

BYLAWS OF LIBERTY CORNER SCHOOL PARENT TEACHER ORGANIZATION, INC.

ARTICLE I. NAME, CHARACTER AND OFFICES

The name of this organization is the Liberty Corner School Parent Teacher Organization, Inc. (hereinafter, the "Organization"). The Organization shall be governed by a Board of Trustees (the "Board"). The Organization is a not-for-profit corporation organized pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and incorporated in the state of New Jersey on August 18, 1999, with an Entity ID of 0100790653 and a tax ID number of 223-679-304/000. The Organization is independent from, and has no affiliation with, any other association or entity. The principal office of the Organization shall be located at 61 Church Street, Liberty Corner, New Jersey 07938. The Organization may have such offices at such other places within the state of New Jersey as its Board may from time to time determine.

ARTICLE II. ARTICLES OF ORGANIZATION

The activities of the Organization shall be governed by these Bylaws, as amended from time to time and subject to all laws of applicable jurisdiction.

ARTICLE III. PURPOSE/OBJECTIVES

The Organization is organized exclusively for the following charitable or educational purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law): to promote the welfare and education of children and youth eligible to attend Liberty Corner Elementary School ("LCS") in the Bernards School District (the "District") within the home, school, and community; to support LCS in improving education in ways that will adhere to administrative policy and the District's mission, goals, and beliefs; to raise funds for programs and equipment to further the education of children and youth at LCS; to bring about a closer relationship between the home and the school, that parents and teachers may work cooperatively in the education of children and youth at LCS; to foster communication, cooperation, support, information, and education within the District, including District staff, parents, and the general community; and to foster between educators and the public united efforts towards securing for all children and youth the highest advantages in physical, mental, social and spiritual education.

ARTICLE IV. POLICIES

Section 4.1. The Organization shall act in accordance with all District policies and regulations and the Organization shall conduct all operations in such a way as to reflect positively upon LCS and the District. The Organization shall be supportive of school educational efforts and student needs and shall develop its policies in cooperation with parents, teachers and District administrators. The Organization shall not seek to direct the administrative activities of LCS or the District, or control their policies, but shall serve in good faith as a liaison between parents, teachers and District administrators when concerns arise.

Section 4.2. The Organization shall be non-commercial, non-sectarian and non-partisan. No commercial enterprise, religious sect, political group or candidate shall be endorsed by it. Neither the name or resources of the Organization, nor the names of its officers in their official capacities, shall be used in connection with a commercial concern or with any partisan interest for any other purpose than the regular work of the Organization.

No substantial part of the activities of the Organization shall involve propaganda or otherwise attempting to influence legislation and the Organization shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

Section 4.3. The Organization, acting pursuant to prior approval of the Board in accordance with these Bylaws, may cooperate with other organizations and agencies active in child welfare, such as conference groups or coordinating councils, provided such organizations agree they shall make no representation or commitment with respect to the Organization.

Section 4.4. No single member, officer, or committee chairperson shall have the authority to effect policy, program, or expenditure decisions, or to bind the Organization in any way, absent the consent of the Board in accordance with these Bylaws. When representing the Organization, each member, Officer, or committee chairperson shall be mindful of these limits on authority with respect to the Organization and shall in all cases abide by them.

Section 4.5. No assets or portion of the net earnings of this Organization shall inure to the benefit of, or be distributed to, its members, trustees or Officers. Services provided by members and Officers are voluntary and will not be compensated, unless specifically authorized by the Board prior to completion of such services. No fund-raising activity of the Organization shall financially benefit a member or Officer of the Organization, or a faculty member, administrator, student (or family member of such student) of the District without prior Board approval.

Section 4.6. Any member or Officer of the Organization that has a financial or personal interest in any matter coming before the Board shall a) fully disclose the nature of the interest, and b) withdraw from further discussion, lobbying or voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a Simple Majority, as defined later in this section, of disinterested voting parties determine that it is in the best interest of the Organization to do so. The minutes of any meeting at which such votes are taken shall record such disclosure or abstention and any rationale for approval.

Section 4.7. For purposes of these Bylaws, (i) a "Quorum" requires at least one-half of the Officers of the Board to be present; (ii) "Simple Majority" shall mean more than half (1/2) of the parties as are eligible to vote on an issue and do not abstain from such vote, and (iii) "Two-Thirds Majority" shall mean more than two-thirds (2/3) of the parties as are eligible to vote on an issue and do not abstain from such vote.

