

**BYLAWS OF**  
**J. R. Masterman Home and School Association, Inc.**  
A Pennsylvania Non-Profit Corporation

**ARTICLE 1. DEFINITIONS**

**SECTION 1.1. DEFINITIONS.** The following terms used in these Bylaws shall have the meanings set forth below.

1.1.1. "Act" means the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

1.1.2. "Board" means the Board of Directors of the Corporation. The Board shall consist of all Officers and Chairpersons of the Standing committees.

1.1.3. "Corporation" means the J. R. Masterman Home and School Association Incorporated.

1.1.4. "Director" means a voting individual serving on the Board.

1.1.5. "Executive Board" means the President, Vice President(s), Treasurer, Recording Secretary, and Corresponding Secretary (elected board members)

1.1.6. "Officer" means an elected member of the Executive Board

1.1.7. "School" means Julia R. Masterman Laboratory and Demonstration School.

**ARTICLE 2. NAME**

**SECTION 2.1. NAME.** The name of the Corporation shall be J. R. Masterman Home and School Association, Inc., hereafter referred to as "Corporation."

**ARTICLE 3. OFFICES**

**SECTION 3.1. REGISTERED OFFICE.** The registered office of the Corporation in the Commonwealth of Pennsylvania shall be at 1699 Spring Garden Street, Philadelphia, Pennsylvania, until otherwise established by a vote of a majority of the Board, and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the Articles of the Corporation.

## ARTICLE 4. FISCAL YEAR

SECTION 4.1. FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of July in each year.

## ARTICLE 5. PURPOSE

SECTION 5.1. PURPOSE. The Corporation is organized exclusively for charitable, scientific and educational purposes. The Corporation is non- sectarian and non-partisan. It is established as a permanent organization in Pennsylvania seeking to:

5.1.1. To promote cooperation between home, the School and community.

5.1.2. To provide a forum for parents to become involved and have a voice in matters relating to the administration of the school and the conduct of the School and School-related affairs.

5.1.3. To coordinate efforts of teachers, administration and parents for the growth, education and development of children.

5.1.4. To raise funds to further the goals of the School as determined by this Corporation.

SECTION 5.2. PROHIBITION AGAINST PRIVATE INUREMENT. 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 set forth in the purpose clause hereof.

SECTION 5.3. RESTRICTION AS TO POLITICAL ACTIVITIES. 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 any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 5.4. DISTRIBUTION OF ASSETS UPON DISSOLUTION. Upon

dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

## ARTICLE 6. POLICIES

SECTION 6.1. POLICIES. The Corporation shall be a member of the Philadelphia Home and School Council upon payment of annual dues, and shall support and promote programs of the Philadelphia Home and School Council that do not conflict with the purposes of the Corporation and are approved by the Executive Board.

## ARTICLE 7. MEMBERSHIP AND DUES

SECTION 7.1. MEMBERSHIP. Membership in the Corporation shall be open to parents and/or legal guardians of enrolled student(s), faculty and staff of the J. R. Masterman School, and interested alumni or parents of alumni. Any person interested in becoming a member of this Corporation shall submit a completed application. Upon payment of the required dues, the applicant shall become a member of the Corporation.

7.1.1. Teacher Liaison(s) and the Principal are invited to attend Board meetings. Teacher Liaison(s) and the Principal do not vote on Board matters.

SECTION 7.2. VOTING. At membership meetings, each Director shall have one (1) vote. Voting shall be open to parents and/or legal guardians who are general members in good standing. Each general member entitled to vote shall have one vote in biennial elections.

SECTION 7.3. ANNUAL DUES. The suggested annual dues shall be set by the Executive Board and approved by the Board by the start of the fiscal year.

## ARTICLE 8. BOARD OF DIRECTORS

SECTION 8.1. GENERAL POWERS. It is the duty of the Board to identify and develop strategies and/or policies necessary for the Corporation to fulfill the purposes and objectives of the Corporation as set forth in these Bylaws, Articles of Incorporation and Amended Articles of Incorporation. The Board shall manage the business affairs of the Corporation.

SECTION 8.2. NUMBER. The number of Directors shall consist of not less than nine (9) nor more than twenty-five (25) or such greater number as determined by resolution of the Board.

8.2.1. The Board may appoint ex officio, non-voting members of the Board,

including, but not limited to immediate past president.

