AMENDED AND RESTATED BYLAWS OF
SALFORD HILLS HOME AND SCHOOL ASSOCIATION
EIN: 23-2813172

Article I: Name, Office, and Duration

1. *Name*. The name of the organization shall be Salford Hills Home and School Association (hereinafter the "Home and School Association").
2. *School District Guidelines*. The Home and School Association shall comply with the guidelines of the Souderton Area School District for educational activities and fundraising.
3. *Records*. These bylaws and all successive amendments, as well as other corporate records, are to be kept in the Salford Hills Elementary School office.
4. *Location*. The principal place of business and administrative office shall be located at Salford Hills Elementary School, currently located at 2721 Barndt Road, Harleysville, PA 19438.
5. *Duration*. The corporation shall have perpetual existence in accordance with applicable law.

Article II: Purpose

1. *Purpose*. The Home and School Association is organized and shall be operated exclusively for charitable, educational, and exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Such purposes include but are not limited to providing educational support to the staff and students at Salford Hills Elementary School. At all times, the Home and School Association will cooperate with and consult with the Salford Hills Elementary School administration to ensure that the nature of its activities and the manner and timing of its contributions are consistent with the school's educational purposes and financial needs.
2. *Restrictions*.
    a. The Home and School Association shall not carry out any activities that are not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3). It shall remain non-commercial, non-sectarian, and non-partisan and shall not promote any specific religion or political group. The Home and School Association shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any Directors, Officers, or Members. Directors and Officers shall not be liable for the debts of the organization.
    b. All the assets and earnings shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Home and School Association or be distributed to its Officers, Directors, or any private person, except that it shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in these bylaws.
    c. *Nondiscrimination.* The Home and School Association shall not unlawfully discriminate against any Director, Officer, Member, employee, or student on the basis of a legally protected characteristic.

Article III: Membership

1. *Members*. All parents of any student currently enrolled at Salford Hills Elementary School (including birth parents, adoptive parents, foster parents, step-parents, guardians, or other

adults standing in parental relation to a student who is enrolled at Salford Hills Elementary School) are automatically members of the Home and School Association for the academic year in which such student is enrolled at Salford Hills.

2. *Dues*. Home and School Association Members are not required to pay any dues or other fees.
3. *Member Privileges*. All Members are eligible and encouraged to attend and participate in all Home and School Association Member Meetings. Participation in Member Meetings must be in the best interest of the purpose and objectives of the Home and School Association. All Members are eligible to vote, and all Members who are otherwise qualified are eligible to hold elected office and serve on or lead committees.
4. *Restriction*. No Home and School Association Member is permitted to make any statement or commitment that will bind the Home and School Association unless directed by the Executive Board.

Article IV: OFFICERS

1. *Officers*. The following shall be the Officers of the Home and School Association:
    a. President
    b. Vice President
    c. Secretary
    d. Treasurer
2. *Term*. The term for all Officers shall be 24 months beginning on July 1 following election to such office and ending 24 months later on June 30.
3. *Term Limit*. There will be a limit of two consecutive terms in the same office unless that Officer is running unopposed for a subsequent term.
    a. *Initial Terms*. The Officers and terms for such Officers as of the date that these bylaws are approved shall be as follows. Each such Officer shall be eligible to run for a subsequent term.
        i. Danielle Moyer, President until June 30, 2022.
        ii. Lisa James, Vice President until June 30, 2023.
        iii. Stacy Caldwell, Secretary until June 30, 2022.
        iv. Patricia May, Treasurer until June 30, 2023.
4. *Duties of Officers*. The Officers shall have the authority to carry out the duties prescribed in these bylaws and as otherwise prescribed by the Executive Board. One person may hold more than one office, except that no person may hold the office of President and Secretary at the same time.
    a. *President*. The President is the Chief Executive Officer of the Home and School Association and will, subject to the control of the Executive Board, supervise and control the affairs of the Home and School Association. The President shall preside over all Member Meetings and Executive Board Meetings and will perform all duties incident to the office of President and other duties that may be required by these bylaws or prescribed by the Executive Board.
    b. *Vice President*. The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform any other duties that may be prescribed by the Executive Board.

