

**MINUTES OF ORGANIZATIONAL MEETING  
OF MEMBERS OF  
THE SPRINGER MIDDLE SCHOOL FAMILY ASSOCIATION, INC**

The organizational meeting of the members of The Springer Middle School Family Association, Inc., a not for profit corporation, was held on Monday, January 29, 2018 at 6:00PM. The following members were present:  
Jason Heller, Kathleen Heller, Kristine Woodruff, Christy Tobin, Tracy Woodson

Jason Heller presided as acting chair. A majority of the members being present, Christy Tobin moved that notice and call of the organizational meeting of the members be waived. Kathleen Heller seconded the motion. The question was called and the motion passed unanimously.

Kristine Woodruff moved that Jason Heller be Acting Chair of the meeting. Christy Tobin seconded the motion. The question was called and Mr. Heller was elected Acting Chair of the meeting.

Kristine Woodruff moved that Kathy Heller be Acting Secretary of the meeting. Tracy Woodson seconded the motion. The question was called and Mrs. Heller was elected Acting Secretary of the meeting.

**I. REPORTS**

**A. INCORPORATORS**

Jason Heller reported that the Certificate of Incorporation had been executed and delivered to the Secretary of State of Delaware. A copy of the Certificate of Incorporation is attached as Exhibit A, and made a part of this minutes.

**B. NOMINATING COMMITTEE**

Kathy Heller, Chair of the Nominating Committee, reported that a slate of officers and directors had been recommended to the members of the Corporation. A copy of the slate is attached as Exhibit B and made a part of these minutes.

**II. APPROVAL OF BY LAWS**

Jason Heller submitted a draft of proposed by laws for the Corporation, for review, and moved that the by laws be adopted as the by laws of the Corporation. Christy Tobin seconded the motion. After a thorough discussion, the question was called and the by laws were adopted. A copy of the by laws is attached as Exhibit C and made a part of these minutes.

**III. ELECTION OF DIRECTORS**

Kathleen Heller moved the following slate of directors be elected as directors of the

Corporation, with terms to expire as shown below:

NAME	TERM EXPIRES
Jason Heller	June 30, 2018
Christy Tobin	June 30, 2018
Kristine Woodruff	June 30, 2018
Kathy Heller	June 30, 2018
Tracy Woodson	June 30, 2018

Kristine Woodruff seconded the nominations. The Acting Chair called for nominations from the floor. No further nominations were received. Christy Tobin moved that the nominations be closed and that the slate of directors be elected by acclamation. The question was called and the motion carried unanimously.

#### IV. OFFICERS

Kathy Heller presented the following slate of officers:

President: Jason Heller  
Vice President: Christy Tobin  
Secretary: Kathy Heller  
Treasurer: Kristine Woodruff

Kristine Woodruff seconded the nominations. The Acting Chair called for nominations from the floor. No further nominations were received. Christy Tobin moved that the nominations be closed and that the slate of directors be elected by acclamation. The question was called and the motion carried unanimously.

The President assumed the chair from the Acting Chair and the Secretary assumed the duty of keeping the minutes from the Acting Secretary.

#### V. EXECUTION OF IRS FORM 1023EZ

It was moved by Kathy Heller and seconded by Christy Tobin that Jason Heller be authorized to execute and deliver to the IRS Form 1023EZ on behalf of the corporation for the purpose of determination of recognition of exemption from income tax and other taxes. The question was called and the motion passed unanimously.

#### VI. APPROVAL OF BUDGET

Jason Heller submitted a draft of proposed budget for the remainder of the current fiscal year for the Corporation for review, and moved that the budget be adopted as presented. Kathleen Heller seconded the motion. After a thorough discussion, the question was called and the budget was adopted. A copy of the budget is attached as Exhibit D and made a part of these minutes.

## VII. APPROVAL OF ANNUAL MEETING SCHEDULE

It was moved by Christy Tobin and seconded by Kristine Woodruff that membership meetings of the corporation be held on the second Tuesday of the month at 6:30 PM for the remainder of the school year. After a thorough discussion, the question was called and the meeting schedule was adopted.

## VIII. ACCEPTANCE OF SPRINGER PTA MEMBERS IN GOOD STANDING

Jason Heller moved that all current members in good standing of the Springer Middle School Parent-Teacher Association be granted full membership in this association until June 30, 2018. Tracy Woodson seconded the motion. After a thorough discussion, the question was called and the motion was passed unanimously.

