

INDIAN MILLS HOME AND SCHOOL ASSOCIATION INC. BY-LAWS
ADOPTED FEBRUARY 23, 2009
Revised August 20, 2023

ARTICLE I – NAME

The name of this organization is the Indian Mills Home and School Association. It is hereafter referred to as “IMHSA”. The business address is that of the Indian Mills Memorial School: 295 Indian Mills Road, Shamong, NJ 08088.

ARTICLE II – OBJECTIVES

The Objectives of the IMHSA are:

- a. The objective of this organization shall be to promote unity between the Home and School in order to educate and develop each child to the fullest of his/her potential.
- b. This organization is organized exclusively for the charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future Federal tax code.

ARTICLE III- POLICIES

The following are basic policies of the IMHSA:

SECTION 1. This Association shall be non-sectarian and non-partisan and shall comply with all Federal and State of New Jersey Affirmative Action requirements. No commercial enterprise or candidate of any kind shall be endorsed by it. The name of the Association and its officers in their capacities shall not be used in connection with any commercial concerns or with any partisan interest or for any other purpose than the regular work of the Association.

SECTION 2. This Association shall not directly or indirectly participate or intervene (in any way including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to any candidate for public office. This shall not, however, prevent the Association from presenting factual information to the public concerning matters of importance to education and

education systems or spend money for a public question regarding those concerns. In addition, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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. 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 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

SECTION 3. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Indian Mills Home and School Association) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions:

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures:

1. 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 considering the proposed transaction or arrangement.

2. 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 if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. 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.
- b. 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.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it

shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

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

Records of Proceedings:

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing 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.

Compensation:

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

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

Annual Statements:

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Periodic Reviews:

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

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

Use of Outside Experts:

When conducting the periodic reviews, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

SECTION 4. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a

Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV- MEMBERSHIP

SECTION 1. The membership shall be open to any person interested in the objectives of the Indian Mills Home & School Inc., who is willing to uphold its By-Laws and objectives. Membership shall be made available without regard to race, color, creed, national origin, sex, income, or marital status.

SECTION 2. All members shall pay annual dues per family. Members shall be accepted at any time. The annual dues may vary as established by the Executive Board. Dues are non-refundable.

***If joining HSA causes a financial hardship for your family, HSA will cover your membership!**

Please contact an HSA Executive Board member or Ms. Moore or Mr. Vaux (your school guidance counselor)

SECTION 3. Membership runs from September 1st – August 31st of the following year.

SECTION 4. Members in good standing are those who abide by the current bylaws, have completed a membership form and paid the annual dues. The privilege of holding office, introducing motions, debating and voting shall be limited to members in good standing.

ARTICLE V – OFFICERS & THEIR ELECTION

SECTION 1. The officers of this Association shall be as follows: President, Vice President, Secretary, and Treasurer. Co positions may be available, if decided upon by the Executive Board.

SECTION 2. In the event of an unforeseen vacancy or if an officer steps down prior to the end of the fiscal year or after the election application due date of April 30th, replacing that position can be left at the discretion of the IMHSA Executive Board.

SECTION 3. Officers shall begin assuming their official duties at the close of the IMHSA fiscal year (July 1st-June 30th). The new Board will assume their duties as of July 1st of the year they are voted in office. Transfer of authority to be completed before the first meeting of the new school year. The Treasurer shall turn over all records after they have been audited. Signatures shall be exchanged on bank accounts by June 30th.

SECTION 4. Application for vacant officer-positions shall be made in April. No application will be accepted after April 30th. At the time of applying, interested candidates will receive a copy of the IMHSA by-laws. Voting will be held during the May meeting by ballot of members in attendance. When there is one candidate for office, the ballot for that office may be dispensed with an election held by voice vote. A majority vote shall be required for election. Installation of officers will occur in June at the Shamong Twp. School Board meeting.

ARTICLE VI - DUTIES OF THE OFFICERS

SECTION 1. The President shall:

- a. Make every effort to preside at all meetings of the association and of the Executive Board. Type the agenda for the meetings and have hard copies available for distribution at the meeting.
- b. Perform such other duties as may be prescribed in these by-laws or assigned to him/her by the Executive Board.
- c. Coordinate the work of the officers and committees, in order that the objectives may be promoted.
- d. Review monthly treasurer's reports, sign all checks, and approve all expenditures.
- e. Be the association's liaison with the school's administration and community.

