

BYLAWS
of
DALY HSA, INC.
(A Not –for- Profit Corporation)

Adopted January 13, 2010

ARTICLE I
NAME

The name of this organization is Daly HSA, Inc.

ARTICLE II
ARTICLES OF INCORPORATION

Daly HSA, Inc. (the Daly HSA or “the Organization”) is a not-for-profit volunteer organization duly registered and incorporated in the State of New York. The Articles of Incorporation of the Organization are available to the membership upon request. In the event of any conflict between these Bylaws and the Articles of Incorporation, these Bylaws shall govern.

The principle office of the Organization is at John J. Daly Elementary School, 36 Rockwood Avenue, Port Washington, NY 11050.

ARTICLE III
OBJECTIVES

Section 1. The Objectives of this Organization are:

- a. To bring the home and the school into closer relationship, encouraging intelligent cooperation between parents, students and teachers in the education of young people;
- b. To promote the welfare of young people in the home, school and community;
- c. To develop between educators and the general public united efforts for the benefit of all youth;
- d. To raise the standard of the elementary school experience.

Section 2. The Objectives of this Organization are promoted through an educational program directed toward parents and teachers; are developed through meetings, committees, projects and programs; and are governed and qualified by the basic policies set forth in ARTICLE IV.

ARTICLE IV
BASIC POLICIES

The following are basic policies of this Organization:

Section 1. The Daly HSA is organized exclusively for educational and charitable purposes under section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. The Organization shall be non-commercial, non-sectarian, and non-partisan. No commercial enterprise and no candidate shall be endorsed by it. The name of the Organization or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose other than the work of the Organization.

Section 3. The Organization shall not directly or indirectly participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation or contract negotiations by propaganda or otherwise.

Section 4. The Organization shall work with the school to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to the boards of education.

Section 5. The Organization may cooperate with other organizations and agencies concerned with child welfare, but persons representing the Organization in such matters shall make no commitments that bind the Organization.

Section 6. No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 7. In the event of the dissolution of the Organization, all of the remaining assets and property of the Organization shall, after necessary expenses thereof, be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose.

ARTICLE V MEMBERSHIP

Section 1. The persons signing the Certificate of Incorporation as incorporators shall be the first members of the Daly HSA, Inc. and shall choose a temporary Executive Board to assist them in managing the Organization until elections are held at the Organization's first general meeting. Thereafter the eligibility and qualifications for membership and election of officers shall be described in these Bylaws.

Section 2. A suggested annual contribution per family shall be established by a majority of the Executive Board at the beginning of each school year.

Section 3. The Organization shall conduct an annual enrollment of members. Additional members shall be accepted at any time but their membership will end with the end of the school year.

Section 4. Only members in good standing of the Organization shall be eligible to participate in its general meetings or to serve in any of its elective or appointive positions.

Section 5. Any individual who subscribes to the Objectives and Basic Policies of this Organization, and who is a parent, guardian or has other custodial charge of a student currently enrolled at John J. Daly Elementary School (“Daly” or “Daly School”); or is an Executive Board Trustee; or is a faculty or staff member or administrator of Daly School may become a member of this Organization, subject only to compliance with the provisions of the Bylaws. Individuals who meet these requirements shall be said to be in good standing. Membership in this organization shall be available without regard to sex, race, color, creed, sexual orientation or national origin.

ARTICLE VI OFFICERS AND THEIR ELECTION

Section 1.