SECTION 8.3. QUALIFICATIONS. Each Director shall be a natural person of full age who need not be a resident of the Commonwealth of Pennsylvania.

## ARTICLE 9. MEETINGS

### SECTION 9.1. ANNUAL MEETINGS.

9.1.1. Strategic Planning Meeting. The purpose of the Strategic Planning Meeting includes, but is not limited to, the creation of the calendar and to determine key items which will comprise the financial budget for the upcoming academic year.

9.1.2. The annual meeting of the Board shall be held no later than October 7th in each and every year. At said meeting, the Board shall transact such other business as may properly be brought before the meeting.

### SECTION 9.2. REGULAR MEETING.

9.2.1. The Board may hold regular meetings at such time and places as the Board may determine by resolution. At said meeting, the Board may transact such business as may properly be brought before its meeting.

### SECTION 9.3. SPECIAL MEETING.

9.3.1. Special meetings of the Board may be called at any time by the President or the Executive Board.

9.3.2. Special meetings may be called upon the written or electronic request of twenty-five (25%) or more of the Directors delivered to the Recording Secretary.

9.3.2.1. Any special meeting request made by Directors shall state the purpose of the meeting, the time and place of the proposed meeting.

9.3.3. Upon receipt of such a request to call a special meeting, it shall be the duty of the Recording Secretary to issue the call for the meeting promptly. If the Recording Secretary shall neglect to promptly issue such a call, the Directors making the request may issue the call.

#### SECTION 9.4. QUORUM.

9.4.1. A majority of the Directors shall constitute a quorum for the transaction of business.

9.4.2. In the event that a quorum is not present at any meeting of the Board, the President, or a majority of the Directors if the President is not present, may adjourn the meeting without any notice of the time and place of the adjourned meeting except for an announcement at the meeting at which the adjournment is taken.

#### SECTION 9.5. NOTICE.

9.5.1. Written or electronic notice of regular and/or annual meetings of the Board, stating the time and place thereof, shall be given to all Directors at least seven (7) days prior to the date of the meeting.

9.5.2. Written or electronic notice of special meetings of the Board, stating the time and place thereof, shall be given to all Directors at least forty- eight (48) hours prior to the time of the meeting and shall state the business to be transacted at the meeting.

#### SECTION 9.6. WAIVER OF NOTICE.

9.6.1. Whenever a written notice is required by these Bylaws or otherwise, a waiver of such notice in writing, signed by the person or persons or on behalf of the entity or entities entitled to receive the notice shall be deemed equivalent to the giving of such notice, whether the waiver is signed before or after the time required for such notice.

9.6.2. Except as required by law, the waiver of notice of regular and/or annual meetings need not state the business to be transacted or the purpose of the meeting.

9.6.3. The waiver of notice of special meetings shall specify the general nature of the business to be transacted at the meeting.

9.6.4. Attendance at any meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting was not called or convened upon proper notice. Said objection must be made at the beginning of the meeting,

## SECTION 9.7. PARTICIPATION.

9.7.1. A Director may participate in a meeting by means of electronic communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting.

9.7.2. A Director present at a meeting of the Board, or of a committee of the Board, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the Recording Secretary or person serving as the Recording Secretary of the meeting before the adjournment thereof, or transmits such dissent or abstention by registered mail to the Recording Secretary of the Corporation immediately after the adjournment of the meeting.

9.7.3. The right to dissent shall not apply to a Director who voted in favor of the action.

9.7.4. Nothing in this Section shall bar a Director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of the minutes, the Director notifies the Secretary, in writing, of the asserted omission or inaccuracy.

SECTION 9.8. PROCEDURES. The business of the Board shall be conducted in accordance with Robert's Rules of Order, except as modified by rules and regulations of the Board and by Pennsylvania Law.

## ARTICLE 10. OFFICERS AND ELECTIONS

SECTION 10.1. OFFICERS. The Officers of the Corporation shall be elected by the general membership and shall consist of a President, one or more Vice Presidents, a Recording Secretary, a Corresponding Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article.

10.1.1. The same person shall not hold more than one Executive Board position.

10.1.2. No more than one (1) family member shall hold an officer position on the Executive Board regardless of the number of households and the number of students attending the school, in each family.

10.1.3. Nominees shall follow School District guidelines for volunteer and criminal background checks. Nominees shall not be considered for office if previously convicted of a felony or crime of moral turpitude, in relation to the duties of said office, or have had their professional license suspended or revoked for ethical reasons.