Section 4.8. Any notice required or permitted to be given to members may be given by regular mail, telephone, electronic mail, or any combination thereof, or by any other method reasonably designed to reach all members.

Section 4.9. Notwithstanding any other provisions of these Bylaws, the Organization shall not carry on any activity not permitted to be carried on by an association (a) exempt from Federal Income Tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law); or (b) to which contributions are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

Section 4.10. The organization may be dissolved with previous notice of fourteen (14) calendar days and a Two-Thirds Majority vote. If this is not possible, said assets shall be distributed to organizations as shall at the time qualify under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Organization's Board shall determine, with preference to be given to educational programs of the District. Any assets not so disposed of shall be disposed of by the Court in the County of the principal office of the Organization.

ARTICLE V. MEMBERSHIP AND DUES

Section 5.1. Any parent or guardian of a student of LCS and any teacher or staff member interested in the objectives of the Organization and willing to uphold its policies and subscribe to its Bylaws may become a member with voting rights. The Principal (as defined herein) and any teacher or staff employed at the school may be a member with voting rights. Members have one vote per person. Membership in the Organization shall be available without regard to race, color, creed, national origin, political affiliation or any other characteristic protected under applicable law.

Section 5.2. The Board shall determine the amount, time, and manner of payment of the membership dues. If assessed, each member shall pay the annual membership dues; however, no household shall be assessed for more than one annual payment of membership dues per year.

Section 5.3. The membership year shall coincide with the fiscal year of the Organization, from August 1st to July 31st inclusive each year. The Organization shall conduct an annual enrollment of its members on or about September 15th of each year, but persons may be admitted to membership at any time during the year.

Section 5.4. The privileges of any member current in payment of membership dues, if any, and otherwise in good standing shall be eligible to (a) participate in open meetings of the Organization, (b) be nominated for election to the Board or to be chairperson of any committee of the Organization, (c) vote upon any matter subject to voting, and (d) serve as an Officer, Advisor, or Teacher Representative of the Organization.

Section 5.5. Non-members may serve on any committee of the Organization, except in the capacity of chairperson.

ARTICLE VI. BOARD

Section 6.1. The Board shall consist of the elected Officers together with their Advisors, and shall have general charge and control of the affairs, funds, and properties of the Organization. All corporate powers, subject to those limitations imposed by these Bylaws and in accordance with all laws of applicable jurisdiction, shall be vested in the Board.

Section 6.2. The Board shall consist of not less than three (3) and not more than fifteen (15) persons, each over the age of eighteen (18), and shall include:

- (i) the Officers (as described herein); and
- (ii) their Advisors, who shall be the Principal of LCS (the "Principal"), the Vice Principal of LCS (the "Vice Principal"), and up to two members of the faculty of LCS (each a "Teacher Representative") (collectively, the "Advisors"). While Advisors are considered members of the Board, they shall not have voting rights.

Section 6.3. The duties of the Board shall be to:

- (i) transact necessary business in the intervals between Organization meetings;
- (ii) approve chairpersons and plans of standing committees;
- (iii) interpret the Bylaws, policies, and standing rules of the Organization;
- (iv) present a report of the Organization's activities at the general membership open meetings of the Organization;
- (v) prepare a budget for the upcoming fiscal year;

- (vi) approve routine expenditures within the limits of the budget; and
- (vii) appoint such committees as may be needed from time to time.

Section 6.4. The Board shall maintain the corporate governance, financial and other records (including, but not limited to, current and prior budgets, check registers, governmental forms, committee reports, contracts and correspondence) of the Organization in an approved physical central location as well as in a digital format.

Section 6.5. The Board may, by general resolution, delegate such responsibilities and powers to committees or chairpersons of the Organization as they may see fit. On or before the first Board meeting of the year, each Officer may be assigned to serve as a liaison to provide assistance to and oversee the activities of each standing or then-active special committee. Such Officer shall report the activities of the committee to the Board or shall, at the Officer's discretion, invite the chairperson of such committee to report with respect to the committee activities at the Board meeting. No committee shall act upon its planning until such plan has been presented to, and approved by, the Board.

