



Steinert After Prom
Parents Association Inc.

Version 1.1
11/13/2017

Association by-laws

STEINERT
HIGH SCHOOL

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Steinert After Prom By-Laws

Article I – Name

The name of the organization shall be the Steinert After Prom Parents Association, Inc.

Article II – Purpose

The association is organized for the purpose of supporting the Steinert study body in making good choices throughout the year regarding substance abuse, alcohol awareness, safety awareness, and safe driving habits. With the support of the Steinert administration, teachers, and parents we can become successful at guiding our students for meeting the challenges ahead of them.

The organization is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Article III – Members

Section 1. Any parent, guardian, alumni, or other adult standing in loco parentis for a student at the school may be a member and shall have participation rights. The principal and any teacher employed at the school may be a member and have participation rights.

Section 2. Dues will not be established by the executive board.

Article IV – Officers of the Executive Committee

Section 1. Officers. The officers shall be a president, vice president, treasurer and secretary.

NOTE: While most organization only require a president, treasurer and secretary, this organization's recommendation is to have a vice president, to assist the president and provide for succession. Many state laws do not allow the same person to serve as president and secretary, and this organization will follow suit.

a. President. The president shall preside over meetings of the organization and committee, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serves as an ex officio member of all committees, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

NOTE: In the event that the role of president cannot be filled the current Vice President will assume the role.

b. Vice President. The vice president shall assist the president and carry out the president's duties in his or her absence or inability to serve. The Vice President will serve with the intention of holding the role of President for the next year.

NOTE: In the event that a junior parent is not willing to accept the role of vice-president the president will select a qualified person.

c. Treasurer. The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the committee chair. He or she will present a financial statement when requested by the executive committee, make a full report at the end of the year, and preside over the audit.

NOTE: In the event that the role of Treasurer cannot be filled the current Treasurer can continue to hold the role, or a qualified person will be selected by the executive committee.

d. Secretary. The secretary shall keep all records of the organization, take and record minutes, handle correspondence, and send notices of meetings to the membership. The secretary also keeps a copy of the minute's book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings. The secretary will also act as the Hamilton Alliance liaison.

NOTE: In the event that the role of Secretary cannot be filled, the current Secretary can continue to hold the role, or a qualified person will be selected by the executive committee.

Section 2. Audit at the end of the fiscal year a committee consisting of three members (not including any authorized signers) shall conduct an official audit verifying for accuracy and completion. A formal letter will be added to the closing book.

Section 3. Nominations and Elections. As this group is a volunteer based group, the final determination for committee chair and co-chairs, as well as the executive committee, will be a decision made by the outgoing executive committee.

Section 4. Eligibility. Members are eligible for office if they were previous committee chairs with strong leadership skills. Individuals who have held officer positions in similar organization are also eligible for consideration.

Section 5. Terms of Office. Officers are selected for one year and may serve for as long as the executive committee requires. Each person selected shall hold only one office at a time. Executive committee officers cannot hold a committee chair or co-chair position.

Section 6. Removal from Office. Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular president persons meeting where previous notice has been given.

Article V – Meetings

Section 1. Regular Meetings. The executive meeting of the organization will be hosted five times during the school year, at a time and place determined by the executive committee at least one month before the meeting. The annual meeting will be held in September. The wrap-up/year end meeting will be held in June.

Section 2. Standing Committee Meetings. Committee meetings will be called by the chair.

Article VI – Executive Board

Section 1. Membership. The Executive Board shall consist of the Executive Committee officers, and trustees.

Section 2. Duties. The Executive Board shall give guidance to the Executive committee by attending general meetings, creating standing rules and policies, assist with making decisions with the overall well fare of the After Prom organization.

Section 3. Meetings. Meetings shall be held as needed by the board.

Section 4. Quorum. Half the number of board members plus one constitutes a quorum.

Article VII – Committees

Section 1. Membership. Committees shall consist of members headed by a chairperson, with the president of the executive committee acting as an ex officio member of all committees.