10.1.4. Any employees of the School District of Philadelphia may not hold the office of Treasurer of the Corporation.

10.1.5. All elected or appointed Home and School Officers must be a parent or legal guardian of a current student attending the school. An elected or appointed officer has the right to finish out their term in office even if their child no longer attends the school.

SECTION 10.2. TERMS. Officers shall be elected every two (2) years by Members. Each such officer shall serve terms of two (2) years. Each officer shall hold his or her office until his successor has been elected, qualified, and installed or until his earlier death, resignation, or removal. Outgoing officers shall support and transition incoming officers until qualified to assume the responsibilities of their office. Outgoing Treasurer will continue to serve until the end of the fiscal year to complete duties related to that position.

SECTION 10.3. ELECTION. The election of officers shall be:

10.3.1. Held in March or April of the school year; and

10.3.2. By secret ballot, by the general membership only if, and when, the slate is contested.

10.3.3. On the election of Officers, the candidate receiving the highest total number of votes for the contested office shall so be elected.

SECTION 10.4. SUBORDINATE OFFICERS, COMMITTEES AND AGENTS. The Board may from time to time elect such other officers and appoint such committees, or agents as the business of the Corporation may require, including one or more Assistant Secretaries, and one or more Assistant Treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws, or as the Board may from time to time determine. The Board may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint agents, or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents. These individuals may provide opinions on but will not be entitled to vote on Board matters.

SECTION 10.5. RESIGNATIONS. Any officer may resign at any time by giving written notice to the Board, the President or the Corresponding Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 10.6. REMOVAL. Any officer, committee, or agent of the Corporation may be removed, either for or without cause, by majority vote of the Board or other authority which elected, retained or appointed such officer or agent whenever in the judgment of such authority the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

SECTION 10.7. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board, the officer or committee to which the power to fill such office has been delegated pursuant to this Article, as the case may be, and if the office is one for which these Bylaws prescribe a term, it shall be filled for the unexpired portion of the term.

SECTION 10.8. GENERAL POWERS. All Officers, as between themselves and the Corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as may be determined by resolutions or orders of the Board, or, in the absence of controlling provisions in resolutions or orders of the Board, as may be provided in these Bylaws.

SECTION 10.9. PRESIDENT. The President shall:

10.9.1. Have general supervision over the activities and operations of the Corporation, subject, however, to the control of the Board;

10.9.2. Appoint, upon election and with the consent and approval of the Executive Board, all members who shall serve as standing committee and subcommittee chairpersons;

10.9.3. Preside at all meetings of the Corporation and Board;

10.9.4. Attend Philadelphia Home and School Council and Masterman Home and School Association, and School Advisory Council (SAC) meetings or appoint a representative as needed; The President or appointed representative shall serve as HSA liaison at SAC meetings.

10.9.5. Serve as an ex officio member of all committees with the exception of the nominating committee;



10.9.6. Sign, execute, and acknowledge, in the name of the Corporation contracts or other instruments, authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, to some other officer or agent of the Corporation;

10.9.7. Serve as liaison between the Corporation and the School;

10.9.8. Confer with school administration in planning and coordinating activities between Corporation and the School administration

10.9.9. Be responsible for informing the Board of possible programs, meetings, and functions of the Corporation; and

10.9.10. In general, perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him or her by the Board.

SECTION 10.10. VICE PRESIDENTS. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice President in order of their election) shall:

10.10.1. Perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President;

10.10.2. Assume the duties of the President in case of a vacancy in the office of the President;

10.10.3. Represent the concerns of the Corporation; and

10.10.4. Perform such other duties as from time to time may be assigned to him or her by the President or Board.

SECTION 10.11. RECORDING SECRETARY. The Recording Secretary shall:

10.11.1. Attend all meetings of the Board;

10.11.2. Keep attendance records of each meeting;

10.11.3. Distribute minutes to Board members for approval at subsequent meetings;

10.11.4. Keep the minutes of the meetings of the Board and committees of the Board in a format provided for that purpose;

10.11.5. Serve as custodian of the corporate records; and

10.11.6. In general, perform all duties incident to the office of the Recording Secretary and such other duties as from time to time may be assigned to them by the President or Board.