ARTICLE VII. TRUSTEES/OFFICERS

Section 7.1. The Trustees of the Organization shall be known as officers ("Officers") and shall include, at a minimum, a President, a Secretary and a Treasurer. Additional Officer positions may be established according to the needs of the Organization and upon the approval of the Board as set forth in the Standing Rules. A single Officer position may be held by two persons so designated by the prefix "co-". No person shall hold more than one Officer position at the same time. Any Officer, by notice in writing to the Board, may resign at any time or may be deemed to have resigned by failure to execute duties and obligations defined herein and the office shall be declared vacant.

Section 7.2. Elections shall be held annually from the pool of nominees established in accordance with these Bylaws, at the second to last meeting of the school year (May). Officers other than the President and Vice President shall be elected to a two-year term by a Simple Majority vote of the membership present at that meeting. Individuals are eligible for election if they have been members of the Organization for at least three (3) months and are in good standing and if they have consented their willingness to serve if elected. The President and Vice President shall each be elected for a one-year term. When possible, the President and Vice President nominees shall be current Board members who have served one term as an Officer. There shall be no proxy votes or nominations from the floor. If there is only one nominated person for any Officer position, the election for such office may be by voice, show of hands or slate approval. If two or more persons are nominees for the position, a ballot vote will be held at the meeting. If in-person voting is not possible, electronic voting is permissible.

Section 7.3. Nomination of Officers for election shall be made by a Nominating Committee, as described in more detail below. The Nominating Committee shall present a slate of candidates, identifying at least one member for each Officer position, via publication issued to the entire general membership at least fourteen (14) calendar days prior to the election meeting.

Section 7.4. No Officer shall serve more than one two-year term in the same office unless the Nominating Committee is unable to find a suitable candidate from within the membership. The President and Vice President shall serve no more than a one-year term in each role. No Officer shall serve more than four (4) consecutive years on the Board. A person who has served in an office for more than half of a full term will be deemed to have served a full term in such office.

Section 7.5. Incoming Officers shall attend the last general membership meeting of the Organization of the then-current school year and may begin such functions as are necessary to plan the upcoming year. The

withdrawing Officers shall complete their official duties on July 31st with the close of the fiscal year. Incoming Officers shall assume their official duties on August 1st and shall serve until the following July 31st, or until their successors are elected and installed.

Section 7.6. A vacancy occurring in an office shall be filled by a Simple Majority vote of the Board at its next regular meeting. The vacancy shall be filled for the unexpired portion of the term. A vacancy in the office of President shall automatically be filled by the Vice President, with the resulting vacancy in the office of Vice President to be filled pursuant to this section.

ARTICLE VIII. DUTIES OF OFFICERS

Section 8.1. Each Officer shall have the duties set forth with respect to such position in the Standing Rules of the Organization, as such Standing Rules may be amended by Simple Majority vote of the Board from time to time.

Section 8.2. All Officers shall:

- (i) attend all Organization meetings (including Board and general membership meetings) and PTO-sponsored events, and any District Board of Education meetings specified in the Standing Rules; absence will occur with good reason only and on a limited basis, and failure to attend three meetings or events may, at the option of the Board, be grounds for removal pursuant to paragraph (v) below;;
- (ii) meet the fiduciary duties of careful and prudent judgment and adherence to the Organization's purpose and rules;
- (iii) receive no compensation for their services as an Officer of the Organization, but may be reimbursed for reasonable expenses incurred in conducting its affairs and carrying out its purpose with approval of the Board upon presentation of appropriate evidence of expenses;
- (iv) perform the duties outlined in these Bylaws, in the Standing Rules and any other duties as may be assigned to them from time to time. Failure to assume these responsibilities may result in removal as provided herein;
- (v) Be subject to be removed from office for failure to perform duties or for unethical or criminal behavior by the affirmative vote of a Simple Majority of the Board at any regular or special meeting. In such case, the Officer shall be entitled to a written notification from the Board at least seven calendar days prior to the vote regarding removal.

Section 8.3. Upon the removal or resignation of the term of any Officer, such officer shall immediately turn over to the Board, all records, books, and other materials pertaining to the relevant office, and shall return to the Board, without delay, all funds pertaining to such office. Furthermore, upon expiration of their terms, all Officers shall deliver all official materials related to their office to their successors.

ARTICLE IX. STANDING COMMITTEES

Section 9.1. Standing committees are committees with on-going functions that continue throughout the year. The Board, by resolution adopted by a Simple Majority of the Board, shall create committees and appoint chairpersons of the standing committees from within the Organization's membership.

