

**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 prior to the start of the nomination meeting of the corporation in April 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 a majority of the current 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 Director's 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 the regularly scheduled meeting 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 in May as published on the annual meeting schedule 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 an ex-officio 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 Liaison.

The Board shall appoint a teacher liaison who will serve for a one year term. Teacher Liaisons will be ex officio 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 regular membership meeting of the year.

Section 2.

The treasurer shall keep accurate records of any disbursements, income, encumbrances 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 or reside in the same household.

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 or reside in the same household.

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

/KH

Kathleen Heller, Secretary

REV: October 17, 2018
March 21, 2019

REVISION HISTORY OF THE SPRINGER MIDDLE SCHOOL FAMILY ASSOCIATION BYLAWS

Revision 0 - January 29, 2018

This was the original version of the bylaws prepared by the founding board members and association attorney Mr. Thomas Reed and approved by the membership at the first meeting of the Springer Middle School Family Association on January 29, 2018

Revision 1 - October 17, 2018

Revision 1 incorporates changes approved by the membership on October 17, 2018. The following changes were approved:

1. Amend Article VIII, Section 2 to allow the board to select the date of the annual meeting for nominating and electing officers.

Full Revised Text: The annual meeting of the members will be held in May as published on the annual meeting schedule for the purpose of nominating and electing officers and directors and such other business as may be necessary.

Revision 2 - March 21, 2019

Revision 2 incorporates changes approved by the membership on March 21, 2019. The following changes were approved:

1. Amend Article V, Section 2 to better define when members dues are required to be paid..

Full Revised Text: The Board shall fix annual dues for each corporate year. A member must have paid his or her dues prior to the start of the nomination meeting of the corporation in April to be considered a member in good standing with voting rights.

2. Amend Article VI, Section 4 to update the number of board members required to call a special meeting.

Full Revised Text: The Board may meet at any other time and place that may be set by the President or by a majority of the current Board members.

3. Amend Article VI, Section 5 to allow written notice of Board Meetings to be delivered via email.

Full Revised Text: 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 Director's association email address.

4. Amend Article VII, Section 2 to more clearly define when the nominating committee must present the slate of nominations to the members.

Full Revised Text: 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 the regularly scheduled meeting prior to the annual meeting. Nominations for officers may also be made from the floor.

5. Amend Article IX, Section 2 to correct language regarding committee chair members status on the Board.
Full Revised Text: The Board shall appoint a committee chair for each committee who shall become an ex-officio 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.
6. Amend Article IX, Section 4 to correct language regarding the Teacher Liaison's status on the Board.
Full Revised Text: The Board shall appoint a teacher liaison who will serve for a one year term. Teacher Liaisons will be ex officio members of the Board.
7. Amend Article X, Section 1 to define when the budget shall be approved
Full Revised Text: 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 regular membership meeting of the year.
8. Amend Article X, Section 2 to correct a typo.
Full Revised Text: The treasurer shall keep accurate records of any disbursements, income, encumbrances and bank account information.
9. Amend Article X, Section 4 to place clearer restrictions on who can co-sign checks for the organization.
Full Revised Text: Two authorized board member signatures shall be required on each check, however the signers may not be related by blood or marriage or reside in the same household.
10. Amend Article XII, Section 2 to place clearer restrictions on who can co-sign checks for the organization.
Full Revised Text: 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 or reside in the same household.