

**BYLAWS OF
WILLIAM DONLEY SCHOOL ASSOCIATION [WDSA]**

ARTICLE I – ORGANIZATION AND OBJECT

Section 1 - Name

The organization shall be known as WILLIAM DONLEY SCHOOL ASSOCIATION, also known as the Association or WDSA.

Section 2 – Purpose and Policies

- a. The Association is organized and shall be operated exclusively for purposes described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.
- b. The purposes for which the Association is operated are:
 - (i) to promote, support, and enhance the education, safety, health, recreation and social opportunities provided to students at Donley school;
 - (ii) to promote and encourage communication among Donley students, parents, teachers, administrators, the community, the East Lansing Board of Education and concerned individuals; and
 - (iii) to provide volunteer and financial support for Donley school activities.
- c. The Association shall be non-commercial, non-sectarian, and non-partisan. Officers and others shall not use the Association to endorse any enterprise or candidate.
- d. Funds raised through an Association activity or event must have a pre-approved purpose to achieve a stated goal or purpose, and that all proceeds from an Association activity or event shall go to the Association's operational budget.
- e. The Association shall have the power, either alone or with others, to do any lawful act and to engage in any and all lawful activities which may be necessary, useful, desirable or proper for the furtherance of the purposes for which the Association is organized. Notwithstanding anything contained to the contrary, the Association shall exercise only such powers as are in furtherance with the exempt purposes of the organizations set forth in Section 501 (c) of the Internal Revenue code of 1986, as amended, and the regulations thereunder. No part of the activities of the Association shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication of or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 3 – Principal Office

The principal office of the Association shall be located at 2961 Lake Lansing Road, East Lansing, Michigan, 48823. The Association may have such other offices, either within or without the State of Michigan, as the Governing Council may designate or as the business of the Association may require from time to time.

ARTICLE II – MEMBERSHIP

Section 1 – Membership

All parents or guardians of a student enrolled in Donley School, and all Donley School teachers, administrators, and staff are automatically voting members of the Association. In addition, all adults living in the Donley School community are considered ex-officio members of the Association, but shall not be entitled to vote on matters brought before the membership.

Section 2 – Membership Fees

The Board of Directors may fix an amount as fees or dues which members pay initially or periodically. If fees or dues are so authorized, the Executive Committee shall establish and implement procedures for collections.

ARTICLE III – GOVERNING COUNCIL

Section 1 – General Powers

The business and affairs of the Association shall be managed by its Governing Council.

Section 2 – Number, Tenure, and Qualification

The number of positions for the Governing Council of the Association shall be at least four (4) Council members. There shall be two (2) classifications of members of the Governing Council (Council members), elected members and appointed directors, with each classification having equal rights and preferences.

- a. Elected Governing Council Members: Those persons elected from the parents or guardians of rising kindergarteners through 4th graders by members at Donley school to the following offices of the Association at the annual meeting of the membership shall automatically be members of the Governing Council of the Association:
 - (i) President (one-year term)
 - (ii) Vice-President (one-year term)
 - (iii) Treasurer (one-year term)
 - (iv) Secretary (one-year term)
- b. Executive Board: If more than one person is elected to any one of the above offices, each person so elected shall be a member of the Governing Council. The elected officers of the Association constitute the Executive Board or Committee.
- c. Appointed Governing Council Members. Those persons appointed by the Governing Council or by the Executive Committee to the following appointed offices shall automatically be members of the Governing Council:

- (i) Assistant Treasurer (one-year term): The Assistant Treasurer shall be appointed by the newly elected Executive Committee before the Governing Council's October meeting.
- d. Ex-Officio Governing Council Members: The Principal of Donley School as well as one teacher representative shall be ex-officio members of the Association's Governing Council.

Section 3 – Duties of Elected Officers

- a. President: The President shall be the chief executive officer of the Association and, subject to the control of the Governing Council, shall in general supervise and control all of the business and affairs of the Association. The President shall also be the Chairperson of the Executive Committee, and shall be an ex-officio member of all other committees of the Governing Council except the Nominating Committee. The President shall also perform all duties incident to the office of President and such other duties as may be prescribed by the Governing Council from time to time.
- b. Vice-President: In the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. The Vice-President shall also be a member of the Nominating Committee.
- c. Secretary: The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Governing Council in one or more books provided for that purpose; (b) post all minutes on the school bulletin board; (c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (d) be custodian of the Association records; (e) keep a register of the post office addresses of each Board member which shall be furnished to the Secretary by such member; and (f) in general, perform all duties as from time to time may be assigned to him/her by the President or by Governing Council.
- d. Treasurer: The Treasurer shall: (a) file a new bank signature card by the second regular meeting containing Treasurer, President and Principal signature; (b) chair the budget committee; (c) have charge and custody of and be responsible for all fund and securities of the Association including preparing and filing tax returns (annually); (d) receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Governing Council; and (e) in general, perform all of the duties pertinent to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Governing Council or by the President. The Treasurer shall provide a monthly accounting of the Association's financial activity at each meeting of the Governing Council and an annual accounting by July 15 for publication in the first school newsletter published thereafter. If required by the Governing Council, the Treasurer shall have the treasury books audited.

