



## Philadelphia Home and School Council HSA Bylaw Basics

Philadelphia Home and School Council has adopted *Robert's Rules of Order* and requires all member HSA organizations to do so as well.

All member HSAs may adopt the Constitution of PHSC (attached). If a member organization wishes to be incorporated (to apply for nonprofit status or some other reason), they may adopt Articles of Incorporation in place of a Constitution. No rule in the Bylaws can conflict with the Constitution. In addition, your HSA might adopt Policies, or Standing Rules, that govern the business of the meeting and the day-to-day operations of the HSA. These Policies should not conflict with any other document.

### Constitution

According to *Robert's Rules of Order*, the Constitution contains only the fundamental components and should be made very difficult to change:

1. Name and object of the organization
2. Qualification of members
3. Officers, their election and duties
4. Meetings of the society (only including what is essential)
5. How to Amend the Constitution

### Bylaws

According to *Robert's Rules of Order*, the Bylaws contain all the other standing rules of the organization.

### HSA Membership Clause

PHSC requires a PHSC Membership clause in every member HSAs bylaws. An example of this is:

**“This association shall be a member of the Philadelphia Home and School Council upon the payment of annual dues.”**

### Recommended Bylaw Articles

**Article 1. Name:** This outlines the name of your HSA and your school that you are associated with

**Article 2. Purpose:** This includes your mission. Recommended text is:

**Article 3. Policies:** This outlines the guiding policies of your HSA. This will include the membership of your HSA in PHSC. It might also include required language by the IRS for nonprofits. It should also include policy for if the organization is disbanded, which can include reverting the assets to PHSC to hold in trust for a future HSA, use for related purposes, or dispose of through the courts.

**Article 4. Membership:** This outlines the terms of membership in your HSA, such as how to become a member, dues, etc. It is recommended that you make your membership as accessible as possible.

**Article 5. Executive Board:** This outlines the officers in your organization and their duties. PHSC requires at a minimum a President, Secretary, and Treasurer. No SDP employee may serve as Treasurer.

**Article 6. Election:** This outlines your election process. PHSC has strict election guidelines and requires each member organization to adhere to them.

**Article 7. Meetings:** This outlines your meeting schedule. PHSC requires 9 monthly general membership meetings.

**Article 8. Committees:** This outlines the committees your HSA will have.

**Article 9. Finances:** This outlines PHSC and SDP policies regarding the management of HSA funds.

**Article 10. Parliamentary Authority:** This outlines the rules of order for your organization.

**Article 11. Amendments:** This outlines the process for amending the bylaws.

**Article 12. Dissolution:** This outlines the rules of order for your organization.

\*\*\*\*Sample HSA Bylaws \*\*\*\*

Bylaws  
of  
[Name of Association]

Adopted [Date]

## **Article 1. Name**

The name of this organization shall be the [insert name] (the “HSA”) of the [Name of School] (the “School”).

## **Article 2. Purpose**

The purpose of the HSA shall be:

- A. To further cooperation and communication between families, children, and teachers, and with the community;
- B. To provide support to the School for the education and development of the students.

## **Article 3. Policies**

### **A. Limitations**

1. The HSA will remain non-commercial, non-sectarian and non-partisan and thereby not promote any specific business, religion or political group;
2. No part of the net earnings of the HSA shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the HSA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose;
3. No substantial part of the activities of the HSA shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the HSA shall not participate in, or intervene in (including the preparation or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;
4. The HSA 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 of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

- B. PHSC Membership: The HSA will be a member of the Philadelphia Home and School Council, which entails payment of annual dues to that organization, and subject to the Constitution, Bylaws, and Policies established by the PHSC.

## **Article 4. Membership**

- A. Members of the HSA may be faculty, staff, parents/guardians of children, and community members of the School;
- B. Voting membership shall be limited to parents/ guardians of children attending the School and non-voting Membership shall be available to all others eligible for membership;
- C. Upon completion of a membership form, membership in this HSA is immediate for the current fiscal year;
- D. Executive Officers may set suggested donations for members, but there shall be no fee or cost associated with becoming or remaining a Member.