Section 9.2. The chairpersons of all standing committees shall present any proposed plans or activities to the Board, and no committee work shall be undertaken without the approval of the Board.

Section 9.3. The Board may create special committees as needed to promote the purposes and interests of the Organization. Special committees are directly responsible to the Board. The Board shall appoint chairpersons of the special committees from within the Organization's membership. Special committees shall be automatically dissolved upon completion of its assignment or upon decision by the Board.

Section 9.4. The chairperson of each committee may serve two consecutive one-year terms or until the Board selects a successor.

Section 9.5. The Board shall appoint a Finance Committee of three (3) to five (5) persons, one of whom shall be the Treasurer(s) and one of whom shall be the President, for the purpose of preparing an annual budget, ensuring the proper filing of all finance related regulatory filings, reviewing the Organization's annual receipts and disbursements for the purpose of certifying their accuracy as required by law, and advising the Board in the event a certified audit is required by the New Jersey Charitable Registrations Section. The chairperson(s) of the Finance Committee shall be the Treasurer(s), unless otherwise approved by the Board.

Section 9.6 The Board shall convene an Audit Committee at the conclusion of the fiscal year to prepare and sign off on an annual fiscal report of the Organization's activities. The Treasurer(s) may not serve as members of the Audit Committee, but must cooperate in the Committee's activities. The Audit Committee shall be chaired by the President, shall include at least one other Officer, and may consult an independent auditor or CPA if needed.

Section 9.7. The Board shall convene a Nominating Committee comprised of the Vice President and up to two Officers selected and voted on by the Board. The Board shall issue a call for nominees to the membership. A member may nominate him/herself, or a member may nominate another member. The Nominating Committee shall review each nominee's eligibility to be an Officer, shall ensure the nominee's understanding of the roles and responsibilities of the position sought, and shall obtain the assent of each nominee before formally placing their name in nomination.

ARTICLE X. FISCAL POLICY

Section 10.1. The Board shall present a budget for approval at the first general membership meeting of the fiscal year. The annual budget shall be approved by a Simple Majority vote of the members present, less any abstentions. At that time, additional funds from the previous year, if any, shall also be allocated. The Board has authority to make budget adjustments during the year, provided the adjustment does not individually increase a line item by more than two thousand five hundred dollars (\$2,500.00). For any single budget line item amendment exceeding two thousand five hundred dollars (\$2,500.00), the Board shall convene a special meeting of the general membership, which must approve the amendment by a Simple Majority vote of the members present, less any abstentions. The Board shall have no power to make the Organization liable for any debt(s) in an amount exceeding the cash assets of the Organization which have not been otherwise appropriated.

Section 10.2. Each committee chairperson shall submit a request to the Board for any expenses relating to the relevant committee activities. Following Board approval for such expenses, the Treasurer shall make arrangements to fund such expenses. If a reimbursement is deemed necessary, funds will be disbursed by the Treasurer provided the expense falls within the committee's budget and is substantiated by a purchase order or receipt.

Section 10.3. Any expenditure that requires carry-over, or any anticipated expenditure occurring before the next year's budget is approved, may be approved at the last meeting of the fiscal year.

Section 10.4. The fiscal year of the Organization shall begin on August 1st of each calendar year and end on July 31st of the subsequent calendar year.

ARTICLE XI. MEETINGS AND VOTING

Section 11.1. Regular general membership (open) meetings of the Organization shall be held at least two (2) times during the school year, as scheduled by the Board and/or the President. The dates and times of such meetings will be determined by the Board. The first general membership meeting of each school year shall be held no later than September 30 and shall include approval of the PTO's current year budget. Another general membership meeting shall be held in May for the purpose of electing Officers, presenting annual reports of Officers and committee Chairpersons, approving membership dues and the transaction of such other business as may properly come before the meeting. Members shall be notified no later than ten (10) calendar days prior to the date of any regular general membership (open) meeting. Any business may be transacted at any such meeting. Special meetings of the general membership may be called by the President or upon a coordinated request by notice of three (3) or more members of the Board or five (5) general members submitting a request to the Secretary with 10 days' notice given prior to the meeting. Members shall be notified no later than five calendar days prior to the date of any special meeting of the general membership or any rescheduled regular general membership meeting. No other business than that which is stated in the call shall be transacted at a special meeting.