Section 4 – Duties of Appointed Officers

- a. Assistant Treasurer: The Assistant Treasurer shall work with and assist the Treasurer.

It is the hope that the Assistant Treasurer will be able to provide for continuity in the financial operation of the Association from one year to the next.

- b. Other Appointed Officers: The Governing Council may appoint other officers. Such officers may include Fundraising Coordinator, Book Fair Coordinator, and District Parent Council(DPC) Representative.

Section 5 – Election of Officers and Term of Office

- a. Election of Officers at Donley School-President, Vice-President, Treasurer, & Secretary
In April of each year, a Nominating Committee appointed by the Executive Committee will propose a slate of officers for election at the annual May meeting of the membership. The Secretary shall post an appropriate notice to the membership identifying the Nominating Committee for the purpose of inviting members to identify nominees of the slate. The slate of nominees, which shall include at least one nominee for each elected office, shall be placed in nomination at the regular April Governing Council meeting. Nominations may also be made from the floor at the April meeting at which the slate is published, or at least ten (10) days prior to the annual May meeting by a nominating petition signed by five (5) voting members of the Association. A notice containing the names of all persons nominated to each office shall be circulated to all voting members at least seven (7) days prior to the annual May meeting. Those persons elected by a plurality of the votes cast for each office shall be deemed elected at the annual May meeting. All voting for officers shall be either by secret ballot, voice vote, or show of hands as determined unanimously by the Executive Committee.

- b. Term of Office

The newly elected officers shall each serve a one (1) year term, starting on the last day of the school year in which he/she was elected and ending on the last day of the next succeeding school year.

Section 6 – Vacancies

Any vacancy occurring on the Governing Council may be filled at a meeting by the affirmative votes of a majority of the remaining members of the Governing Council. A member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Governing Council position to be filled by reason of an increase in the number of Governing Council Positions may be filled by the affirmative vote of a majority of the Governing Council for a term of office continuing only until the next election of Governing Council members.

Section 7 – Conflict of Interest

- a. Any possible conflict of interest with respect to any issue on the part of any Governing Council member shall be disclosed to the other council members prior to any discussion or action by the Governing Council or a committee of the Governing Council where the issue could become a matter of actions. Disclosure may be made verbally to all Council members or by way of an annual report of affiliation. A conflict of interest shall be made a matter of record.
- b. Any Council member who has a possible conflict of interest with respect to any matter shall neither vote nor exercise any personal influence in the disposition of such matter.

The minutes of the meeting shall reflect the disclosure and the director's abstention from participation.

- c. Although a Council member with any possible conflict of interest shall not vote or exercise personal influence in the disposition of such a matter, the Council member shall report fully all pertinent knowledge about the matter and answer freely why a proposed decision or transaction could, or would not, be in the best interest of the Association.
- d. The President may circulate annually to all directors such questionnaires and other forms as may be necessary to further the policy of this section.

Section 8 – Removal

Any officer or agent may be removed by the affirmative vote of two-thirds majority of the remaining Governing Council whenever in its judgment the best interests of the Association will be served thereby, by such removal shall be without prejudice to the contract right, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 9 – Committees

a. Executive Committee. The elected officers of the Association named in Article III, Section 2 (a) and (b) shall constitute the Executive Committee. The Executive Committee shall be empowered to act on behalf of the Association between regular meetings of the Association, except that it cannot reverse a decision of the whole Governing Council or of the membership. The Principal of Donley School shall be an ex-officio member of the Executive Committee.

b. Standing Committees. The Governing Council shall also maintain the standing committees such as : Nomination Committee, Budget Committee, and others.

ARTICLE IV – MEETINGS

Section 1 – Place of Meetings

All meeting of members shall be held in Donley School or at such other place as shall be determined by the Governing Council and stated in the notice of meeting.

Section 2 – Annual Meeting

The annual meeting of the membership shall be held at the first regularly scheduled May meeting for the purpose of electing Council members and to conduct such other business properly brought before the meeting.

Section 3 – Regular Meetings

Regular meeting of the members of the Association shall take place monthly, on a day and time determined by the Governing Council at its September regular meeting. A notice of each

meeting and an agenda shall be given to members at least one (1) week prior to the date of each regular meeting. This notice and meeting agenda shall include at least the following items:

- i. Call to Order
- ii. Approval of Minutes
- iii. Report of Officers, Teacher, Principal, Students, Committee chairs
- iv. School Board Report
- v. Old Business
- vi. New Business
- vii. Parent Concerns
- viii. Others' Concerns
- ix. Next meeting date
- x. Adjournment

Annually, a presentation of the current budget for Donley School, the Principal's Action Plan, and the expenditures of site-based funds shall be a major part of the agenda for designated regular monthly meetings. All regular meetings shall be open to the membership.

