

BYLAWS OF WHITEHILLS SCHOOL ASSOCIATION [WSA]

ARTICLE I – ORGANIZATION AND OBJECT

Section 1 – Name

The organization shall be known as WHITEHILLS SCHOOL ASSOCIATION, also known as the Association or WSA.

Section 2 – Purpose and Policies

- a. The Association is organized and shall be operated exclusively for purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- b. The purposes for which the Association is operated are:
 - i. to promote, support, and enhance the education, safety, health, recreation, and social opportunities provided to students at Whitehills School;
 - ii. to promote and encourage communication among Whitehills students, parents, teachers, administrators, the community, the East Lansing Board of Education, and concerned individuals; and
 - iii. to provide volunteer and financial support for Whitehills School activities.
- c. The Association shall be non-commercial, non-sectarian, and non-partisan. Officers and others shall not use the Association to endorse any enterprise or candidate. The Association may, however, publicly acknowledge individuals or businesses who contribute donations for WSA activities.
- d. The Association shall have the power, either alone or with others, to do any lawful act and to engage in any and all lawful activities which may be necessary, useful, desirable or proper for the furtherance of the purposes for which the Association is organized. Notwithstanding anything contained to the contrary, the Association shall exercise only such powers as are in furtherance with the exempt purposes of the organizations set forth in Section 501(c)(3) of the Internal Revenue code of 1986, as amended, and the regulations thereunder. No part of the activities of the Association shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication of or distribution of statements), any political campaign on behalf of any candidate for public office.

- e. **NON-DISCRIMINATION POLICY AND PROCEDURE:** The Association will not discriminate against any person based on sex, race, color, national origin, religion, height, weight, marital status, handicap, age, sexual orientation, political beliefs, disability, or any other protected class that is added to the East Lansing Public Schools Board of Education Bylaws, Sections 2450, 5030, and 8015 in the future. Inquiries or complaints by students, parents, guardians, or school personnel should be directed to a member of the Association Board.

Section 3 – Principal Office

The principal office of the Association shall be located at 621 Pebblebrook Road, East Lansing, Michigan, 48823. The Association may have such other offices, either within or without the State of Michigan, as the Governing Council may designate or as the business of the Association may require from time to time.

ARTICLE II – MEMBERSHIP

Section 1 – Membership

All parents or guardians of a student enrolled in Whitehills School are automatically voting members of the Association. In addition, all Whitehills School teachers, administrators, staff and adults living in the Whitehills School community are considered ex-officio members of the Association, but shall not be entitled to vote on matters brought before the membership.

Section 2 – Membership Fees

Dues are not a requirement for membership. Dues are to be determined by the Board prior to June 1 for the next fiscal year.

ARTICLE III – GOVERNING COUNCIL

Section 1 – General Powers

The business and affairs of the Association shall be managed by its Governing Council.

Section 2 – Number, Tenure, and Qualification

The number of positions for the Governing Council of the Association shall be at least three (3) Council members. There shall be two (2) classifications of members of the Governing Council (Council members), elected members and appointed directors, with each classification having equal rights.

- a. Elected Governing Council Members: Those persons elected by members at Whitehills School Association to the following offices of the Association at the annual meeting of the membership shall automatically be members of the Governing Council of the Association:
 - i. President (one-year term)
 - ii. Vice President (one-year term)
 - iii. Treasurer (one-year term)
 - iv. Secretary (one-year term)
- b. Executive Board: If more than one person is elected to any one of the above offices, each person so elected shall be a member of the Governing Council. The elected officers of the Association constitute the Executive Board or Committee. Additional positions may be nominated if deemed necessary and approved by the Executive Board.
- c. Ex-Officio Governing Council Members: The Principal of Whitehills School as well as one teacher representative shall be ex-officio members of the Association's Governing Council.