c. *Secretary*. The Secretary will keep minutes of all meetings of Members and of the Executive Board, be the custodian of the corporate records, give all notices as are required by law or by these bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the bylaws, or which may be assigned by the Executive Board.

d. *Treasurer*. The Treasurer will have charge and custody of all funds of the Home and School Association and will deposit the funds as required by the Executive Board, keep and maintain adequate and correct accounts of the Home and School Association's properties and business transactions, and render reports and accountings to the Executive Board. The Treasurer will perform all duties incident to the office of Treasurer and any other duties that may be required by these bylaws or prescribed by the Executive Board.

5. *Compensation*. Officers and Directors of the Home and School Association shall receive no compensation.
6. *Removal*. At any meeting of the Executive Board, an Officer may be removed by majority vote of the Executive Board for, in the discretion of the Executive Board, failure to carry out the duties of the office as prescribed by these bylaws or Home and School Association policy, conduct detrimental to the Home and School Association, malfeasance, failure to maintain appropriate confidentiality, actions or behavior exhibiting unreasonable uncooperativeness, or other actions unbecoming an Officer of the organization. Any Officer proposed to be removed is entitled to at least three days' notice of the meeting at which the removal shall be considered and may address the Executive Board at such meeting. Any individual removed as an Officer of the Home and School Association is, at the same time, removed as a Director and member of the Executive Board. The same procedures shall apply for removal of a Director.
7. *Resignation*. Any Officer may resign at any time by giving written notice to the President or Secretary.
8. *Vacancies*. If there is a vacancy in the office of President, then the Vice President, if that office is filled at the time the vacancy occurs, shall become the President. Vacancies in any other office shall be filled for the remainder of the unexpired term by a majority vote of the remaining members of the Executive Board, even if the remaining members of the Executive Committee constitute less than a quorum.

Article V: Directors and Executive Board

1. *Directors.* The Board of Directors shall consist of the Officers of the Home and School Association and shall be referred to herein as the Executive Board. Officers and Directors must be Members of the Home and School Association. The Executive Board as of the date that these bylaws are approved shall consist of the Officers as of that date.
2. *Annual Meeting*. The Executive Board shall have an annual meeting in or around July each year.
3. *Other Meetings.* The Executive Board may meet at the call of the President or a majority of the Executive Board.
4. *Meetings*. All meetings may be held, at the President's discretion, in person, via telephone, or via videoconference.
5. *Voting*. Unless otherwise set forth in these bylaws, votes of the Executive Board shall be governed by majority vote.

6. *Number of Directors*. The number of Directors shall be at least three and may be increased or decreased without further amendment of these bylaws. If at any time there are less than three Directors, the remaining Directors shall appoint Member(s) to the Executive Board on an interim basis to serve until June 30 of that academic year.
7. *Executive Board Meeting Quorum*. A majority of the Directors shall constitute a quorum for Executive Board meetings, allowing for official business to be transacted.
8. *Rules of Order*. Meeting rules of order should be adopted by the President for use as a guide during Member Meetings. Where no meeting rules of order are adopted, Roberts Rules of Order will be deemed to apply.
9. *Powers*. The Executive Board shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the Commonwealth of Pennsylvania, to conduct the affairs of the Home and School Association in accordance with these bylaws. The Executive Board may delegate to committees, Officers, or other agents such powers as they deem appropriate.
10. *Budget*. The Executive Board shall prepare and approve an annual budget. The budget shall be presented at a Membership Meeting for informational purposes to Members.