## **Article 5. Executive Board**

- A. Compensation: Officers of the HSA shall serve without compensation.
- B. Powers and Authority: The function of the Executive Board is to review, advise, and transact the business of the HSA. The Executive Officers shall exercise all of the powers and privileges and perform all duties and obligations of the HSA as set forth herein.
- C. Officers: The Executive Officers (“Officers”) of the HSA shall consist of four elected Officers: President, Vice-President, Secretary, and Treasurer;
- D. Qualifications:

1. All officers must be the parent/ guardian of a child enrolled at the School and a current member of the HSA for the fiscal year;
  2. All Officers must pay for and pass a Pennsylvania Criminal History and a Pennsylvania Child Abuse History Clearance;
  3. No School District of Philadelphia (SDP) Employee may serve as HSA Treasurer;
- E. Terms:
1. Officers shall be elected for a term of 2 (two) years and may be re-elected for additional terms;
  2. Terms shall begin on July 1.
- F. Duties: The duties of the officers shall be:
1. President
    - a. Preside at all meetings of the Association and the Executive Board;
    - b. Be an ex-officio member of all committees, except the nominating committee;
    - c. Attend Home and School Council meetings or appoint an alternative;
    - d. Sign checks, with the Treasurer, for all approved expenditures.
  2. Vice-President
    - a. Preside in the absence of the President;
    - b. Assist the President with matters affecting the Association;
    - c. In the event the President is unable to carry out the duties of the office, the Vice-President shall assume the duties and responsibilities of the President.
  3. Secretary
    - a. Take attendance at all meetings;
    - b. Take correct minutes at all General Executive Board meeting and distribute the minutes to the membership in a timely fashion;
    - c. Conduct other such correspondence as directed by the Executive Board.
  4. Treasurer
    - a. Have charge of all fund;
    - b. Receive dues from the Membership Chair;
    - c. Pay all bills with approval and countersignature of the President;
    - d. Present a statement of finances at each meeting and give Secretary a copy;
    - e. Keep an accurate record of receipts and expenditures;
    - f. Keep records in such order that they may be audited at the end of the year.
  5. Officers must attend meetings. Any officer absent from three consecutive meetings of the Executive Board without notifying the President (or other Executive Board member in the case of the President) may be dismissed from the Executive Board and from his or her office through a unanimous vote by the other Executive Board members.
- G. Removal:
1. Any individual officer may be removed from office for failure to properly fulfill the responsibilities of office by the unanimous vote of the remaining Officers;
  2. An individual officer may resign at any time by giving written notice to another officer;
  3. As a member of PHSC, PHSC governance authority permits PHSC to remove any officer for failure to properly fulfill the responsibilities of office and the oath taken as a HSA officer.
- H. Vacancies: Vacancies among officers shall be filled by appointment by the President when they occur between elections with approval of the Executive Board by two-thirds majority. If it is deemed necessary by the Executive Board, special elections may be held; e.g. If vacancy occurs at a time such as graduation or withdrawal of student with a period of six months or more until next scheduled election.

## **Article 6. Election**

- A. Nominating Committee:

1. A Nominating Committee of at least three people who are not planning to run for election shall be formed between January and February of an election year for the purpose of identifying candidates for election and for overseeing the election process;
2. The Nominations and Elections Committee will select its own chairperson;
3. The Duties of the Nominating Committee are to formulate a ballot after confirming all nominations, keep accurate records of all proceedings, provide Ballot Box, keep Ballot Box in secure location, and balloting at correct time, verify all ballots, count and verify winners and provide list of winners to PHSC Rep for formulation of letter of announcement.

B. Nomination Procedure:

1. Send out notices of call for nominees to all members with information of offices, duties, and procedure for nomination with stated deadline of no less than 30 days;
2. Nominees may only run for one position and must have a child attending the school during the full length of their term;
3. An officer who wishes to run for re-election may place his or her name on the ballot as a matter of right;
4. There may be the option of co-officers, but the office shall have only one (1) vote.
5. The Nominating Committee shall obtain permission from any member under consideration before placing that person's name on the ballot;
6. In the event that no suitable candidate can be found for a particular office, the currently sitting officer may succeed him/herself until a replacement can be found.
7. The Nominating Committee shall present its slate of nominations to the Executive Board on or about March 15th;
8. The slate of nominations presented by the Nominating Committee shall be made known to the general membership at the April General Membership Meeting.

C. Election Procedure:

1. The Nominating Committee shall conduct the election at the annual meeting in May or, alternatively, the Nominating Committee may conduct elections via written ballots distributed to the Members and collected during the Spring Report Card Conferences;
2. Election for offices with more than one candidate shall be by written ballot. Each Member is entitled to one vote. If there is but one candidate for an office, a voice vote of approval at the General Membership Meeting will suffice;
3. Absentee ballots shall be allowed for submittal on the day of the election. All absentee ballots shall be given to the Recording Secretary prior to the start of the election. The absentee ballots shall be signed by the individual who casts the vote. This process insures voting rights to those individuals unable to make the election meeting;
4. The votes will be tallied by two counters and confirmed by one judge;
5. The election results will be reported to PHSC for officer installation
6. Officer terms begin on July 1.

