

BY-LAWS OF THE FRIENDS OF WOODS

ARTICLE I MEMBERSHIP

Section 1

This organization shall be known as The Friends of Woods (FOW). Membership in this organization will be composed of parents, staff, and community members. Membership is automatically granted.

ARTICLE II MISSION STATEMENT

Section 1

At Friends of Woods (FOW), our mission is to support Woods School with fundraising, volunteering, and organizing school events. The FOW parent-teacher organization enriches the educational experiences of Woods students by linking the school, families, and the community.

ARTICLE III FINANCES

Section 1

The fiscal year shall be September 1st through August 31st.

Section 2

A budget shall be prepared by the past and present Boards and must be presented to and approved by the general membership before the close of the August meeting.

Section 3

In the event that funds are needed that exceed the budgeted amount, the Board will have the power to make a decision to disburse a maximum of \$1000.00.

Section 4

An amount of \$2000.00 of allocated funds must be carried over to the next fiscal year.

Section 5

Upon request, an audit can be conducted at the end of each fiscal year by a volunteer committee of at least three people from the general membership.

Section 6

Two persons at the end of fund-raisers (e.g. Silent Auction) must complete an event financial report. The money raised must remain locked on school premises until a Board Member is present. All cash needed to make change at fund-raisers shall be obtained from the treasurer or president.

ARTICLE IV OFFICERS AND COMMITTEES

Section 1

The Board shall be comprised of the president, vice president, secretary, treasurer and committee chairperson coordinator(s). These terms shall be one year in service and shall be voted on by the general membership.

Section 2

a. President-It shall be the duty of the president to preside at all meetings, to appoint committees, to keep order, and to take care of all matters pertaining to the welfare of the organization. The president will draft an agenda for each meeting and keep the administrator informed of all group activities.

b. Vice President-It shall be the duty of the vice president to preside at all meetings in the absence of the president and to act as publicity chair by encouraging participation in events and provide support to other members as needed.

c. Secretary-It shall be the duty of the secretary to see that minutes are taken at each meeting, a record of all members attending is made and a report of the previous meeting is made. The secretary will write thank you notes, newsletters, and correspondence as needed.

d. Treasurer-It shall be the duty of the treasurer to keep an accurate account of all money received and paid out, have charge of the checking accounts, pay all bills and give a monthly report at the meetings.

e. Committee Chairperson Coordinator(s)-It shall be the duty of the committee chairperson coordinator(s) to oversee the work of the individual committees, to help coordinate activity dates and report to the Board and membership of progress made by committees.

ARTICLE V ELECTION OF OFFICERS

Section 1

Nomination of officers shall be accepted at the April Meeting. Election will take place at the May meeting. A majority of all votes cast shall be required to decide the election.

Section 2

Newly elected officers will take office at the June meeting.

Section 3

In the event of an emergency vacancy for any standing committee chairperson the Board shall appoint a person to fill the position.

Section 4

Positions which remain unfilled, following the May elections, may be filled by appointment by the Board temporarily until a special election is held.

ARTICLE VI BY-LAWS, EDITING, & ADOPTIONS

Section 1

Changes, deletions or additions of the by-laws shall be approved by the general membership at the meeting. By-laws will be reviewed in April.

Section 2

Changes in by-laws may be suggested and discussed at a meeting, and then a vote for the change shall be taken at the consecutive meeting.

ARTICLE VII MEETINGS & VOTING

Section 1

The general membership meetings will be held once a month throughout the year. The meetings will fall on a consistent day of the month (Example 2nd Tuesday), which will be determined at the June meeting.

Section 2

The president may call special meetings and the membership will be notified. The meeting date may be changed through majority consensus of attending members.

Section 3

The president as needed may call Board Meetings.

Section 4 - Voting

Each member in attendance at a meeting is eligible to vote. Absentee, electronic, email, and/or proxy votes are allowed.

ARTICLE VIII STANDING COMMITTEES

Section 1

General Guidelines for Standing Committees:

- a. All bills and receipts shall be submitted to the treasurer within 30 days of the event's end.

- b. Evaluation reports shall be submitted to the membership after the close of the event, at the next available meeting.

- c. All committees must operate within budget constraints. If further expenses are anticipated, Board approval is necessary.

ARTICLE IX CONFLICT OF INTEREST

Section 1

- a. An "interest person" is defined as any person who: may receive compensation or financial benefit from a transaction or arrangement with the Organization.

b. When the Board is discussing or voting upon a transaction or arrangement involving an interested person:

1. shall disclose his or her interest to the Board before a discussion occurs;
2. may make a presentation and participate in discussions of the transaction or arrangement;
3. shall leave the meeting room to allow the Board to discuss the matter; and
4. shall not vote on whether to approve the transaction or arrangement.

c. The Board may approve transaction or arrangements involving an interested person only after using diligence to determine that the transaction or arrangement is in the best interest of the Organization.

ARTICLE X DISSOLUTION ARTICLE

Section 1

In the event the Organization dissolves the following steps will occur in order:

- a. All subscriptions must be canceled.
- b. All outstanding bills or debt will be made current (paid in full).
- c. All funds remaining in any accounts will be donated to Joint 4 Woods School.
- d. All accounts will be closed immediately.
- e. Notify the IRS.

ARTICLE XI CHARITABLE CONTRIBUTIONS

Section 1

The Friends of Woods is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) a political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on

a. by organization exempt from federal income tax under section 501 (c)(3) of the Revenue Code, or corresponding section of any future federal tax code, or

b. by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal code.

Section 3

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed or shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII POLITICAL CAMPAIGN RESTRICTIONS

Section 1

Under the Internal Revenue Code, all section 501(c)(3) organizations are absolutely prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate for elective public office. Contributions to political campaign funds or public statements of position (verbal or written) made on behalf of the organization in favor of or in opposition to any candidate for public office clearly violate the prohibition against political campaign activity.

Certain activities or expenditures may not be prohibited depending on the facts and circumstances. For example, certain voter education activities (including presenting public forums and publishing voter education guides) conducted in a non-partisan manner do not constitute prohibited political campaign activity. In addition, other activities intended to encourage people to participate in the electoral process, such as voter registration and get-out-the-vote drives, would not be prohibited political campaign activity if conducted in a non-partisan manner. Such activities must NOT (a) favor one candidate over another; (b) oppose a candidate in some manner; or (c) have the effect of favoring a candidate or group of candidates, will constitute prohibited participation or intervention.