## IX. APPOINTMENT OF COMMITTEE CHAIRS

It was moved by Kristine Woodruff and seconded by Tracy Woodson that Kim Williams be appointed the Membership Committee Chair for the remainder of the fiscal year. The question was called and the motion was passed.

## X. APPOINTMENT OF TEACHER LIAISON

It was moved by Tracy Woodson and seconded by Christy Tobin that Gregory Xenakes be appointed the Teacher Liaison for the remainder of the fiscal year. The question was called and the motion was passed.

There being no further business before the meeting, the meeting was adjourned at 6:15

Respectfully submitted,



Kathy Heller  
Secretary

# **EXHIBIT A**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:30 AM 12/15/2017  
FILED 08:30 AM 12/15/2017  
SR 20177632614 - File Number 6667325

## **CERTIFICATE OF INCORPORATION OF THE SPRINGER MIDDLE SCHOOL FAMILY ASSOCIATION, INC.**

### **ARTICLE ONE. NAME.**

The name of this corporation is The Springer Middle School Family Association, Inc.

### **ARTICLE TWO. PRINCIPAL LOCATION & REGISTERED AGENT**

(a) The principal location of this corporation is 2220 Shipley Rd., Wilmington, DE 19803, Brandywine Hundred, County of New Castle, State of Delaware.

(b) The registered agent for service of process of this corporation is Jason W. Heller. The agent's address is 2220 Shipley Rd., Wilmington, DE 19803, Brandywine Hundred, County of New Castle, State of Delaware.

### **ARTICLE TWO. DURATION**

The duration of this corporation is perpetual.

### **ARTICLE THREE. PURPOSE.**

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986. It has the following educational and charitable purposes:

(a) to provide support for the educational experience of students of Springer Middle School;

(b) to provide assistance with respect to school projects of the faculty and staff of Springer Middle School;

(c) to sponsor educational programs directed towards the enhancement of the educational experiences of the students of Springer Middle School; and

(d) to do any act in furtherance of purposes (a), (b) and (c) consistent with its status as an educational and charitable corporation.

#### **ARTICLE FOUR. MEMBERSHIP CORPORATION.**

This corporation is a membership corporation. It is not to have authority to issue shares of stock.

The following limitations apply to all corporate activities:

(a) No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its officers, directors, members or other private individuals or organizations organized and operating for a profit (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as stated in Article Three).

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code of 1986.

(c) The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) Notwithstanding any other provision herein, the corporation shall not carry on any activities not permitted to be carried on:

(I) by an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such code; or

(ii) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

(e) References to sections of the Internal Revenue Code of 1986 are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States revenue law.

#### **ARTICLE FIVE. DIRECTORS.**

The initial Board of Directors of the corporation consists of five (5) persons.

## **ARTICLE SIX. ELECTION OF DIRECTORS.**

The directors of this corporation, other than the initial directors, will be elected at the annual meeting of the Corporation as stated in the Code of By Laws, as the terms of the first directors expire. Every director, other than the initial director will have a term as set out in the Code of By-Laws

## **ARTICLE SEVEN. OFFICERS**

The officers of this corporation will be the president, the vice president, the secretary and the treasurer.

(a) The president is the chief executive officer of the corporation. The president will preside at all meetings of the Board of Directors and the members and will be responsible for general supervision of the corporation's affairs.

(b) The vice president is the assistant executive officer of the corporation. The vice president will preside at all meetings of the Board of Directors and the members in the absence of the president. The vice president may be assigned any other supervisory duty that the president deems appropriate.

(c) The secretary is the chief records officer of the corporation. The secretary will keep the corporate seal and will be responsible for affixing the corporate seal to any document that requires attachment of the seal. The secretary will keep a record of proceedings for all Board of Directors meetings and membership meetings, and will maintain the files and records of the corporation, except files and records incidental to the operation of the treasurer. The secretary may be assigned any other supervisory duty that the president deems appropriate.

(d) The treasurer is the chief financial officer of the corporation. The treasurer is responsible for maintaining accurate financial records respecting dues, gifts and contributions, for paying the debts of the corporation as they become due and payable, for maintaining appropriate bank and investment accounts, for making deposits and withdrawals from any such bank or investment accounts, and to collect fees and dues from members.

The treasurer shall prepare an annual statement of income and expense for the annual meeting of the members.

The treasurer may be assigned any other supervisory duty that the president deems appropriate.

The Board of Directors may provide for the appointment of any additional officers as it may deem to be in the best interest of the corporation.