## Article 7. Meetings

- A. There shall be at least five general membership meetings during the school year.
- B. The Executive Board shall meet at least four times, including at least once during the Summer.
- C. The President may call special meetings of the Executive Board with appropriate notice to all Executive Board Members. Appropriate notice should allow enough time for members to respond and attempt to accommodate members in terms of time constraints; one week notice is suggested.
- D. The Executive Board may call a special meeting by request of three Executive Board members in writing and one week written notice to all Executive Board members.
- E. The general membership may call a meeting with twenty requests in writing from Association members and two weeks written notice to the Association membership.

- F. A quorum for an executive board meeting requires the presence of at least three (3) officers. The Corresponding Secretary must provide appropriate notice to all Executive Board members.
- G. A quorum for an General Membership Meeting requires the presence of at least three (3) officers and any number of general members who are not officers. The HSA must provide appropriate notice to the HSA membership.

### **Article 8. Committees**

- 1. Standing and Ad-Hoc: The HSA shall have such Standing Committees and Ad-Hoc Committees as the Board shall from time to time designate. At all time the following Standing Committees:
  - A. Events
  - B. Fundraising
  - C. Ways and Means Committee
- 2. Chairpersons: Chairpersons shall be appointed by the Board and may be Board Members. In the case of the Finance Committee, the Chairperson shall be the Treasurer. Each Chairperson shall be responsible for forwarding all funds received to the Treasurer and to inform the President with information or special announcements to be placed within the monthly newsletter.
- 3. Meetings: Committee meetings shall be held at such times and places as may be fixed by the chairperson and as may be necessary to fulfill the committee's responsibilities.

### **Article 9. Finances**

- A. Fiscal Year: The fiscal year of the HSA shall be July 1 to June 30.
- B. Funds over and above the HSA expenses shall go toward carrying out the aims and objectives of the Association.
- C. Banking and Checks:
  - 1. The Association shall open a bank account with a registered financial institution selected by the Association Executive Board;
  - 2. Checks shall be signed by the two officers, one of which must be the president;
  - 3. Co-signers of checks shall not be related.
- D. Budget:
  - 1. The budget shall be set by the Ways and Means Committee at an Annual Budget Meeting to be held at the beginning of each fiscal year.
  - 2. The annual budget shall be presented to the membership at a General Membership Meeting for a vote of approval.
- E. Approval of Expenditures:
  - 1. The Executive Board shall have the power to expend the funds of the HSA in accordance with the objectives of the HSA and the agreement (i.e. proposed budget, and motions recorded in minutes) of the General Membership;
  - 2. The Executive Board shall have the authority to approve up to (\$200.00) per item on a nonrecurring basis for requests that occur outside of the approved budget and throughout the fiscal year.
  - 3. Receipts must be provided for all expenses incurred.
- F. Financial Records:
  - 1. The Treasurer shall provide financial statements at the General Membership Meeting and to the Principal;
  - 2. The Treasurer shall provide financial statements to the federal and state governments as required by tax laws;
  - 3. Financial records for a current fiscal year shall be kept by the Treasurer with copies available to the membership when requested. All financial records for previous years shall be kept at the school
  - 4. Financial records shall be kept for a period of ten (10) years per federal requirements.

- G. Audits: When deemed necessary by a vote of the HSA, an audit of the financial records of the HSA shall be conducted. The audit shall be performed by an independent professional auditor and the HSA will be responsible for the costs incurred with the audit.
- H. No monies belonging to the Association should go home with anyone. Monies collected should be counted by two individuals to insure accuracy, and two individuals should assume responsibility for bank deposits.

#### **Article 10. Parliamentary Authority**

Robert's Rules of Order Newly Revised shall govern the meetings of this association in all cases to which its regulations are applicable and not inconsistent with these By-Laws.

#### **Article 11. Amendments**

1. Amendments may be suggested by any member in good standing at any General Membership meeting.
2. Voting on the amendment shall take place at the next regularly scheduled Executive Board meeting.
3. If the amendment is approved by the Executive Committee, these Bylaws may be amended at any regular meeting of the HSA if:
  - a. previous notice was given at the meeting prior to the vote and then sent to all members of the organization;
  - b. the amendment is approved by two-thirds (2/3) of the members present at the meeting and voting.

#### **Article 12. Dissolution**

- A. If this HSA desires to dissolve, it shall notify PHSC by letter, addressed to the President, giving reasons, at least sixty days before taking further action.
- B. The HSA may be dissolved at a meeting of its members. Members must be given fourteen days' notice of such a meeting and dissolution must be passed by a quorum.
- C. Upon dissolution of the HSA, any remaining funds shall be used to first, pay outstanding bills and secondly, for the benefit of the school. Dissolution expenditures for the benefit of the school shall be approved by the membership based on a quorum vote.
- D. Upon dissolution, records and intellectual property (social media accounts, mailing lists, email accounts, digital assets) of the HSA shall become the property of the PHSC.