Section 11.2. The Board shall hold monthly meetings to conduct its business during the academic year, absent a compelling reason not to do so. The Board may hold meetings in the months of July and August, but is not required to do so. Regular meetings of the Board shall be held during the school year, at such time, place and regularity as shall be fixed by the Board at its first meeting of the fiscal year. Special meetings of the Board may be called by the President, or upon the coordinated request by two (2) Board members upon at least two calendar days' notice. No other business than that which is stated in the call shall be transacted at a special meeting.

Section 11.3. A Quorum must be present at any meeting to conduct business. A Simple Majority of votes shall be required for the passage of any motion, resolution, or other vote. Votes may only be cast by such Officers and/or members as are in attendance (either live or via audio or video conference participation) at such meeting at which the vote shall occur. Votes may not be cast by proxy. Each Officer of the Board shall be entitled to one vote with respect to any voting matter; the Advisor roles are non-voting positions. The President of the Board shall only have the right to vote only in the case of a tie.

Section 11.4. At all meetings of the Board, the President, or in his or her absence, the Vice President, or an Officer chosen by the Board members present, shall preside.

Section 11.5. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board may be taken without a meeting if, prior to or subsequent to such action, all of the Board members consent thereto in writing, by e-mail or other documented electronic means.

Section 11.6. The Board may conduct meetings and vote (in whole or in part) in person, via telephone, videoconference, or other designated technology with the approval of the Officer presiding over the meeting. The designated technology shall restrict voting to one ballot per person.

Section 11.7. The Annual Meeting shall be held in the month of May, unless otherwise determined and scheduled by the Board.

Section 11.8. In all meetings, voting shall be determined by Simple Majority, except as provided with respect to votes that entail amendment of the Organization's Bylaws as described below.

ARTICLE XII. INDEMNIFICATION

The Organization shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Advisor, director, or employee of the Organization against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding to have acted with gross negligence or intentional misconduct with respect to the matter; and further provided that any compromise or settlement payment involved in such matter shall be approved by a Simple Majority vote of the Board members who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the Organization and the indemnified officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

ARTICLE XIII. CONFIDENTIALITY

By virtue of the roles and responsibilities set forth in these Bylaws, the Board may be privy to confidential information concerning LCS, its administrators, staff and teachers, and/or its students, and the broader District. It is the goal of the Organization to respect all student information and to maintain a high degree of integrity with students, parents, staff and administration. All Officers and members of the Organization are required to abide by any confidentiality guidelines or policies in effect for Liberty Corner School, or the District—including as may be outlined in the Liberty Corner School Parent/Student Handbook and/or any Bernards Township Board of Education policy. Officers may not discuss confidential information entrusted to them with anyone. When in doubt, Officers should err on the side of maintaining confidentiality, and failure of any Officer to uphold the confidentiality of the Organization, may result in removal from office pursuant to these Bylaws.

ARTICLE XIV. AMENDING BYLAWS

These Bylaws may be amended at any membership meeting of the Organization by Two-Thirds Majority vote of the Board members eligible to vote and not abstaining, and subsequently ratified by an affirmative Simple Majority vote of the members present at a general membership (open) meeting, provided that notice of the proposed amendment shall be given at least fourteen (14) days prior to the general membership meeting at which such amendment vote shall occur. The requirement for adoption of a revised set of bylaws shall be the same as in the case of an amendment.

ARTICLE XV. PARLIAMENTARY PROCEDURE

Robert's Rules of Order (current edition) shall govern this Organization in all applicable cases and where not in conflict with these Bylaws.

ARTICLE XVI. STANDING RULES

In addition to these Bylaws, the Board may maintain a list of standing rules ("Standing Rules") to serve as a further operating guide for the Organization. These Standing Rules shall be reviewed regularly and updated as needed to reflect the procedures of the current Board.

ARTICLE XVII. DATE OF EFFECT

To the extent possible, these Bylaws shall take effect immediately upon ratification by a Simple Majority of the general membership following adoption by a Two-Thirds Majority of the Board. Provisions regarding the size of the Board, the non-voting role of the President, the Office of the Vice President, and limitations on consecutive terms for Officers shall be implemented to commence on August 1, 2021, and maintained thereafter, except that any Officer due to commence the second year of a two-year term in any position shall be permitted to serve out their term (if they so choose) prior to this rule taking effect.