## **ARTICLE EIGHT. ELECTION OF OFFICERS.**

The officers of the corporation, other than the initial officers, shall be elected from among the members at the annual meeting of members. Each officer will serve a term of two years. No officer can serve more than two consecutive terms.

## **ARTICLE NINE. MEMBERSHIP REQUIREMENTS.**

(a) Membership is open to any person who is interested in furthering the exempt purposes of the Corporation. The classes of membership are set out in the Code of By-Laws.

(b) Dues for each membership class shall be fixed by the Board of Directors at the annual meeting of the Board of Directors as set forth in the Code of By Laws.

## **ARTICLE TEN. DISTRIBUTION OF ASSETS ON DISSOLUTION.**

In the event of dissolution or final liquidation of the corporation, The Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all of the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a nonprofit organization or organization which may have been created to succeed the corporation, as long as such organization, or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code; and

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organizations or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code.

## **ARTICLE ELEVEN. AMENDMENTS**

These articles of incorporation may be amended in the manner provided by law. However, the provisions of Article Four and Article Ten may not be amended.

**ARTICLE TWELVE. INCORPORATOR**

The name and mailing address of the incorporator of this Corporation is as follows:

Name: Jason W. Heller

Address: 2220 Shipley Rd., Wilmington, Delaware 19803

I, the undersigned, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 11th day of December, A.D. 2017.

  
\_\_\_\_\_  
(Jason W. Heller)

**ACKNOWLEDGMENT**

STATE OF DELAWARE     )  
                                          )SS  
COUNTY OF NEW CASTLE )

Before me, a notary public in and for said County and State personally appeared: Jason W. Heller, the incorporator of The Springer Middle School Family Association, Inc., a corporation to be formed, and acknowledged their signatures as incorporator to be his free act and deed.

DATED: 12/11/17  
MY COMMISSION EXPIRES: 03/03/19   
NOTARY PUBLIC

SHANIECE LATAE SIMS  
Notary Public  
STATE OF DELAWARE  
My Commission Expires 03-03-2019





**EXHIBIT B**  
**SPRINGER MIDDLE SCHOOL**  
**FAMILY ASSOCIATION**

January 29, 2018

Below is the recommendations for the initial slate of directors and officers for the Springer Middle School Family Association. All terms shall expire on June 30, 2018:

**DIRECTORS:**

- Jason Heller
- Christy Tobin
- Kristine Woodruff
- Kathy Heller
- Tracy Woodson

**OFFICERS:**

- President: Jason Heller
- Vice President: Christy Tobin
- Treasurer: Kristine Woodruff
- Secretary: Kathy Heller

Respectfully Submitted:

A handwritten signature in black ink that reads "Kathy Heller". The signature is written in a cursive style.

Kathy Heller, Chairperson  
Nominating Committee

# **EXHIBIT C**

## **CODE OF BY LAWS SPRINGER MIDDLE SCHOOL FAMILY ASSOCIATION, INC.**

### **ARTICLE I. NAME**

**The name of the Corporation is the Springer Middle School Family Association, Inc.**

### **ARTICLE II. DEFINITIONS**

- 1. “Board” means the Board of Directors of the Springer Middle School Family Association, Inc. as constituted under Article 6 § 2.**
- 2. “Corporation” means the Springer Middle School Family Association, Inc.**

### **ARTICLE III. PRINCIPAL PLACE OF BUSINESS**

**The principal location of this Corporation is 2220 Shipley Rd., Wilmington, DE 19803, Brandywine Hundred, County of New Castle, State of Delaware.**

### **ARTICLE IV. PURPOSES**

**This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986. It has the following educational and charitable purposes:**

- (a) to provide support for the educational experience of students of Springer Middle School;**
- (b) to provide assistance with respect to school projects of the faculty and staff of Springer Middle School;**
- (c) to sponsor educational programs directed towards the enhancement of the educational experiences of the students of Springer Middle School; and**
- (d) to do any act in furtherance of purposes (a), (b) and (c) consistent with its status as an educational and charitable corporation.**

## **ARTICLE V. MEMBERS**

### **Section 1.**

**Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member and shall have voting rights. The principal and any staff member employed at the school may be a member and have voting rights.**

### **Section 2.**

**The Board shall fix annual dues for each corporate year. A member must have paid his or her dues at least 14 calendar days before the annual meeting of the corporation to be considered a member in good standing with voting rights.**

### **Section 3.**

**The Board may authorize honorary or special members of the association. Honorary and special members may not have voting rights.**