Section 2. Standing Committees. The following committees shall be held by the organization. The number of chairperson should not exceed the numbers as noted: Activities/Casino (3), Boardwalk (2), Decorations (3), Fashion Show (2), Fundraising/Donations (2), Prizes (2), Senior/Baby Message (2), Refreshments (2), Security (2), Senior Breakfast (2), Set Up/Clean Up (2), Supper With Your Senior (2), T Shirts/Gift (2), Tickets (2), Underclassmen (2), Website Liaison (1)

Section 3. Additional Committees. The executive board may appoint additional committees as needed.

Section 3a. Alumni Committee. This committee will consist of active alumni parents who regularly support after prom activities and events upon the graduation of their youngest child. This committee will also hold all parts of the After Prom scholarship awards and the Henry Hicks Scholarship award, including but not limited to application, selection and presentation.

Article VIII – Finances

Section 1. A budget shall be drafted in the summer for each After Prom school year, with approval by the Treasurer and the President.

Section 2. The treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3. The executive committee shall approve all expenses of the organization. When submitting an expense for, it must be signed by the committee chair AND officer of the executive committee.

Section 4. One authorized signatures shall be required on each check drawn on the bank account. The bank signature card will list two authorized signers on the account, one should be the treasurer and the other should either be the president, OR vice-president. These signature cards shall be updated accordingly for the next year's officers.

Section 5. The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee (appointed by the president at the appropriate time) and accountant for review.

Section 6. Upon the dissolution of this organization, all assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organization under of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

Section 7. The fiscal year shall coordinate with the school year August 1 to July 31.

Article IX – Parliamentary Authority

Robert’s Rules of Order shall govern meetings when they are not in conflict with the organization’s bylaws.

Article X – Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

Article XI – Amendments

These bylaws may be amended at special meeting of the executive board. Updates will be posted via the website. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

Article XII – Conflict of Interest Policy

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, chairperson, 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 director, principal officer, or member of a committee 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:

- i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
- ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement;
- or iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the 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 disclose all material facts to the directors 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 governing board or committee meeting while the determination of a conflict of interest is

discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

- i. An interested person may make a presentation at the governing board or committee 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.
- ii. The president person of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee 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.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the 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.

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

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the

organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each executive committee member with governing board-delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Section 7. Periodic Reviews. To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

Section 9. Additional Provisions: No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, employee or other Individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this organization shall be limited to reasonable amounts.

No substantial amount of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this organization shall not intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Document Change History

Version	Date of Validity	Person	Change (short description)
DRAFT	7/10/2012	Tanya Taylor-Norwood	Grammar and spelling updates, as well as corrections for consistency and clarity of information.
V0.0	8/8/2012	Nancy M. Everett, Audrey Maruca, Tanya Taylor-Norwood	Corrections to speak to the After Prom's purpose and grammar updates. Article II –Last line – students Article IV-Section – Notations added for all office seats. Section 2 –As rather than since. Comma after group rather than period. Section 3 –Eligibility line updates
V0.1	8/9/2012	Audrey Maruca	Article VII-Section 3 –Need to consistently use the terms Advisory Board, Steering Committee, Executive Board so as not to confuse.
V1.0	10/3/2016	Karen Bridgers, Suzanne Fornaro Audrey Maruca, Tanya Taylor-Norwood	<ul style="list-style-type: none"> • Officer titling corrected with role definitions and responsibilities updated. • Meetings section clarified. • Standing Committee roles updated with the number of chairs per committee. • Alumni Committee included and clearly defined. • Global change of board vs committee where necessary. • Version updated • New cover page
V1.0.1	10/17/2016	Karen Bridgers	<ul style="list-style-type: none"> • Officer terminology updated as appropriate and where necessary under Article IV • Finance fully explained in needed areas under Article VIII
V1.1	11/13/2017	Karen Bridgers Tanya Taylor-Norwood Audrey Maruca Suzanne Fornaro Jodi Morgan Donna Phox Heather Tucker	As a result of the renewal of SHS-AP 501c3 exemption status and legal reviews, the following updates were recommended: <ul style="list-style-type: none"> • Purpose Clause amended • FINANCES, Section 6 corrected/updated • Additional Articles/Provisions Section 9 added • Table of Contents update

Issue Date:	8/9/2012
Last Review Date:	11/02/2017 (LEGAL) 11/13/17 (Officers and Board Members)
Next Review Date:	TBS
Document Version:	V1.1