

**BY-LAWS OF THE
ALICE DEAL COMMUNITY ASSOCIATION, INC.
ADOPTED OCTOBER 8, 2014**

ARTICLE I: NAME AND ARTICLES OF ORGANIZATION

Section 1. Name. The name of the corporation is the Alice Deal Community Association, Inc. It is a non-profit corporation organized under the laws of the District of Columbia.

Section 2. Articles of Organization. The articles of organization of the corporation include (a) the by-laws of the corporation and (b) the certificate of incorporation of the corporation.

ARTICLE II: PURPOSES

The purposes of the corporation are:

1. To bring into closer relation the home and the school, that the parents, guardians, families, administrators, and teachers of Alice Deal Middle School may cooperate intelligently in the education of the school's children and youth.
2. To promote mutual cooperation between the families, teachers, school administrators of Alice Deal Middle School, the DC government, the general public, and the larger community.
3. To serve the best interests of the students of Alice Deal and other District of Columbia public schools.

The purposes of the corporation are further governed and qualified by the basic policies set forth in any Standing Rules, provided the Standing Rules are not in conflict with these by-laws.

ARTICLE III: MEMBERS

Section 1. Any parent, guardian, or other adult standing in loco parentis for a student enrolled at the school may be a member and have voting rights. The principal and any teacher employed at the school may be a member and have voting rights.

Section 2. Dues, if any, will be established by the executive board. If dues are charged, a member must have paid his or her dues at least 14 calendar days before the meeting to be considered a member in good standing with voting rights.

ARTICLE IV: OFFICERS AND ELECTIONS

Section 1. Officers. The officers shall be a president, a first vice president, a second vice president, a secretary, and a treasurer. Any office except the office of first vice president may be shared by more than one person, provided that the office of the president shall be shared by no more than two persons.

- a. President. The president shall preside over meetings of the organization and executive board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an *ex-officio* member of all committees, and

coordinate the work of all the officers and committees so that the purposes of the organization are served.

- b. First Vice President. The first vice president shall assist the president and carry out the president's duties in his or her absence or inability to serve. The first vice president shall serve as chair of one or more committees.
- c. Second Vice President. The second vice president shall assist the president, and shall serve as chair of one or more committees.
- d. Secretary. The secretary shall keep the records of the organization, take and record minutes, prepare the agenda, handle correspondence, and provide notice of meetings to the membership. The secretary also keeps a copy of the minutes books, by-laws, rules, membership list, and any other necessary supplies and brings them to meetings.
- e. Treasurer. The treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the executive board. He or she will present a financial statement at every meeting and at other times of the year when requested by the executive board, and make a full report at the end of the year.

Section 2. Nominations and Elections.

- a. Nominations. There shall be a nominating committee of at least three board members appointed by the president with the concurrence of the board. The committee shall elect a chair from among its members. The nominating committee shall nominate at least one eligible person for each office to be filled. Notice of the names of the nominees shall be given to the membership no less than 10 days prior to the meeting. Additional nominations may be made by petition of any five members of the corporation up to one week prior to the election. Only those persons who have consented to serve if elected shall be nominated for or elected to such office.
- b. Elections. Officers shall be elected by ballot at the corporation's annual meeting. If there is but one nominee for any office, it shall be in order to move that the secretary cast the elective ballot of the corporation for the nominee. If there is more than one nominee for any office, the vote shall be by closed ballot. For purposes of this provision, a nominee may be one person, or a set of persons who have consented to share an office if elected.

Section 3. Eligibility. Members are eligible for office if they are members in good standing at least 14 calendar days before the nominating committee presents its slate.

Section 4. Terms of Office. Officers are elected for one year. Each person elected shall hold only one office at a time. Officers shall assume their official duties on July 1st following their election, and serve for a term of one year.

Section 5. Vacancies. If there is a vacancy in the office of president, the first vice president will become the president. At the next general meeting, a new first vice president will be elected. If there is a vacancy in any other office, the board will fill the vacancy for the unexpired term.

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 membership meeting where prior notice has been given.

Section 7. Resignations. Any officer may resign at any time by giving written notice to the board, the president, or the secretary. Any such resignation shall take effect upon receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V: MEETINGS

Section 1. General Meetings. General meetings of the organization shall be held not less than two times during the school year, at a time and place determined by the board at least one month before the meeting. The annual meeting will be held in May or June at the discretion of the board. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise. The secretary will notify the members of the meeting at least 10 days and no more than 60 days prior to the meeting.

Section 2. Special Meetings. Special meetings may be called by the president, any two members of the executive board, or five general members submitting a written request to the secretary. The secretary will notify the members of the special meeting at least 10 days and no more than 60 days prior to the meeting.