## **ARTICLE VI. THE BOARD**

### **Section 1. General Powers.**

**The Board shall manage the general affairs of the Corporation. Directors need not be residents of the State of Delaware.**

### **Section 2. Number, Tenure and Qualifications.**

**The Board shall consist of from five to eleven persons. The Directors shall be the officers of the association elected at the annual meeting of the members. A director shall serve for a term of two years, or until a successor is elected. The principal of Springer Middle School is an ex officio member of the Board. Any Committee Chairs and any Teacher Liaisons appointed by the Board will also be ex officio Board members.**

### **Section 3. Annual Board Meeting.**

**The Board shall meet annually just before the annual meeting of the members at the same place as the annual meeting of members will be held.**

### **Section 4. Special Board Meetings.**

**The Board may meet at any other time and place that may be set by the President or by six Board members.**

**Section 5. Notice of Board Meetings.**

**Notice of any special meeting of the Board must be given at least ten (10) days before the date of the special meeting. The meeting notice must be written and must contain a brief agenda. Any meeting notice required by section 4 must be mailed to each Director at the Director's address shown on the Secretary's records at least ten(10)days before the meeting date or emailed to the association email address.**

**Section 6. Quorum.**

**A majority of the Directors is a quorum for transacting any business at the annual meeting of directors or at any special meeting of directors.**

**Section 7. Board Decisions.**

**The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board, unless a greater majority is required by these by laws.**

**Section 8. Vacancies.**

**If a Director's position becomes vacant between terms, the Board may appoint an interim Director to serve in that Director's place until the next regular election of Directors by the members.**

**Section 9. Executive Committee.**

**The Executive Committee is responsible to the Board for the general management of the Corporation. The Executive Committee consists of the President, Vice President, Treasurer and Secretary. The Executive Committee will meet at least once each quarter at a place and time designated by the president.**

**ARTICLE VII. OFFICERS**

**Section 1. Officers.**

**The officers of the corporation are the president, vice president, secretary, and treasurer.**

**a. President. The president is the chief executive officer of the corporation. The president shall preside over meetings of the Board of Directors and the members and will be responsible for general supervision of the association's affairs. The president will serve as the primary contact for the principal, represent the Corporation at meetings outside of the Corporation, serve as an**

**ex-officio member of all committees except the nominating committee, and coordinate the work of all the officers and committees so that the purpose of the Corporation is served.**

**b. Vice President. The vice president is the assistant executive officer of the corporation. The vice president will preside at all meetings of the Board of Directors and the members in the absence of the president. The vice president may be assigned any other supervisory duty that the president deems appropriate.**

**c. Secretary. The secretary is the chief records officer of the corporation. The secretary will keep the corporate seal and will be responsible for affixing the corporate seal to any document that requires attachment of the seal. The secretary will keep a record of proceedings for all Board of Directors meetings and membership meetings, and will maintain the files and records of the corporation, except files and records incidental to the operation of the treasurer. The secretary may be assigned any other supervisory duty that the president deems appropriate.**

**d. Treasurer. The treasurer is the chief financial officer of the corporation. The treasurer is responsible for maintaining accurate financial records respecting dues, gifts and contributions, for paying the debts of the corporation as they become due and payable, for maintaining appropriate bank and investment accounts, for making deposits and withdrawals from any such bank or investment accounts, and to collect fees and dues from members. The treasurer will present a financial statement at every meeting and at other times of the year when requested by the president or Executive Board. The treasurer shall prepare an annual statement of income and expense for the annual meeting of the members. The treasurer may be assigned any other supervisory duty that the president deems appropriate.**

## **Section 2. Nominations and Elections.**

**Officers will be elected at the annual meeting of the members of the Corporation. The nominating committee shall select a candidate for each office from among the eligible members and present the slate to the members at least 14 days prior to the annual meeting. Nominations for officers may also be made from the floor.**

## **Section 3. Eligibility.**

**Any member of the Corporation in good standing is eligible for election to any office,**

## **Section 4. Terms of Office.**

**Officers are elected for a two-year term and may serve no more than two (2) consecutive terms in the same office. Each person elected shall hold only one office at a time.**

**Section 5. Vacancies.**

**If an officer's position becomes vacant between terms, the Board may appoint an interim officer to serve in that officer's place until the next annual meeting of the members.**

**Section 6. Removal From Office.**

**Officers can be removed from office with or without cause by a two-thirds vote of those members present (assuming a quorum) at a regular meeting where previous notice has been given at the prior regular meeting.**