SECTION 10.12. CORRESPONDING SECRETARY. The Corresponding Secretary shall:

10.12.1. Provide all notices in accordance with the provisions of these Bylaws or as required by law;

10.12.2. Communicate and provide correspondence with the general membership through vehicles of communication on matters that serve to inform the general body. See Appendix;

10.12.3. Conduct and keep file of all correspondence; and

10.12.4. Conduct such other correspondence as directed by the President and the Board.

SECTION 10.13. TREASURER. The Treasurer shall:

10.13.1. Have charge and custody of and be responsible for all funds and securities of the Corporation;

10.13.2. Receive and give receipts from moneys due and payable to the Corporation from any source whatsoever;

10.13.3. Deposit all such money in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of the Bylaws;

10.13.4. Disburse the funds of the Corporation as ordered by the Board, taking proper vouchers for such disbursement, providing letters of intent with donations, as appropriate and determined by the Board;

10.13.5. Keep proper books of account and other books showing at all times the amount of funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board;

10.13.6. Present updated budget reports at monthly Board and general body meetings;

10.13.7. Submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board;

10.13.8. Perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board;

10.13.8.1. Request a biannual report, on behalf of the Board, from the School District of Philadelphia, that reflects the donations and their specific uses made by the Corporation;

10.13.9. Provide reports as required to the Corporation; and Philadelphia Home and School Association Council;

10.13.10. File federal and/or state tax reports and pay any monies owed as required to maintain the continued tax qualification status of the Corporation.

## ARTICLE 11. COMMITTEES

SECTION 11.1. COMMITTEES. No such committee shall have the authority of the Board in reference to amending, altering, suspending or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the Board of any responsibility imposed on it or him or her by law.

SECTION 11.2. COMMITTEE CHAIRS. Each committee chairperson shall be:

11.2.1. Responsible for organizing and running the event and/or activity of the respective committee;

11.2.2. Responsible for coordinating volunteers and delegating tasks into workable assignments to ensure successful events;

11.2.3. Responsible for getting pre-approval for any expenditures associated with the event and/or activity from the Board;

11.2.4. Report to the Executive Board concerning all planned events and/or activities, expenses and revenue; and

11.2.5. Maintain complete record of its function in order. Said record shall be shared with the chairperson's successor.

SECTION 11.3. COLLECTION OF MONEY. Any monies collected by a committee member, for any reason, must be deposited in the entirety. Reimbursements shall be made from that total by check. Any time cash collected exceeds \$250, those monies should be given as soon as possible to the Treasurer for deposit. All committees shall maintain a record of who has given them money.

#### SECTION 11.4. EXECUTIVE BOARD.

11.4.1. There shall be an Executive Board, which, subject to any limitations imposed by law, the Articles of Incorporation, these Bylaws or resolution of the Board, shall have and exercise the authority of the Board in the management of the business of the Corporation, and such other functions as the Board may, by resolution, provide.

11.4.2. The Executive Board shall also educate new Board members as to the Corporation's mission and parliamentary procedures

11.4.3. The Executive Board shall be composed of the President, Vice, President(s), Secretaries, and Treasurer.

11.4.3.1. The President, unless absent or otherwise unable to do so, shall preside as Chairperson of the Executive Board.

11.4.4. The Executive Board shall meet at the call of the President or the Board, or any two members of the Executive Board, and shall have and may exercise when the Board is not in session the power to perform all duties, of every kind and character, not required by these Bylaw or the charter of the Corporation to be performed solely by the Board.

11.4.5. The Executive Board shall have the authority to make rules for the holding and conduct of its meetings, keep records thereof and regularly report its actions to the Board.

11.4.6. A majority but never less than three of the members of the Executive Board in office shall be sufficient to constitute a quorum at any meeting of the Executive Board, and all action taken at such a meeting shall be by a majority of those present.

11.4.7. All actions of the Executive Board shall be recorded in writing in a minute book kept for that purpose and a report of all action shall be made to the Board of Directors at its next meeting.

11.4.8. The minutes of the Board shall reflect that such a report was made along with any action taken by the Board with respect thereto.

11.4.9. All acts performed by the Executive Board in the exercise of its aforesaid authority shall be deemed to be and may be certified as, acts performed under authority of the Board.

11.4.10. Interim vacancies in the Executive Board shall be filled by appointment by the President with approval of the Board.

11.4.11. The Executive Board shall meet at least two (2) times a year at such times and places as shall be determined by the Chairperson of the Executive Board.