Section 3 – Duties of Elected Officers

- a. President: The President shall be the chief executive officer of the Association and, subject to the control of the Governing Council, shall in general supervise and control all of the business and affairs of the Association. The President shall also be the Chairperson of the Executive Committee, and shall be an ex-officio member of all other committees of the Governing Council except the Nominating Committee. The President shall also perform all duties incident to the office of President and such other duties as may be prescribed by the Governing Council from time to time.
- b. Vice President: In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. The Vice President shall also be a member of the Nominating Committee.
- c. Secretary: The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Governing Council in one or more books provided for that purpose; (b) post all minutes to the Association website; (c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (d) be custodian of the Association records; (e) keep a register of the post office addresses of each Board member which shall be furnished to the Secretary by such member; and (f) in general, perform all duties as from time to time may be assigned to him/her by the President or by Governing Council.
- d. Treasurer: The Treasurer shall: (a) file a new bank signature card by the second regular meeting containing Treasurer, President and Principal signature; (b) chair the budget committee; (c) have charge and custody of and be responsible for all funds and securities of the Association including preparing and filing tax returns (annually); (d)

receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Governing Council; and (e) in general, perform all of the duties pertinent to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Governing Council or by the President. The Treasurer shall provide a monthly accounting of the Association's financial activity at each meeting of the Governing Council and an annual accounting by July 15 for publication in the first school newsletter published thereafter. If required by the Governing Council, the Treasurer shall have the treasury books audited.

Section 4 – Duties of Other Appointed Officers

Other Appointed Officers/Event Chairs/Committees: The Governing Council may appoint other officers. Such officers may include Fundraising Coordinator, Book Fair Coordinator, Volunteer Coordinator, and District Parent Council (DPC) Representative.

Section 5 – Election of Officers

- a. Election of Officers at Whitehills School: President, Vice President, Treasurer, and Secretary
 - i. The Association President shall select a nominating committee of at least two members. The nominating committee shall collect from the members nominations for officers no later than April. Names of nominees shall be submitted after obtaining each nominee's consent. The nominating committee shall prepare and distribute the slate of nominations to the parents by school newsletter. Voting shall occur at the May meeting.
 - ii. All board members shall be elected annually. The election shall be by majority vote. The election shall be by paper ballot only if there are more nominees than available Board positions.
 - iii. All candidates of the Board must be members or upcoming members of the Association.

Section 6 – Vacancies

Any vacancy occurring on the Governing Council may be filled at a meeting by the affirmative votes of a majority of the remaining members of the Governing Council. A member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Governing Council position to be filled by reason of an increase in the number of Governing Council Positions may be filled by the affirmative vote of a majority of the Governing Council for a term of office continuing only until the next election of Governing Council members.

Section 7 – Removal

Any officer or agent may be removed by the affirmative vote of two-thirds majority of the remaining Governing Council whenever in its judgment the best interests of the Association will be served thereby, by such removal shall be without prejudice to the contract right, if any, of the person so removed.

Section 8 – Committees

- a. Executive Committee: The elected officers of the Association named in Article III, Section 2 (a) and (b) shall constitute the Executive Committee. The Executive Committee shall be empowered to act on behalf of the Association between regular meetings of the Association, except that it cannot reverse a decision of the whole Governing Council or of the membership. The Principal of Whitehills School shall be an ex-officio member of the Executive Committee.
- b. Standing Committees: The Governing Council shall also maintain the standing committees such as: Nomination Committee, Budget Committee, and others.

ARTICLE IV – MEETINGS

Section 1 – Place of Meetings

All meeting of members shall be held in Whitehills School or at such other place as shall be determined by the Governing Council and stated in the notice of meeting.

Section 2 – Annual Meeting

The annual meeting of the membership shall be held at the first regularly scheduled May meeting for the purpose of electing Council members and to conduct such other business properly brought before the meeting.

Section 3 – Regular Meetings

Regular meeting of the members of the Association shall take place monthly, on a day and time determined by the Governing Council at its September regular meeting. A notice of each meeting and an agenda shall be given to members at least one (1) week prior to the date of each regular meeting. This notice and meeting agenda shall include at least the following items:

- a. Call to Order
- b. Approval of Minutes
- c. Report of Officers, Teacher, Principal, Students, Committee chairs (as appropriate)
- d. Old Business
- e. New Business
- f. Concerns and discussion
- g. Adjournment

Annually, a presentation of the current budget for Whitehills School, the Principal's Action Plan, and the expenditures of site-based funds shall be a major part of the agenda for designated regular monthly meetings. All regular meetings shall be open to the public.