Section 3. Quorum. The quorum shall be 10 members of the organization.

ARTICLE VI: EXECUTIVE BOARD

Section 1. Membership. The executive board shall consist of the officers, the principal, standing committee chairs, and one or two teacher representatives selected by the teachers of Alice Deal Middle School.

- a. Principal. The principal of Alice Deal Middle School shall advise the organization on matters pertaining to school administration and on policies and regulations of DCPS or the Board of Education. The principal may participate at meetings of all committees as a member *ex-officio*.
- b. Teacher Representative. The teacher representative(s) shall advise the organization on matters pertaining to the education and development of the school's students, to facilitate cooperation among the families, teachers, and school administrators of Alice Deal Middle School in the students' education.

Section 2. Duties. The duties of the executive board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create

standing and temporary committees, prepare and approve a budget, approve routine bills, and prepare reports and recommendations to the membership.

Section 3. Meetings. Board meetings shall be held at least four times per year, on the same day, and at the same time in the month, to the extent practicable, to be determined by the board. Special meetings may be called by any two board members with 24 hours notice.

Section 4. Quorum. Half the number of board members plus one constitutes a quorum.

ARTICLE VII: COMMITTEES

Section 1. Membership. Committees consist of board members, with the president acting as an *ex-officio* member of all committees.

Section 2. Standing Committees. The following committees shall be appointed by the board: Nominating, and Auditing.

Section 3. Additional Committees. The board may appoint additional committees as needed. The board may also appoint advisory committees consisting of members or board members.

ARTICLE VIII: FINANCES

Section 1. A tentative budget shall be drafted in the spring for the following school year and approved by the board.

Section 2. The treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the board may from time to time select.

Section 4. The board shall approve all expenses of the organization.

Section 5. Authorized signers of checks shall be the president, treasurer, and first vice president.

Section 6. The treasurer shall prepare a financial statement at the end of each year, to be reviewed by the Audit Committee.

Section 7. Upon dissolution of the organization, any remaining funds should be used to pay any outstanding bills, and with the board's approval, spent for the benefit of Alice Deal Middle School, distributed to another non-profit organization that benefits Alice Deal Middle School, or distributed for the benefit of another educational non-profit organization.

Section 8. The fiscal year shall begin on August 1 and end on July 31.

ARTICLE IX: PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the corporation in all cases in which they are applicable when they are not in conflict with these by-laws, the articles of incorporation, or the laws of the District of Columbia.

ARTICLE X: STANDING RULES

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

ARTICLE XI: DISSOLUTION

The organization may be dissolved with prior notice (14 calendar days) and a two-thirds vote of those members present at the meeting.

ARTICLE XII. AMENDMENTS

These by-laws may be amended at any general or special meeting, provided that prior notice is given. Amendments shall be approved by a two-thirds vote of those members present at the meeting, assuming a quorum.

ARTICLE XIII. NOTICES

Notices required by these by-laws may be given through the organization's newsletter, by letter or flyer delivered to the students or mailed to members, by e-mail, posted on the organization's website, or by other appropriate means. Notice of meetings held during the summer vacation shall not be required, except that all officers and board members shall be notified of any such meeting.

ARTICLE XIV. CONFLICT OF INTEREST POLICY

Section 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization'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 organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable local, state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

Section 2. Definitions.

- a. Interested Person. Any director, principal, officer, or member of a committee with executive 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 organization has a transaction or arrangement;
 - ii. a compensation arrangement with the organization or with any entity or individual with which the organization 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 organization is negotiating a transaction or arrangement.
- c. Compensation. 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. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing executive 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 board members and members of committees with executive 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 executive 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 executive board or committee meeting, but after the presentation, the person 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 executive 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 executive 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.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing executive board or committee shall determine by a majority vote of the disinterested board members 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.

- d. Violations of the Conflict of Interest Policy.
 - i. If the governing executive 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 executive board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary or corrective action.

Section 4. Records of Proceedings. The minutes of the executive board and all committees with board-delegated powers shall contain:

- a. the names of the persons who disclosed or were otherwise 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 executive board or committee's decision as to whether a conflict of interest in fact existed; and
- b. the names of the persons who were present for discussions and votes relating 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 executive board who receives compensation, directly or indirectly, from the organization 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 is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the executive 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.

Section 6. Annual Statements. Each director, principal, officer, and member of a committee with executive board-delegated powers shall sign a statement annually affirming that such person:

- a. has received a copy of the conflict of interest policy;
- b. has read and understood the policy;

- c. has agreed to comply with the policy; and
- d. understands that the organization is charitable and that in order to maintain federal tax-exempt status it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure that 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, consider whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the executive board of its responsibility for ensuring that periodic reviews are conducted.