SECTION 11.5. STANDING COMMITTEES. The following shall be the permanent Standing Committees of the Corporation: Building and Grounds, Fundraising, Information Technology, Membership, Outreach and Community Support, Social. Each Standing Committee Chair is expected to attend all meetings of the Board and vote on Board matters. They are expected to offer support and be in regular communication with subcommittee chairs. They should have knowledge and experience within the Corporation in order to provide a resource to subcommittee members, create connections of subcommittees for events and activities. Standing Committee Chairs will assist the Executive Board in strategic planning that leads to setting the annual calendar and budget planning based on regular communication with and input from subcommittee chairs. Each Standing Committee Chair voting position is held by one (1) individual.

11.5.1. The Building and Grounds Committee shall:

11.5.1.1. Support environmental needs that impact health and safety

11.5.1.2. Coordinate efforts of parents and administration for the growth, education and development of children

11.5.2. The Fundraising Committee shall:

11.5.2.1. Identify means of fundraising to support and further the goals of the Corporation and support the School

11.5.3. Information Technology Committee shall:

11.5.3.1. Coordinate technological support, device management, and network maintenance

11.5.3.2. Maintain and manage databases and individual accounts that are the property of the Corporation

11.5.4. The Membership Committee shall:

11.5.4.1. Recruit members;

11.5.4.2. Collect dues;

11.5.4.3. Keep membership records in conjunction with the IT Committee

11.5.5. The Outreach and Community Support Committee shall:

11.5.5.1. Promote cooperation between home, school and community

11.5.5.2. Support means by which parents/families become involved and have a voice in matters relating to the school and student experience

11.5.6. The Social Committee shall:

11.5.6.1. Identify social events for parents, staff and students; and

11.5.6.2. Enrich school events by supporting student body activities as deemed helpful.

SECTION 11.6. APPOINTMENT. The Board shall appoint members of ad hoc committees established by the Board. The Board shall appoint the chairperson of each ad hoc committee. These committees shall perform such functions and make such reports as the President or the Board shall determine.

SECTION 11.7. NOMINATING COMMITTEE. The Board shall appoint the members to the Nominating Committee created by the Board by resolution. Formation of the Nominating Committee should occur not later than February of the election cycle year. The Nominating Committee shall consist of at least two (2) Directors, one (1) Officer, other than the President, and two (2) members of the general body.

SECTION 11.8. OTHER COMMITTEES. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting

at which a quorum is present. Except as otherwise provided in such resolution, the President of the Corporation shall appoint the members of each such committee. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal. Members of such committee or committees may, but need not be Directors.

SECTION 11.9. TERM OF OFFICE. Each member of a Standing Committee shall continue as such until the next annual meeting of the members of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 11.10. CHAIRPERSON. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

11.10.1. The Chairperson can, at their discretion, appoint a designee to vote on board matters in their absence.

SECTION 11.11. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 11.12. QUORUM. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 11.13. RULES. Each committee may adopt rules for its government not inconsistent with these Bylaws or with rules adopted by the Board.

SECTION 11.14. COMMITTEE DISSOLUTION. The Board may, in its sole discretion, dissolve any committee with or without cause. Except for the Executive Committee, such dissolution shall require approval by a majority of the quorum. The Executive Committee may only be dissolved by approval of two-thirds (2/3) or more of all members of the Board.

## ARTICLE 12. CONFLICTS OF INTEREST

SECTION 12.1. INTERESTED DIRECTORS AND OFFICERS.

12.1.1. No contract or transaction between the Corporation and one or more

of its Directors or Officers or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or Officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his, her, or their votes are counted for that purpose, if:

12.1.1.1. The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or

12.1.1.2. The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board.

12.1.2. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction.

## ARTICLE 13. WRITTEN NOTICE

### SECTION 13.1. FORM OF NOTICE.

13.1.1. Whenever written notice is required or permitted by these Bylaws or otherwise, to be given to any persons or entity, it may be given either personally or by sending a copy thereof by first class mail, postage prepaid, or by overnight express delivery service, charges prepaid, to the address of the appropriate person or entity as it appears on the corporate records as supplied to the Corporation for the purpose of notice. Notice pursuant to this Section, shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or delivered to the overnight express delivery service. If the notice is sent electronically, it shall be deemed to have been given when confirmation by the recipient is received by the sender.

