue or matter as to which the person has been adjudged to be liable to the Association unless and only to extent that Court of Common Pleas of the judicial district embracing the county in which the registered office of the Association is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the Court of Common Pleas or other court deems proper.

9.2. Procedure for Effecting Indemnification. Unless ordered by a court, any indemnification made under Sections 9.1.1 or 9.1.2 shall be made by the Association only as authorized in this specific case upon a determination that indemnification of the representative is proper in the circumstances because he has met the applicable standard of conduct set forth in those Sections. Such determination shall be made:

9.2.1. By the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the action or proceeding; or

9.2.2. If such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

9.3. Advancement of Expenses. Expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in this Article may be made by the Association in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he is not entitled to be indemnified by the Association as authorized in this Article or otherwise.

X. AMENDMENTS

Except as otherwise provided by applicable law, these bylaws may be amended at any regular or special meeting of the Members by the vote of a majority of all the Members then in good standing. Notice of any such meeting shall set forth the proposed change or a summary thereof.