

# **Henderson Middle School Foundation of DeKalb County, Georgia, Inc., Bylaws**

## **ARTICLE I - NAME, PURPOSE**

Section 1: The name of the organization shall be Henderson Middle School Foundation of DeKalb County, Georgia, Inc., (“HMS Foundation”).

Section 2: The HMS Foundation is organized for educational purposes; specifically, to raise capital funds that will be used to enrich Henderson Middle School students both academically and culturally and encourage life-long learning.”

## **ARTICLE II - MEMBERSHIP**

Section 1: Membership shall consist only of the members of the board of directors. The board shall have no fewer than 7 and no more than 12 members.

## **ARTICLE III - BOARD OF DIRECTORS**

Section 1: The Board is responsible for overall policy and direction of the HMS Foundation, and delegates responsibility for day-to-day operations to the president and committees. Board members receive no compensation.

Section 2: Meetings. The Board shall meet at least quarterly at an agreed upon time and place.

Section 3: Terms. All Board members shall serve two year terms, but are eligible for re-election beyond two years.

Section 4: Board Elections. Elections of new members, or current members to additional two-year terms, will take place in the spring of the academic year if necessary to maintain a minimum of 7 members. Elections of additional members up to 12 may be conducted throughout the year.

Section 5: Quorum. A quorum must be attended by at least 40 percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written or electronic notice one week in advance.

Section 7. Officers and Duties. There shall be three officers of the Board consisting of a President, Secretary and Treasurer. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Secretary and Treasurer.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, corresponding with the public, distributing copies of minutes and the agenda to Board members, and assuring that non-financial corporate records are maintained. The Secretary shall act in place of the President in case of his or her absence during a meeting.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the Finance committee, assist in the preparation of the budget, help develop fundraising plans, maintain financial corporate records, and make financial information available to Board members and the public.

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All three officers (President, Secretary, and Treasurer) will be listed on any and all banking accounts and have signature authority to sign financial documents including but not limited to checks.

The President shall support the Secretary, Treasurer, and Committee Chairs in their responsibilities, including securing additional assistance with tasks if needed.

Section 8. Election of Officers: The election or re-election of the three officers (President, Secretary, and Treasurer) for the following school year will be conducted in the spring if candidates are available. A Vice-President may also be elected to function as a substitute for the President in case of absence.

#### ARTICLE IV: VACANCIES

Section 1: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 2: Resignation, Termination and Absences. Resignation from the Board must be in writing or electronically and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 3: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member one week in advance.

#### ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, communications, etc. The Board President appoints all committee chairs.

Section 2: The three officers (President, Secretary, and Treasurer) serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members, one of which must include a member of the Executive Board who shall have equal access to all financial records, statements, and other financial information related to the HMS Foundation. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. Proposals to request foundation funds from persons other than board members may be received by the secretary two weeks in advance of a Board meeting and will be reviewed during the

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meeting. Funding requests that have urgent deadlines can also be proposed, discussed, and voted on by email. The fiscal year shall be the academic year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

### ARTICLE VI - ETHICS

Section 1: All Board members shall refrain from using the position of HMS Foundation Board member for personal or partisan gain or to benefit any person or entity over the interest of the school.

No Board member shall use or attempt to use their official position to secure unwarranted privileges, advantages, or employment for themselves, for any member of their immediate family, for any business organization with which the Council member is associated, or for any others.

No Board member shall act in their official capacity in any matter in which they, any member of their immediate family, or any business organization with which they are associated has a material financial interest, if such interest would reasonably be expected to impair their objectivity or independence of judgment.

No Board member shall solicit or accept, or knowingly allow any member of their immediate family or any business organization in which they are associated to solicit or accept, any gift, favor, loan, political contribution, service, promise of future employment, or other thing of value based upon an understanding that the gift, favor, loan, contribution, service, promise, or other thing of value was given or offered for the purpose of influencing that Board member in the discharge of their official duties for the Foundation.

No Board member shall use, or knowingly allow to be used, their official position or any information not generally available to the public which they receive or acquire in their capacity as a Council member for the purpose of securing financial gain themselves, any member of their immediate family, or any business organization with which they are associated. No Board member or immediate family member of a Board member shall accept any paid positions or receive payments for profit that are offered by the Board, for up to 6 months after the Board member resigned their official Board position.

No Board member shall accept a monetary fee or honorarium for a speaking engagement or for participation in a seminar, discussion panel, or other activity which directly relates to the Committee member's official duties.

Board members who are employed as school staff may accept payment from the board for activities that relate to their official duties, including but not limited to support for training and continuing education, if approved by the principal. However, the Board member shall abstain from voting on any such requests for funding that may include them.

Board members shall disclose immediately to the Board any conflict of which he or she becomes aware.

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ARTICLE VII - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of The Henderson Middle School Foundation of DeKalb County, Georgia, Inc., on January 9, 2014.

These Bylaws were amended and approved at a meeting of the Board of Directors of The Henderson Middle School Foundation of DeKalb County, Georgia, Inc., on September 21, 2017.

These Bylaws were amended and approved at a meeting of the Board of Directors of The Henderson Middle School Foundation of DeKalb County, Georgia, Inc., on January 25, 2018.