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HOLY TRINITY SCHOOL ASSOCIATION BYLAWS

ARTICLE I

Name and Purpose

Section 1. Name

The name of this organization shall be the Holy Trinity School Association, hereafter referred to as HTSA. The HTSA is a non-profit educational organization. The HTSA is managed and operated by its members, in accordance with policies established by Holy Trinity Episcopal Church, Board of Governors of Holy Trinity Episcopal Day School (HTEDS), and these Bylaws.

Section 2. Purpose

The purpose of HTSA shall be, in cooperation with the officials of the school, Holy Trinity Episcopal Church, and the Board of Governors of HTEDS:

- (a) to enhance the academic, social, emotional, physical, and spiritual development of children attending HTEDS in the classroom and through activities outside the classroom; and
- (b) to foster cooperation and to serve as a liaison to encourage and facilitate communication between parents, teachers, administrators, the Board of Governors of HTEDS and the Holy Trinity Church Parish.

ARTICLE II

Membership

Section 1. Membership

All parents, legal guardians, relatives or other persons recognized by school officials as responsible for a student, who have children enrolled in HTEDS are members of HTSA. Members include teachers, administrative staff, administrators and members of the Board of Governors of HTEDS. Each family, (regardless of the number of children in the school), teachers, administrative staff, administrators and members of the Board of Governors of HTEDS will be entitled to one vote at HTSA meetings.

ARTICLE III

HTSA Board of Directors

Section 1. Composition

The HTSA Board of Directors shall consist of the following:

- (a) The President, Vice President, Secretary and Treasurer (Executive Officers); and

- (b) At least three Representatives-at-Large with maximum of seven at-large members.

Section 2. Nominations and Election

- (a) Each year, a nominating committee consisting of three members of HTSA shall be appointed by the HTSA Board of Directors to identify and nominate a slate of candidates to serve for the following year;
- (b) The nominating committee shall solicit candidates and inform the general membership that nominations are open at least sixty days and no more than 120 days prior to the last regular HTSA meeting in any academic year. Any HTSA member wishing to nominate a member shall communicate to the nominating committee the name of the person to be nominated;
- (c) Nominations may be made from the floor. If seconded, the nominee(s) from the floor shall stand in a contested election against nominees submitted by the nominating committee, and
- (d) Election of HTSA Board of Directors members will be on the basis of majority vote of those HTSA members present. The election and installation of officers shall take place at the last regular HTSA meeting of the academic year.

Section 3. Terms of Office

- (a) Executive Officers shall be elected for a two-year term by the HTSA membership. Any Executive Officer, at the conclusion of his/her two-year term in an office, may be re-elected to the same office, but not to exceed two consecutive two-year terms. No Executive Officer shall hold more than one office at a time. Interim elections may be held annually to fill a vacant position.
- (b) A maximum of seven (7) HTSA Representatives-at-large shall be elected for a two-year term. Elections may be held annually to fill vacant positions.

Section 4. Qualifications for Office

All nominees for office must be HTSA members as defined above in Article II, **Section 1.**

Section 5. Duties and Responsibilities of the HTSA Board of Directors

- (a) The HTSA Board of Directors shall formulate plans and policies of HTSA and present them at regular HTSA meetings, establish a proposed annual budget and oversee the expenditure of all HTSA funds;
- (b) The HTSA Board of Directors is empowered to conduct all business of HTSA except ratification and Amendment of the bylaws and approval of the Treasurer's annual report;
- (c) The HTSA Board of Directors shall provide the Board of Governors of HTEDS with appropriate insights into the views and opinions of the parent body and shall report back from the Board of Governors of HTEDS information relevant to the interests and concerns of the parent body, and

- (d) HTSA Board of Directors members are responsible for attending all meetings.

Section 5.1 Duties and Responsibilities of the President

- (a) Preside at all regular, general and special meetings of HTSA;
- (b) Appoint standing and special committee chairpersons with the approval of the HTSA Board of Directors;
- (c) Be an ex-officio member of all committees, except the nominating committee;
- (d) Be authorized as a co-signer, along with the Treasurer, to authorize disbursement of funds;
- (e) Be empowered to appoint a parliamentarian to advise the chair and, upon request, the members on matters of parliamentary procedure;
- (f) Perform other duties prescribed elsewhere in these bylaws and in the parliamentary authority adopted by HTSA;
- (g) Prepare and present an annual statement of HTSA affairs for the membership presented during the May membership meeting;
- (h) Perform such additional duties as may, from time to time, be assigned by the Board of Directors;
- (i) Assist the Treasurer in the formulation of a proposed annual budget prior to the beginning of the new school year and assist in revising it when deemed necessary by the membership; and
- (j) Develop and submit to HTSA at the fall meeting a report outlining the objectives of the HTSA Board of Directors for the coming year.

Section 5.2 Duties and Responsibilities of the Vice President

- (a) Act as aide to the President and, whenever requested, perform the duties of the President in the President's absence;
- (b) Serve as representative to the Board of Governors of HTEDS and attend all such meetings whenever the President is not able to attend;
- (c) Serve as a member of the Enrichment Planning Committee;
- (d) In coordination with the parents and teacher from each class, ensure the selection of HTSA Class Representatives by the end of September, and ensure that subsequent vacancies are filled in a timely manner; and
- (e) Serve as a member of the HTSA Class Representative Committee.

Section 5.3 Duties and Responsibilities of the Secretary

- (a) Keep records of all regular and special HTSA meetings;
- (b) Assist the President in preparing the agendas for all meetings;
- (c) Assist the President in communicating with the general membership; and
- (d) Prepare official HTSA correspondence and notices for signature of the President.