**ARTICLE VIII. MEETINGS OF THE MEMBERS**

**Section 1. Regular Meetings.**

**Regular meeting of the members shall occur monthly during the school year. The Board will publish an annual meeting schedule to the membership at the beginning of the school year. Meetings can be held at an alternate time and place determined by the Board at least 14 days prior to a scheduled regular meeting.**

**Section 2. Annual Meeting**

**The annual meeting of the members will be held on the second Tuesday of May at 6:30 PM for the purpose of nominating and electing officers and directors and such other business as may be necessary.**

**Section 3. Special Meetings.**

**The president may call a special meeting of members. Two or more Board members may also call a special meeting. Five members of the corporation who are not Directors may submit a written request for a special meeting to the secretary. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting via email.**

**Section 3. Quorum.**

**Six members of the Corporation present at any meeting constitutes a quorum.**

**Section 4. Notice of Regular Meetings and Special Meetings**

**The secretary will notify the members of upcoming regular meetings via email at least one week prior to the meeting. The secretary will notify the members of any special meeting at least ten days prior to the special meeting date.**

## **ARTICLE IX. COMMITTEES**

### **Section 1. Membership.**

**Committees shall be appointed annually by, and serve at the pleasure of, the Board. Committees may consist of members, with the president acting as an ex officio member of all committees.**

### **Section 2. Committee Chairs.**

**The Board shall appoint a committee chair for each committee who shall become a member of the Board. The chair shall present a plan of work to the executive board for approval. No committee work shall be undertaken without the consent of the Board.**

### **Section 2. Standing Committees.**

**The following standing committees shall be held by the Corporation:**

- a. Fundraising**
- b. Membership**
- c. Nominating**

### **Section 3. Special Committees.**

**The board may appoint additional special and/or sub-committees as needed.**

### **Section 4. Teacher Liaisons**

**The Board shall appoint teacher liaisons who will serve for a one year term. Teacher Liaisons will be members of the Board.**

## **ARTICLE X. FINANCES**

### **Section 1.**

**A tentative budget shall be drafted by the board prior to the start of the school year and approved by a majority vote of the members present at the first membership meeting of the year.**

### **Section 2.**

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

**Section 3.**

**The Board shall approve all expenses of the Corporation.**

**Section 4.**

**Two authorized board member signatures shall be required on each check, however the signers may not be related by blood or marriage.**

**Section 5.**

**The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee.**

**Section 6.**

**Upon the dissolution of the Corporation, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.**

**ARTICLE XI. CONFLICT OF INTEREST POLICY**

**Section 1. Purpose.**

**The purpose of the conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation 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 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 Corporation has a transaction or arrangement;**

**ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation 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 Corporation is negotiating a transaction or arrangement. “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.**

**iv. 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 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 to 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 chairperson 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 Corporation 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 Corporation’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 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 board's 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 Board who receives compensation, directly or indirectly, from the Corporation 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 Corporation for services is precluded from voting on matters pertaining to that member's compensation.**

**c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.**

**Section 6. Annual Statements.**

**Each director, principal officer, and member of a committee with 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 Corporation 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 Corporation 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 corporations conform to the Corporation'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 Corporation may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

**ARTICLE XII. CONTRACTS, CHECKS, DEPOSITS AND GIFTS**

**Section 1. Execution of Contracts, Deeds, Other Instruments.**

The Board may authorize any officer or agent of the Corporation to execute and deliver any instrument on behalf of the Corporation.

**Section 2. Execution of Checks, Drafts, Money Orders.**

Any check, draft, order for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer, or any other person authorized by resolution of the Board to do so. Two authorized board member signatures shall be required on each check, however the signers may not be related by blood or marriage.

**Section 3. Deposits.**

The Board shall designate a depository bank by resolution for reception of the corporation's deposits.

**Section 4. Gifts.**

**The Board may accept any gift, bequest or devise for any corporate purpose on behalf of the Corporation.**

**ARTICLE XIII. MEMBERSHIP CERTIFICATE**

**Section 1. Membership Certificate.**

**The Board shall provide for the issue of membership certificates to all members in good standing, in such form as the Board may prescribe. Membership certificates shall be signed by the President and the Secretary. The Secretary shall record the membership class, name and address of each member in the corporate records. If a membership certificate is lost, destroyed or stolen, the Secretary shall replace it upon written request by the member whose certificate is to be replaced.**

**Section 2. Delivery.**

**The Secretary shall deliver membership certificates to each new member upon payment of dues, and to each member on the member's renewal date, if the member is in good standing.**