Section 4 – Special Meetings

Special meetings may be called by any two (2) Council members or by the President, or at the written request of at least twenty-five (25) voting members of the voting membership. The request shall state the purpose of purposes for which the meeting is to be called. The person or persons authorized to call special meeting of the Governing Council or of the membership may fix the place for holding any special meeting. At least three (3) days prior to a special meeting of the Governing Council, all Council members shall be notified and a notice shall be posted on the Association Bulletin Board. At least three (3) days prior to a special meeting of the membership, all members shall be notified and a notice shall be posted on the Association bulletin board.

Section 5 – Notice

- a. Any notice required by statute or by these Bylaws to be given to the Governing Council members, unless otherwise provided herein or by law, shall be sufficient if given by depositing said notice in a USPS receptacle in a sealed, postpaid envelope, addressed to such Council member at his/her last address on record with the Association.
- b. Any notice required by statute or by these Bylaws to be given to the members of the Association, unless otherwise provided herein or by law, shall be sufficient if given in a timely manner by (i) posting said notice and making pertinent materials available with the school secretary, and (ii) sending home a written note together with or separate from other written communications that students receive for delivery to their parents and guardians.

Section 6 – Electronic and Telephonic Meetings

Meetings via the telephone or Internet shall be permissible. When an action is to be taken, all Executive Committee members shall be notified, and the action shall be authorized by a majority of the Executive Committee.

Section 7 – Quorum

The voting members present at any duly called meeting of the membership shall constitute a quorum for that meeting. If a Governing Council meeting takes place, a majority of the members of the Council, then in office, constitutes a quorum for the transaction of business.

Section 8 – Proxies

Proxies shall not be permitted for members.

Section 9 – Voting

Each voting member is entitled to one vote on each matter submitted for a vote of the membership, unless otherwise provided in the Articles of Incorporation. Votes shall be cast orally or in writing, except as otherwise provided in these Bylaws. Except as otherwise provided by the Articles of Incorporation, Council members shall be elected by a plurality of the votes cast at any election. If a Governing Council meeting takes place, the act of a majority of the Council members present at the meeting at which a quorum is present shall be the act of the Governing Council.

ARTICLE V – CONTRACTS, LOANS, CHECK AND DEPOSITS

Section 1 – Contracts

The Governing Council may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2 – Loans

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Governing Council. Such authority may be general or confined to specific instances.

Section 3 – Checks, Drafts, etc.

All checks, drafts or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by at least one (1) of the following officers or agents of the Association: President, Vice-President, or Treasurer and in such manner as shall from time to time be determined by resolution of the Governing Council.

Section 4 – Deposits

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Governing Council may select.

ARTICLE VI – FISCAL YEAR

The fiscal year of the Association shall begin on the first day of July of each year and end on the last day of June of the following year.

ARTICLE VII – AMENDMENTS

These Bylaws shall be reviewed no less than every three years by a committee organized by the Executive Committee and approved by the Governing Council. These Bylaws may be altered, amended or repealed with proper notice to the members. A copy of the Bylaws with the proposed changes must be posted on the Association's bulletin board at least one week prior to a duly noticed meeting and may be adopted by the voting membership at any regular or special meeting.

ARTICLE VIII – USE OF FUNDS AND DISSOLUTION

The Association shall use its funds only to accomplish the objective and purposes specified by these Bylaws and the Articles of Incorporation, and no part of such funds shall inure, or be distributed to any member or director of the Association. In the event of the liquidation or dissolution of the Association, whether voluntary or involuntary, no member or director shall be entitled to any distribution or division of its remaining assets, and the balance of all money and other property received by the Association from any source, after the payment of all debts and obligations of the Association, shall be distributed to such public charities qualified under Section 501(c)(3) of the Internal Revenue Code as tax-exempt exclusively for the purposes set forth in Article II of the Articles of Association and within the intent of Section 501 (c) of the Internal Revenue Code of 1986, and the Regulations thereunder, as they now exist or are hereafter amended as shall be designated by the Governing Council.

ARTICLE IX – INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the extent allowed by law, the Association shall be empowered to indemnify any and all persons who have served at any time as directors or officers, or who, at the request of the Governing Council of the Association may serve or at any time have served as directors or officers of another Association in which the Association at such time owned or may own shares of stock and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amount paid in settlement

(before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which they, or any of them, by reason of being or having been directors or officers of the Association, or of such other Association, except in relation to matters as to which any such director or officers or person shall be adjudged in any action, suit or proceeding to be liable for his/her own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under law, the Association's Articles of Incorporation, the Bylaws, agreement, vote of directors, or otherwise.

Adopted: August 2012