Section 5.4 Duties and Responsibilities of the Treasurer

- (a) Collect all money owed HTSA from authorized sources;
- (b) Authorize all disbursements of funds as authorized by the HTSA Board of Directors;
- (c) Present periodic reports at meetings as directed by the President and an annual report to HTSA at the final meeting of the academic year and prior to the election of officers for the following year;
- (d) Prepare and present a draft budget at the last meeting of the academic year and after the election of officers for the following year; and
- (e) Present a proposed budget to the membership for vote at the first general meeting of the academic year.

Section 5.5 Duties and Responsibilities of the HTSA Representative-at-Large

- (a) Serve as a member of the HTSA Board of Directors and will act as an alternate for other HTSA Board members when they are unable to perform their duties; and
- (b) Serve on either a standing or a special committee.

Section 6. Vacancies

The Vice President shall automatically fill a vacancy in the office of President for the remainder of the term of the elected President. A vacancy in any other office shall be filled by appointment of the President, with the approval of the HTSA Board of Directors until the next annual election of officers.

An officer may be removed for cause by a majority vote of the HTSA Board of Directors.

ARTICLE IV

Meetings

Section 1. Description of types of Meetings

- (a) General meetings shall be held in October, February and May and at such times and places as specified by the HTSA Board of Directors;
- (b) HTSA Board of Director meetings shall be held monthly during the school year and as needed during the summer for the purpose of conducting the business of HTSA,

and are open to any member of HTSA and

- (c) The HTSA Board of Directors may call special meetings with notice given at least 48 hours in advance stating the purpose for which the meeting is being called.

Section 2. Quorum

- (a) A quorum for general meetings shall consist of a simple majority of the HTSA Board of Directors and 10 other members, and
- (b) A quorum for HTSA Board of Director meetings shall consist of a simple majority of the HTSA Board of Directors.

Section 3. Voting and Parliamentary Authority

- (a) With the exception of the President, every HTSA Board of Director Member will have one vote. In accordance with ***Robert's Rules of Order, Newly Revised***, the President will vote in two cases:
 - (1) to break a tie (thus casting the deciding vote), or
 - (2) to cause a tie (thus casting a motion not to pass).
- (b) Proxy voting is permissible at all meetings provided written statements authorizing such are submitted to the Secretary prior to the formal opening of the meeting.
- (c) The rules contained in the current edition of the ***Robert's Rules of Order, Newly Revised*** shall govern HTSA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order HTSA may adopt.

A R T I C L E V

Committees And Class Representatives

Section 1. Committee Membership

Committee membership is open to HTSA members, including the members of the HTSA Board of Directors. The President, with the consent of the HTSA Board of Directors, appoints chairpersons of standing committees. Any HTSA member, except the President, may chair a committee. The terms of office shall extend to the next election of officers by HTSA and committee members may be re-appointed.

Section 2. Class Representatives

Each year, class representatives will be appointed or re-appointed with no limitation on the number of terms.

Section 3. Committee Function and Composition

Standing Committees of HTSA shall be established each year to include but are not limited to: Nominating, Class Representative Committee and Enrichment Planning Committee.

- (a) Nominating Committee - (**See Article III. Section 2**);
- (b) Class Representative Committee - The Class Representative Committee is responsible for gathering information that is of importance to HTEDS families as well as providing a mechanism for distribution. Class Representative Committee members are appointed by the HTSA Board of Directors and serve a one year term;
- (c) Enrichment Planning Committee - The Enrichment Planning Committee shall act as a planning team for the programmed spending of fundraiser proceeds during the year. The Enrichment Planning Committee shall present its initial recommendations at the first membership meeting and further requests thereafter. The Enrichment Planning Committee shall have the authority at the discretion of the President to allocate monies not to exceed \$100.00 for an individual purchase without the approval of the membership of the Association, and should not exceed \$2,000 per year. The Enrichment Planning Committee will be composed of six members (3 at-Large members, the Head of the School, a Teacher Representative from the Board of Governors and the Vice President of HTSA) All members serve a one year term.

Section 4. Establishment of Standing Committees and Special Committees

- (a) With the exception of the nominating committee, standing committees may be established or disbanded by the President with the approval of the HTSA Board of Directors, provided such action is reported at the next meeting of the general membership; and
- (b) The President, with the consent of the HTSA Board of Directors, may appoint special committees.

ARTICLE VI

Fiscal Year

Section 1. Fiscal Year

HTSA's fiscal year shall run from July 1 through June 30 of the following year.

ARTICLE VII

Amendments and Approvals

Section 1. Amendments

These Bylaws may be amended at any meeting of HTSA after fifteen (15) days written notice to all members. Such written notice shall contain the full text of the proposed amendment. A two-thirds majority vote of the members present is required for approval.

Section 2. Approvals

The Board of Governor of HTEDS shall ratify any and all amendments to these Bylaws.

ARTICLE VIII

Termination of HTSA

Section 1. Termination by Vote of the Members

At such time as HTSA decides by two-thirds or greater vote of the members to dissolve itself, the entire assets of HTSA will be donated to HTEDS, provided HTEDS is a viable recipient of such funds (e.g., HTEDS is not closed or in the process of closing).

Section 2. Termination by Other than a Vote of the Members

In the event that the HTSA is terminated other than by a vote of the membership, the HTSA Board of Directors, with advice of the Vestry of Holy Trinity Episcopal Church and the Board of Governors of HTEDS, will nominate three non-discriminatory, non-profit educational organizations to which the assets of the HTSA will be donated. Disbursement to each of these three organizations will be in accordance with the portion of the votes cast by the membership for each respective organization.