SECTION 2. The Vice President shall:

- a. Act as aide to the President and perform the duties of the President in his/her absence.
- b. Oversee committee chairman and committees and obtain updates for the school newsletter, website, and meetings.
- c. Compile & distribute volunteer lists no later than October 8th.

SECTION 3. The Recording Secretary shall:

- a. Record the minutes of all member meetings of the IMHSA and of the IMHSA Executive Board and shall post minutes of member meetings to website.
- b. Perform such duties as may be delegated to him/her by the Executive Board.

SECTION 4. If applicable, The Corresponding Secretary shall:

- a. Conduct the correspondence of the IMHSA as directed by the President.
- b. Take over for the recording secretary whenever needed.
- c. Perform such duties as may be delegated to him/her by the Executive Board.

SECTION 5. The Treasurer shall:

- a. Have custody of all funds of the association.
- b. Keep an accurate and current record of receipts and expenditures. All records shall conform to the requirements of Generally Accepted Accounting Principles.
- c. Be a signer on all checks and make disbursements in accordance with the approved budget, as authorized by the IMHSA, or the Executive Board.
- d. Prepare financial statements for all meetings and at the request of the Executive Board.

- e. File all necessary forms in a timely manner required by the state of New Jersey and the Internal Revenue Code after an independent CPA or auditing firm has reviewed all financial records and forms and made any necessary corrections.

ARTICLE VII - EXECUTIVE BOARD

SECTION 1. The Executive Board of the IMHSA shall consist of all officers of the association.

SECTION 2. Members of the Executive Board shall serve until a position opens, in which an election will be held) and qualification of their successors.

SECTION 3. The duties of the Executive Board shall be:

- a. To transact necessary business in the intervals between meetings of the association.
- b. To appoint a chairman, and an assistant chairman, if necessary, for all fundraising committees.
- c. To approve all plans presented by the chairmen of each fund raising committee.
- d. To appoint an independent CPA or auditing firm/committee.
- e. To prepare and submit to the association a budget for the following fiscal year for approval at the September association meeting.

SECTION 6. If an officer is lax in her/his duties, or causes friction or conflict, complaints shall be made in writing to the Executive Board and a vote may be taken to remove that officer.

SECTION 7. Complaints made by a member regarding any aspect of the association or the conduct of a member, officer, or chairman shall be submitted in

writing to the Executive Board for final decision.

SECTION 8. Any officer or chairman who wishes to withdraw from the association must submit a written resignation, which shall be effective as of the date accepted by the Executive Board.

SECTION 9. Special meetings of the Executive Board may be requested by any officer of the association. These meetings would be in addition to the association meetings. A majority of the Executive Board members shall constitute a quorum.

ARTICLE VIII – MEETINGS

SECTION 1. Meetings of the Association will be held throughout the school year and may be held in coordination with school activities as long as it does not conflict with those activities.

SECTION 2. All members in good standing are invited to attend the association's meetings.

SECTION 3. Changes in meeting dates shall be posted online.

SECTION 4. Special meetings may be called by the Executive Board and can be held as closed meetings. There will be three closed **Executive Board** meetings a year (November, June and August)

ARTICLE IX - CHAIRPERSONS COMMITTEE

SECTION 1. All committee chairmen and assistant chairmen shall be approved by the Executive Board.

SECTION 2. All work of a Committee and requests for funds shall be presented to the members of the Executive Board for approval. No work shall be undertaken without the consent of the Executive Board.

SECTION 3. All Chairpersons are to attend the association meeting both prior to and after their event to give reports on the event. If attendance is not possible information must be provided to the vice-president in written form not less than three days prior to the meeting.

SECTION 4. A "Check Request" form shall be submitted to the President and Treasurer for payment. All receipts for reimbursement must be presented within 30 days from the date of purchase. Receipts cannot be handwritten.

ARTICLE X - AMENDMENTS

The bylaws of the Indian Mills Home and School Association may be amended at any time by action of the Executive Board.