

**BYLAWS
OF
THE
NORTH CALDWELL PARTNERSHIP FOR EDUCATION (NCPE)**

APPROVED ON MARCH 9, 2011

Article 1 – Name

The name of the organization shall be the North Caldwell Partnership for Education (NCPE). The organization is a 501c3 non-profit organization organized under the Laws of the State of New Jersey and located in North Caldwell, New Jersey.

Article 2 – Purposes

The NCPE is organized exclusively for the charitable and educational purposes defined within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

The purpose of the NCPE is to support the education of students within Gould and Grandview Schools in North Caldwell, New Jersey. The organization serves as the connective link between teachers, parents, students and administrators through the provision of information and fostering a sense of community.

The NCPE coordinates student enrichment programs, raises funds to provide supplemental educational resources to the school, and manages an endowment to support long-term funding for the school district.

Article 3 – Membership and Dues

Section 1. Any parent, guardian or other adult standing in loco parentis for a student at Grandview or Gould Schools may be a member of NCPE and shall 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 paid in full to be considered a member in good standing with voting rights.

Section 3. The membership year of NCPE shall be from July 1st through June 30th.

Article 4 – Officers and Elections

Section 1. Officers. The officers shall be:

- Co-Presidents
- Vice President of Communications
- Vice President of Endowment
- Vice President of Enrichment
- Vice President of Fundraising
- Vice President of Student Events
- Secretary
- Treasurer

a. President. The responsibilities of the President are as follows:

- Develop meeting agendas and preside over all general NCPE meetings and NCPE Executive Board meetings.
- Oversee all events and activities conducted by the NCPE, its officers, committees and volunteers. Ensure that activities meet financial and organizational objectives.
- Facilitate all communications on behalf of the NCPE with the school, district, parents, chair people, and outside organizations. Obtain approval from superintendent for appropriate communications.
- Appoint all committee chairpeople.
- Schedule events on the NCPE calendar and clear all events with the superintendent. File appropriate building use forms with the Board of Education office.
- Speak on behalf of the NCPE at any public event, such as Back to School Night and kindergarten orientation and respond to any press inquiry regarding the NCPE.
- Obtain superintendent's approval for all activities and for all gifts the NCPE provides to the schools.

b. Vice President of Communications. The Vice President of Communications shall assist the Presidents and may carry out the Presidents' duties in his or her absence or inability to serve.

- Serve as the chairperson for one of the major NCPE Communications Activities (i.e., Buzz Book).
- Develop and distribute necessary information updates to NCPE members through e-mail, website, social media, print or other vehicles as required.
- Manage the development, ad sales, and distribution of the annual Buzz Book and maintain the membership database on an ongoing basis.
- Work with school administration to organize and distribute end of the year information packets and back to school packets for parents.
- Work with class parent coordinators to select class parents and oversee processes to communicate with class parents as required.
- Develop relationships with local print, online, and television media contacts and use these contacts to promote the activities of the NCPE.
- Work with Committee Chairs to manage and engage parent volunteers for all communications activities.
- Attend all NCPE Executive Board meetings and all NCPE general meetings and provide a report of communications activities at each scheduled meeting.
- Attend, assist with and support all NCPE functions.

c. Vice President of Enrichment. The Vice President of Enrichment shall assist the Presidents and may carry out the Presidents' duties in his or her absence or inability to serve.

- Serve as the chairperson for one of the major NCPE Enrichment Activities (i.e., Student Enrichment Program, Health and Wellness, Saturday Preschool Program).

- Propose annual student enrichment activities to the NCPE Executive Board for approval.
- Subsequently plan and implement all approved activities to meet budget expectations.
- Work with Committee Chairs to manage and engage parent volunteers for all enrichment activities.
- Attend all NCPE Executive Board meetings and all NCPE general meetings and provide a report of enrichment activities at each scheduled meeting.
- Attend, assist with and support all NCPE functions.

d. Vice President of Endowment. The Vice President of Endowment shall assist the Presidents and may carry out the Presidents' duties in his or her absence or inability to serve.

- Serve as the chairperson for one of the major NCPE Endowment Activities (i.e., External Grant Development).
- Propose annual activities to support the NCPE endowment and submit to the NCPE Executive Board for approval.
- Subsequently plan and implement all approved activities to meet budget expectations.
- Work with Committee Chairs to manage and engage parent volunteers for all endowment activities.
- Attend all Executive Board meetings and all general meetings and provide a report of endowment activities at each scheduled meeting.
- Attend, assist with and support all NCPE functions.

e. Vice President of Fundraising. The Vice President of Fundraising shall assist the Presidents and may carry out the Presidents' duties in his or her absence or inability to serve.