ARTICLE VI: Member Meetings

1. *Member Meetings*. The Executive Board will hold regular Member Meetings, typically monthly, from September through April, for all Members. The Executive Board will establish and publish a schedule for such meetings. The President may also call for special meetings of Members, as the President deems appropriate. The Executive Board shall provide due notice for special meetings or meeting changes, typically at least two days' notice unless circumstances necessitate shorter notice. Meetings may be held, at the President's discretion, in person, via telephone, or via videoconference.
2. *Member Meeting Quorum*. At least 50% of the Executive Board plus at least one other Member who is not an Officer or Director shall constitute a quorum for Member Meetings, allowing for official business to be transacted.
3. *Voting*. If voting is necessary at a Member Meeting, such as voting to elect Officers, a majority rules. In case of a tie, the President shall cast the deciding vote.
4. *Rules of Order*. Meeting rules of order should be adopted by the President for use as a guide during Member Meetings. Where no meeting rules of order are adopted, Roberts Rules of Order will be deemed to apply.

Article VII: Elections for Officers

1. *Nominations*. The Executive Board shall solicit self-nominations for all open elected positions prior to the March Home and School Association Member Meeting. Only Members are eligible to hold a position as Officer or Director of the Home and School Association.
2. *Presentation of Nominees*. The names of nominees for each office will be presented to the Members at the March Home and School Meeting.
3. *Election*. Officers shall be elected by a majority of the Members present at the March Home and School Association Member Meeting. Members must be present and/or participating in real time to vote. Voting by proxy, absentee ballot, or email is prohibited. Results will be tallied and announced the same evening.

4. *Assuming Office*. Incoming Officers shall assume their respective offices and responsibilities as of July 1.

Article VIII: Other

1. *Bank Accounts*. All funds of the Home and School Association shall be held in a dedicated bank account approved by the Executive Board and managed by the Treasurer. The Treasurer and the President shall be authorized to sign checks. Withdrawals and disbursements of Home and School Association Funds shall be approved by the Treasurer or the President, so long as such disbursement is within a budget previously approved by the Executive Board. If a disbursement exceeds the approved budget or is not otherwise reflected in the approved budget and is over $50.00, then the Executive Board must approve such disbursement.
2. *Contracts*. The Executive Board may authorize an Officer, Director, or other agent to enter into any contract on behalf of the Home and School Association.
3. *Gifts*. The Executive Board may accept gifts, contributions, bequests, or devises of any property on behalf of the Home and School Association.
4. *Loans*. No Director, Officer, or agent shall have the authority to enter into a loan or any other contract of indebtedness on behalf of the Home and School Association except by unanimous vote of the Executive Board.
5. *Committees*. The Executive Board may appoint committees and chairs for committees. Committee chairs shall report to the Executive Board.
6. *Fiscal Year*. The fiscal year shall be August 1 to July 31.
7. *Transfer Records*. Incoming Officers shall meet with outgoing Officers in May or June each year. Outgoing Officers shall deliver to their successors all official materials and all information related to the function of the office.

Article IX: Dissolution

1. Upon dissolution of the Home and School Association, the Executive Board shall, after paying or making provision for payment of all liabilities of it, including the costs and expenses of such dissolution, dispose of all the assets of the Home and School Association exclusively for the exempt purposes of it or distributed to an organization described in Section 501(c)(3) of the Internal Revenue Code, as shall be selected by the last Executive board. None of the assets will be distributed to any Officer or Director of the Home and School Association.

Article X: Amend, Repeal, or Modify the Bylaws

1. The Executive Board shall have the power to amend, alter, repeal, replace, or otherwise modify the bylaws of the Home and School Association by two-thirds vote of the Executive Board.

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Adoption of Bylaws

The foregoing bylaws have been adopted by the Board of Directors by resolution and unanimous vote on the date below and supersede all prior Home and School Association bylaws.

Danielle Moyer — 10/07/2020

Danielle Moyer, Director and President — Date

Lisa James — 10-07-2020

Lisa James, Director and Vice President — Date

Stacy Caldwell — 10/07/2020

Stacy Caldwell, Director and Secretary — Date

Patricia May — 10/7/2020

Patricia May, Director and Treasurer — Date