**ARTICLE XIV. BOOKS AND RECORDS**

**Section 1. Authorized Books and Records.**

**The Corporation shall keep the following official records:**

**(a) Minutes Book -- A book containing the minutes of each annual and special meeting of the members and the Board;**

**(b) Committee Minutes Book — A special minutes book recording the minutes of each standing and special committee;**

**(c) Membership List -- A list of the names, addresses, telephone numbers and membership classes for each member;**

**(d) Other Files and Records — Any other file and record that is required by the Corporation's business.**

**Section 2. Custodian.**

**The Secretary shall be the custodian of the Corporation's books and records, except for financial records, which shall be kept by the Treasurer.**

**Section 3. Right to Inspect.**

Any member has the right to inspect the Corporation's books and records during normal working hours upon written request made at least ten working days in advance to the Secretary or the Treasurer.

**ARTICLE XV. MISCELLANEOUS**

**Section 1. Fiscal Year.**

The Corporation's fiscal year shall begin on the 1st day of July and end on the 30th day of June.

**Section 2. Seal.**

The Corporation shall have a seal which shall be "Springer Middle School Family Association, Inc."

**Section 3. Parliamentary Authority**

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

**Section 4. Standing Rules**

Standing rules may be approved by the Board, and the secretary shall keep a record of the standing rules for future reference.

**Section 5. Restrictions.**

The following restrictions apply to all corporate activities:

(a) No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to its officers, directors, members or other private individuals or organizations organized and operating for a profit (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as stated in Article Three).

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code of 1986.

(c) The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**(d) Notwithstanding any other provision herein, the corporation shall not carry on any activities not permitted to be carried on:**

**(i) by an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such code; or**

**(ii) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.**

**(e) References to sections of the Internal Revenue Code of 1986 are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States revenue law.**

**(f) In the event of dissolution or final liquidation of the corporation, the Board shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all of the assets of the corporation to one or more of the following categories of recipients as the Board shall determine:**

**(i) a nonprofit organization or organization which may have been created to succeed the corporation, as long as such organization, or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code; and**

**(ii) a nonprofit organization or organizations having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organizations or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code.**

## **Section 6. Dissolution**

**The Corporation may dissolve by following the prescribed method of dissolution under 8 Delaware Code § 276 as follows:**

**1. The Board must first consider dissolution and approve a resolution of dissolution to be considered by the members of the Corporation at a special meeting called for the purpose of considering dissolution.**

**2. Notice of the special meeting must be given by e-mail or by mail not less than fourteen (14) days prior to the special meeting.**

**3. The resolution of dissolution may be approved by a two-thirds majority of the member present at the special meeting.**

**4. The resolution of dissolution shall authorize the Board to file a certificate of dissolution that complies with 8 Delaware Code §275.**

**ARTICLE XVI. AMENDMENT**

**These bylaws may be altered amended or repealed by two-thirds majority vote of the members entitled to vote at a meeting called for the purpose of amending the bylaws.**

**DATED: January 29, 2018**

  
**Kathleen Heller, Secretary**

## EXHIBIT D

<b>Springer Middle School Family Association, Inc.</b>		
<b>BUDGET OVERVIEW: FY2018</b>		
<b>January 2018 - June 2018</b>		
<b>REVENUE</b>		
60th Anniversary Revenue	\$	1,000.00
8th Grade Dance Income	\$	2,300.00
Card Processing Fee Offset	\$	20.00
Donations:		
Amazon Smile Donation	\$	-
Restaurant Nights	\$	200.00
Interest	\$	-
Joe Corbi's Income	\$	10,000.00
Membership	\$	-
Snack Shack Income	\$	500.00
Spirit Wear Income	\$	250.00
<b>TOTAL REVENUE</b>	<b>\$</b>	<b>14,270.00</b>
<b>EXPENDITURES</b>		
Joe Corbi's Expense	\$	8,000.00
Mini Grants	\$	1,000.00
Operating Expense		
Organizational Expenses	\$	1,000.00
Insurance	\$	350.00
Legal & Professional Fees	\$	-
Miscellaneous	\$	500.00
Square Fees	\$	50.00
Snack Shack Expense	\$	200.00
Spirit Wear Expense	\$	-
Teacher Appreciation	\$	500.00
Teacher of the Month	\$	-
<b>TOTAL EXPENDITURES</b>	<b>\$</b>	<b>11,600.00</b>
<b>NET REVENUE</b>	<b>\$</b>	<b>2,670.00</b>