- Serve as the chairperson for one of the major NCPE Fundraising Activities (i.e., Major Fundraising Event, Hot Lunch).
- Propose annual fundraising activities to the NCPE Executive Board for approval.
- Subsequently plan and implement all approved activities to meet budget expectations.
- Work with Committee Chairs to manage and engage parent volunteers for all fundraising activities.
- Attend all NCPE Executive Board meetings and all NCPE general meetings and provide a report of fundraising activities at each scheduled meeting.
- Attend, assist with and support all NCPE functions.

f. Vice President of Student Events. The Vice President of Student Events shall assist the Presidents and may carry out the Presidents' duties in his or her absence or inability to serve.

- Serve as the chairperson for one of the major NCPE Student Event Activities (i.e., Holiday Shop, School Carnival).
- Propose annual student events to the NCPE Executive Board for approval.
- Subsequently plan and implement all approved activities to meet budget expectations.

- Work with Committee Chairs to manage and engage parent volunteers for all student events.
- Attend all NCPE Executive Board meetings and all NCPE general meetings and provide a report of student events at each scheduled meeting.
- Attend, assist with and support all NCPE functions.

g. Secretary. The secretary shall keep all records of the organization, take and record minutes, and handle correspondence.

- Record minutes from any NCPE meeting, transcribe the minutes, read the minutes at the general meetings, file for future reference and post on the NCPE website.
- Manage all personal NCPE correspondence such as thank you notes, congratulations cards, sympathy cards, baby cards, etc.
- Update and maintain the NCPE Calendar of events and communicate any changes or additions to the appropriate individuals and organizations.
- Plan and implement any NCPE Hospitality or Teacher Appreciation events.
- Attend all NCPE Executive Board meetings and all NCPE general meetings.
- Attend, assist with and support all NCPE functions.

h. 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.

- 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.
- With the assistance of the NCPE Executive Board, create an annual operating budget (July 1 – June 30) reflecting all anticipated income and expenses for the coming year.
- Oversee the implementation of an annual CPA audit when revenues require the completion of this audit.
- Attend all NCPE Executive Board meetings and all NCPE general meetings.
- Attend, assist and support all NCPE functions.

Section 2. Executive Board. The Executive Board of NCPE consists of all officers of the organization as stated in Section 1. The principals of each school, the district superintendent, a teacher representative from each school and a representative from the North Caldwell Board of Education serve in an advisory capacity to the Executive Board.

Section 3. Terms of Office. Officers shall serve for a term of two years or until their successors are elected. They shall take office on July 1st following their election by the membership. No officer shall serve for more than two (two-year) terms in the same office.

For the purposes of nominations and elections, and to ensure continuity of leadership, the officers shall be divided into two groups. The officers in Group I shall be elected in the odd-numbered calendar years. The officers in Group II shall be elected in the even-numbered calendar years.

a. Group I. Group I officers shall consist of one Co-President, Vice President of Student Events, Vice President of Enrichment, and the Secretary.

b. Group II. Group II officers shall consist of one Co-President, Vice President of Fundraising, Vice President of Communications, Vice President of Endowment, and the Treasurer.

Section 4. Election Process.

a. Nominating Committee. There shall be a nominating committee consisting of five members appointed by the Executive Board. Members of the nominating committee will have previously served as a member of the Executive Board or have demonstrated capabilities as a strong volunteer leader. Current members of the Executive Board are not eligible to serve on the Nominating Committee. Members of the Nominating Committee may not be slated as a candidate for office in the year that they serve on the Nominating Committee.

Members of the Nominating Committee will interview all candidates interested in serving on the NCPE Executive Board and shall select one nominee for each office vacancy. No candidate may be nominated for more than one office. Organization members not selected by the Nominating Committee may still run for NCPE office as a nomination “from the floor” on the date of elections, provided they have given written notice of their intent to the Nominating Committee at least 30 days prior to the Annual Meeting.

b. Call for Officers. A call for officer candidates must be made publically to all eligible members at least one-month prior to the meeting of the Nominating Committee.

c. Elections. Elections will be held on an annual basis at the June Annual Meeting. Officers are elected by all members in good standing who are present at the Annual Meeting. Elections will be conducted by paper ballot and results shall be announced when tabulated. In the event that there is a single candidate for office, the election may proceed by voice vote upon presentation of the slate. All incoming officers will assume their official duties at the conclusion of the Annual Meeting.

d. Removal of Office. Officers can be removed from office with or without cause by a two-thirds vote of those present at a regular meeting where previous notice of at least 7 calendar days has been provided to the membership.

e. Vacancies. If there is a vacancy for any reason including resignation or removal, a new officer will be elected at the next regular meeting.

Article 5 – Meetings

Section 1. Regular Meetings. The NCPE shall conduct a minimum of 8 meetings per year to conduct regular business. The schedule of meetings shall be made publically available to members through regular communication and posted on the web site following approval by administration and the NCBOE. Only members in good standing can vote on any items of discussion.

Section 2. Executive Board Meetings. The NCPE shall conduct Executive Board meetings as required to transact business of the organization in the intervals between regular meetings. These meetings may be held without notice.