Section 4 – Special Meetings

Special meetings may be called by any two (2) Council members or by the President, or at the written request of at least twenty-five (25) voting members of the voting membership. The request shall state the purpose or purposes for which the meeting is to be called. The person or persons authorized to call special meeting of the Governing Council or of the membership may fix the place for holding any special meeting. At least three (3) days prior to a special meeting of the Governing Council, all Council members shall be notified and a notice shall be posted on the Association website. At least three (3) days prior to a special meeting of the membership, all members shall be notified and a notice shall be posted on the Association website.

Section 5 – Notice

- a. Any notice required by statute or by these Bylaws to be given to the Governing Council members, unless otherwise provided herein or by law, shall be sufficient if given by depositing said notice in a USPS receptacle in a sealed, postpaid envelope, addressed to such Council member at his/her last address on record with the Association.
- b. Any notice required by statute or by these Bylaws to be given to the members of the Association, unless otherwise provided herein or by law, shall be sufficient if given in a timely manner by (i) posting said notice and making pertinent materials available with the school secretary, and (ii) sending or emailing a note together with or separate from other written or emailed communications that students receive for delivery to their parents and guardians.

Section 6 – Electronic and Telephonic Meetings

Meetings via the telephone or Internet shall be permissible. When an action is to be taken, all Executive Committee members shall be notified, and the action shall be authorized by a majority of the Executive Committee.

Section 7 – Quorum

A majority of the members of the Council, then in office, constitutes a quorum for the transaction of business.

Section 8 – Proxies

Proxies shall not be permitted for members.

Section 9 – Voting

Each voting member is entitled to one vote on each matter submitted for a vote of the membership, unless otherwise provided in the Articles of Incorporation. Votes shall be cast orally or in writing, except as otherwise provided in these Bylaws. Except as otherwise provided by the Articles of Incorporation, Council members shall be elected by a plurality of the votes cast at any election. If a Governing Council meeting takes place, the act of a majority of the Council members present at the meeting at which a quorum is present shall be the act of the Governing Council.

ARTICLE V – CONTRACTS, LOANS, CHECK AND DEPOSITS

Section 1 – Contracts

The Governing Council may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2 – Loans

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Governing Council. Such authority may be general or confined to specific instances.

Section 3 – Checks, Drafts, etc.

All checks, drafts or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by at least one (1) of the following officers or agents of the Association: President or Treasurer and in such manner as shall from time to time be determined by resolution of the Governing Council.

Section 4 – Deposits

All funds of the Association not otherwise employed shall be deposited in a timely fashion to the credit of the Association in such credit unions, banks, trust companies or other depositories as the Governing Council may select.

ARTICLE VI – FISCAL YEAR

The fiscal year of the Association shall begin on the first day of July of each year and end on the last day of June of the following year.

ARTICLE VII – AMENDMENTS

These Bylaws may be amended or repealed, or new bylaws may be adopted in lieu thereof, by an affirmative vote of a two-thirds vote of the members at a regular or special meeting of the Association, if a notice of the proposed amendment, repeal, or substitution is contained in the notice of such meeting.

ARTICLE VIII – USE OF FUNDS AND DISSOLUTION

The Association shall use its funds only to accomplish the objective and purposes specified by these Bylaws and the Articles of Incorporation, and no part of such funds shall inure, or be distributed to any member or director of the Association.

In the event of the liquidation or dissolution of the Association, whether voluntary or involuntary, no member or director shall be entitled to any distribution or division of its remaining assets, and the balance of all money and other property received by the Association from any source, after the payment of all debts and obligations of the Association, shall be distributed to the East Lansing Educational Foundation.

Adopted: February 2005

Most recent vote of approval on full bylaws: October 2016

Most recent vote of approval on amendment to bylaws (adding Non-Discrimination Policy and Procedure, Section 2.e.): January 2018