## ARTICLE 14. STANDARD OF CARE

### SECTION 14.1. STANDARD OF CARE; JUSTIFIABLE RELIANCE.

14.1.1. A Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the



Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including, without limitation, financial statements and other financial data, in each case prepared or presented by any of the following:

14.1.1.1. One or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

14.1.1.2. Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or

14.1.1.3. A committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

14.1.2. A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause their reliance to be unwarranted.

#### SECTION 14.2. PRESUMPTION.

14.2.1. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken by the Board, committees of the Board, or by individual Directors, or any failure to take any action, shall be presumed to be in the best interests of the Corporation.

### ARTICLE 15. LIMITATION OF LIABILITY; INSURANCE

#### SECTION 15.1. LIMITATION OF LIABILITY OF DIRECTORS.

15.1.1. A Director shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action as a Director unless:

15.1.1.1. The Director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Act; and

15.1.1.2. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

15.1.2. This Section shall not apply to:

15.1.2.1. The responsibility or liability of a Director pursuant to any criminal statute; or

15.1.2.2. The liability of a Director for the payment of taxes pursuant to federal, state, or local law.

15.1.3. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

## SECTION 15.2. INSURANCE.

15.2.1. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director or Officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act.

15.2.2. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation.

15.2.3. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986, as amended.

## ARTICLE 16. INDEMNIFICATION

### SECTION 16.1. REPRESENTATIVE DEFINED.

16.1.1. For purposes of this Article, "representative" means any Director or Officer of the Corporation.

### SECTION 16.2. THIRD-PARTY ACTIONS.

16.2.1. The Corporation shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or

investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action or proceeding.

#### SECTION 16.3. DERIVATIVE AND CORPORATE ACTIONS.

16.3.1. The Corporation shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that they are or were a representative of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action.

16.3.2. Indemnification shall not be made under this Section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

### ARTICLE 17. ANNUAL REPORT

#### SECTION 17.1. ANNUAL REPORT.

17.1.1. The President and Treasurer shall present the Board at its annual meeting a report, verified by the President and Treasurer or by a majority of the Board, showing in appropriate detail the following:

17.1.1.1. The assets and liabilities as of the end of the fiscal year immediately preceding the date of the report;

17.1.1.2. The principal changes in assets and liabilities during the year immediately preceding the date of the report;

17.1.1.3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation; and

17.1.1.4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

17.1.2. The annual report of the Board shall be filed with the minutes of the annual meetings of the Board.

## ARTICLE 18. CORPORATE RECORDS

### SECTION 18.1. CORPORATE RECORDS.

18.1.1. The Corporation shall keep:

18.1.1.1. Minutes of the proceedings of the Board; and

18.1.1.2. Appropriate, complete, and accurate books or records of account, at its registered office or the principal place of business or any actual business office of the Corporation.

SECTION 18.2. RIGHT OF INSPECTION. Each Director shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney during the usual hours for business for any proper purpose, the books and records of account, and records of the proceeding of the directors and the Executive Committee and to make copies or extracts therefrom.

SECTION 18.3. EXECUTION OF WRITTEN INSTRUMENTS. After authorization in the manner provided by law or in these Bylaws, all contracts, deeds, mortgages, obligations, documents and instruments, whether or not requiring a seal may be executed by the Chairperson or the President and the Secretary or may be executed by such other person or persons as may be specifically designated by resolution for the Board of Directors. All checks, notes, drafts and orders for the payment of money shall be signed by such one or more officers or agents as the Board may from time to time designate.

## ARTICLE 19. AMENDMENTS

SECTION 19.1. AMENDMENTS. The Bylaws of the Corporation may be altered, amended, supplemented or repealed by a two-thirds (2/3) vote of the Board at any

meeting after notice of such purpose and proposed changes have been given. Any change of these Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

Adopted this 23rd day of May, 2017

Amended 19<sup>th</sup> day of March, 2018

Amended 21st day of January 2019

Amended 26th day of February, 2021 to include new Standing Committees: Diversity, Equity, Inclusion and Anti-Racism; Fun, Friendship, Fitness; and Mutual Aid

Amended March 10, 2021 effective May 1, 2021

## Appendix

The following are a list of the current (2021) subcommittees and their descriptions, organized according to the Standing Committee functions they perform:

1. Building and Grounds
  - a. Asbestos and Environmental (Ad Hoc)
  - b. Beautification
    - i. Be responsible for indoor and outdoor improvements to the School through Saturday work parties;
    - ii. Oversee Saturday work parties in cooperation with school principal and administration;
    - iii. Inform parents of work party activities;
    - iv. Procure needed supplies in advance;
    - v. Whenever possible, try to solicit donations from vendors (plantings, pots, etc.); and
    - vi. Provide articles to the newsletter regarding Beautification activities
  - c. Rooftop and Open Spaces
    - i. Work to develop and maintain the rooftop terrace and ground level tree and garden beds; and
    - ii. Fundraise to support the ongoing needs of these spaces.
2. Fundraising
  - a. Auction
    - i. Arrange the time and place for the annual Auction;
    - ii. Keep parents informed of auction activities via the newsletter, flyers, the website, email and any other mode of communication available and later developed
    - iii. Identify the caterer and venue;
    - iv. Solicit donations from the community, local artists and businesses;
    - v. Coordinate the pick up of items, selling tickets, day-of event logistics including set up, decorating, clean up; and
    - vi. Preparing and sending thank you letters to donors.
  - b. Logo
    - i. Identify and purchase items suitable for sale to members, school staff and their families;
    - ii. Identify suitable vendors;
    - iii. Set prices for sale items; and

- iv. Coordinate volunteers for sales occurring at orientations, back to school night, report card conferences, family dinner, school play and any other events the committee deems appropriate.

3. Information Technology

4. Membership

5. Outreach and Support

a. Academic Affairs and Wellness

- i. Support the faculty, administration, and parents in addressing issues of education and wellness by providing programs, speakers, and publications;
- ii. Prepare flyers or news articles when necessary;
- iii. Inform parents through the Newsletter, Website, via email , or other electronic communication about upcoming events;
- iv. Whenever appropriate, contact local news media sources of upcoming event or to spotlight event;

b. DEIAR

- i. Build a foundation of inclusion and promote diversity
- ii. Spotlight cultures and challenges of people of color and diverse individuals through workshops and open conversations
- iii. Highlight awareness and exposure of various cultures and ethnicities
- iv. Coordinate speakers and presenters for workshop events

c. High School Liaison

- i. Provide coordination with high school activities; and
- ii. Facilitate coordination related to graduation reception.

d. Library

- i. Provide support and organize volunteers for the fall and spring book fair;
- ii. Keep parents informed of library activities via the newsletter and flyers, the website, email and any other mode of communication available and later developed; and
- iii. Provide support to librarian on ad-hoc basis.

e. Middle School Liaison

- i. Provide coordination with middle school activities;
- ii. Facilitate coordination related to graduation reception; and
- iii. Identify and coordinate classroom parents.

f. Mutual Aid

- i. Support the well-being of the Masterman community, including students, families, faculty, and staff.
      - ii. Develop and facilitate initiatives that meet the core needs of the community.
      - iii. Maintain confidentiality regarding the individual served.
      - iv. Maintain detailed records and be accountable to the Executive Board
    - g. Orientation
      - i. Provide information to new parents and students;
      - ii. Keep parents informed of orientation activities via the newsletter and flyers, the website, email and any other mode of communication available and later developed;
      - iii. Organize the fall and spring middle school new student orientation; and
      - iv. Host new parent coffee.
6. Social
- a. Family Dinner
  - b. Fun, Friendship, Fitness
    - i. Plan events that build positive relationships and promote health and wellness among Masterman families.
    - ii. Highlight awareness and exposure to various different cultures
    - iii. Arrange meeting times and in-person or virtual locations
    - iv. Coordinate speakers and presenters to lead events
  - c. Hospitality
    - i. Arrange for refreshments to be provided for Corporation activities;
    - ii. Maintain inventory of hospitality-related supplies;
    - iii. Support and assist social events logistics including set up and clean up as needed by those committees
    - iv. Coordinate planning of refreshments for middle school and high school graduation receptions with Middle School and High School Liaisons
  - d. Rooftop Social
  - e. Staff Appreciation Luncheon
    - i. Plan the staff appreciation luncheon;
    - ii. Collect items for distribution; and
    - iii. Coordinate day-of event logistics including set up, decorating, clean up.
7. Corresponding Secretary domains in collaboration with IT Standing Committee Chair:
- a. Newsletter
  - b. Website (webmaster)
  - c. Directory subcommittee chair
  - d. Social Media (Facebook, LinkedIn, etc.)