Section 3. Annual Meeting. The Annual Meeting will be held each June. The Annual Meeting is for receiving reports, electing officers, and conducting other business that should arise.

Section 4. Other Meetings. Other meetings may be called by the president, any two members of the Executive Board, or five general members submitting a written request to the President. Previous notice of the special meeting shall be sent to the members at least 10 days prior to the meeting.

Section 5. Quorum. The quorum shall be 10 members of the organization or 6 members of Executive Board.

Article 6 – Committees

Section 1. Membership. Committees may consist of members and Executive Board members, with the co-presidents acting as ex officio members of all committees.

Section 2. Standing Committees. The Executive Board may appoint committees on an annual basis as required to conduct the business of the organization.

Article 7 – Finances

Section 1. Annual Budget. An annual budget shall be drafted and presented by the Treasurer in the fall for each school year and approved by a majority vote of the members present.

Section 2. Raised Funds. Funds raised by the NCPE shall be used for the benefit of the students and distributed as determined by the Executive Board on an annual basis.

Section 3. Endowment Contribution. On a bi-annual basis, the NCPE will contribute 15% of net income as a contribution to the Endowment. On the opposite bi-annual year, proceeds from the major fundraising event will be contributed to the Endowment. Endowment funds may be expended on

programs and activities that enhance and support student education. Endowment funds cannot be used for capital improvement. These payments shall be made at the end of each fiscal year.

Section 4. Operating Funds. A minimum balance of \$25,000 must remain in the treasury at the end of each fiscal year to provide sufficient operating funds for the next school year.

Section 5. Financial Records. The treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 6. Expenses. The Executive Board shall approve all expenses of the organization.

Section 7. Signatory Authority. Two authorized signatures shall be required on each check over the amount of \$5,000. Authorized signers shall be a president or treasurer.

Section 8. Annual Audit. The treasurer shall prepare a financial statement at the end of the year, to be presented to the Executive Board and reviewed by the organization's external accounting firm as required.

Section 9. Fiscal Year. The fiscal year for the NCPE shall coordinate with the school year and run from July 1 – June 30.

Section 10. Public Records. The IRS Form 1023 and copies of the organization's annual information returns (IRS Form 990 or 990EZ) for the most recent three years are available for public review upon request.

Article 8 – Parliamentary Authority

Robert's Rules of Order shall govern meetings when they are not in conflict with the organization's bylaws.

Article 9 – Amendments

These bylaws may be amended at any regular or special meeting, providing that previous notice was sent to all members of the organization at least 14 days in advance. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

Article 10 – Ethics

Members of the Executive Board and committee chairpersons serve in a fiduciary capacity and owe a duty of care, a duty of obedience, and a duty of loyalty to the NCPE. Executive Board members and

committee chairpersons shall conduct themselves with integrity and honesty and act in the best interests of the organization.

a. Tone of Conversations. Executive Board members and committee chairpersons should refrain from making slanderous or defamatory comments regarding any individual or organization.

b. Use of Membership Records. Executive Board Members and committee chairpersons shall not use the membership enrollment records or the NCPE Buzz Book for any purpose that is outside the activities of NCPE or provide or distribute this information to any party for any reason. Officers or committee chairpersons who inappropriately use or distribute this membership information shall be immediately terminated from their office or position.

Article 11 – Conflict of Interest

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 a member of the Executive Board or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions. Executive Board members and/or their families shall not use their relation to the NCPE for financial, professional, business, employment, personal, and/or political gain.

a. Interested Person. Any 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:

- a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
- b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the Executive Board 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 Executive Board as they consider 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 meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at an NCPE meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The Executive Board, if appropriate, shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Executive Board 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. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy. If the Executive Board has reasonable cause to believe an officer, committee chair or member has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The meeting minutes shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the Executive Board's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the

proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Compensation. No member of the NCPE shall receive compensation for services from the NCPE. All officer and committee positions are unpaid and voluntary.

Section 6. Annual Statements. Each officer and committee chairperson shall annually sign a statement which affirms that such person:

- Has received a copy of the NCPE bylaws, including the conflict of interest policy;
- Has read and understood the documents;
- Has agreed to comply with these policies and procedures; and
- Understands that the organization is charitable and that in order to maintain its federal tax exempt status it must engage primarily in activities which 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, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.

- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

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 advisers. If outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring that periodic reviews are conducted.

Article 12. Dissolution

Upon dissolution of the NCPE, the assets of the NCPE, after all debts have been paid or satisfied, shall be disposed of exclusively for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or corresponding provision(s) of any future Federal Income Tax Code) or to the Federal government, or the State of New Jersey, or the local government for public purposes. The Executive Board shall determine to which, and what amounts any such purpose, government or organization shall receive. Notwithstanding anything provided above, no

member, officer, employee, or person affiliated with the NCPE or any other private individual shall be entitled to share in the distribution of any of the assets of the NCPE upon its dissolution.