- a. Any member of this Organization in good standing is eligible to serve as an officer of this Organization.
- b. The officers of this Organization shall be: a President or two (2) Co-Presidents; a Vice President; a Treasurer; two (2) Class Parent Vice Presidents; a Recording Secretary; a Corresponding Secretary; two to four (2-4) Fundraising Vice Presidents; and one -two (1-2) Fifth Grade Representative(s); and a Trustee (Past President).
- c. All officers, except as noted in Article VI, section 1(h) shall have voting rights and responsibilities.
- d. Officers shall be elected at the May or June meeting and shall assume office at the close of the school year. If there is only one nominee for any office, it shall be in order to move that the President or Co-Presidents shall cast the elective ballot of the Organization for the nominee.
- e. Officers including President or Co-Presidents, Corresponding Secretary, Recording Secretary, Class Parent Vice Presidents, Fundraising Vice Presidents and Treasurer shall assume their official duties at the close of the school year and shall serve for two (2) years and/or until their successors assume office.
- f. Vice President and Fifth Grade Representative(s) shall assume their official duties at the close of the school year and shall serve for one (1) year or until a successor assumes office.
- g. Co-Presidents, Class Parent Vice Presidents and Fundraising Vice Presidents of this Organization shall serve staggered terms, if possible, so that the corresponding junior officer shall serve one year with the senior corresponding officer before assuming the senior position for the next year.
- h. The Trustee shall be the immediate Past President or outgoing Co-President in the year following his/her tenure. The Trustee may serve for no more than one (1) year, unless the incoming Trustee is unable or unwilling to serve in which event, the outgoing Trustee may serve another year. The Past President position is an honorary one and will not have voting rights or responsibilities.
- i. A person shall not be eligible to serve more than two (2) consecutive terms in the same office, unless no other qualified candidate agrees to serve.
- j. All officers shall comply with the procedures outlined in the Organization’s Conflict of Interest Policy, which is available to the membership upon request.

Section 2. Nominating Committee:

- a. The Nomination of Officers shall be made by a committee which consists of not less than seven (7) and not to exceed nine (9) members of the Organization (hereinafter the "Nominating Committee"). The Outgoing President is to lead the Nominating Committee. The Outgoing President is responsible for setting the initial meeting date and running subsequent meetings.

Nominating Committee members are to be members of the Organization in good standing and are not to be a candidate for position as Officer of the Organization. No more than three (3) members of the current Executive Board (including the Outgoing President) may sit on the Nominating Committee. The Nominating Committee shall be formed in March and present the slate of officers to the Organization the following April or May meeting.

- b. All deliberations and decision of the Nominating Committee shall be confidential.
- c. The Nominating Committee shall select one (1) or two (2) nominee (s) for a shared position for each office to be filled and report to the Executive Board at least thirty (30) days prior to either May or June meeting. The slate shall be presented to the membership at a general meeting or otherwise presented to each member entitled to vote at least two (2) weeks before the May or June meeting. At that May or June meeting, additional nominations shall be made from the floor prior to the election.
- d. Only those who have consented to serve if elected shall be eligible for nomination, either by the Nominating Committee or from the floor.
- e. The Nominating Committee and the Executive Board reserve the right to solicit candidates for from the families of the incoming class(es).
- f. The Nominating Committee shall have in place written protocol for conducting its business. The Nominating Committee Chair shall keep a written record of the business it conducts. At the conclusion of the nominating process each year, this protocol and record will be given to the senior Co-President.

Section 3. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Executive Board. This unexpired term of service shall not be counted toward that person's eligibility to continue to serve on the Executive Board.

ARTICLE VII DUTIES OF OFFICERS

Section 1. President/Co-Presidents. The President or Co-Presidents shall preside at all meetings of the Organization and the Executive Board, execute all papers, instruments and documents on behalf of the Organization and have co-signatory powers on all accounts of the Treasurer. The President or Co-Presidents shall have a vote upon all questions before the Organization, have the discretionary right to take part in the debate on any question under consideration before the Organization, call special meetings as deemed necessary or as required, appoint committees as deemed necessary, act as ex-officio member of all committees, represent the Organization at any meeting at which representation is requested or is considered advisable and shall do and perform such other duties as may be prescribed in these bylaws or assigned to him or her by the Organization or the Executive Board. The President or Co-President shall appoint the standing committee chairpersons in conjunction with the Executive Board and have the authority, in conjunction with the Executive Board, to dismiss or replace any chairperson in the event of nonperformance, misconduct or malfeasance by such chairperson. The President or Co-Presidents shall coordinate the work of the officers and committees of the Organization in order that the Objectives may be promoted. The President or Co-Presidents shall have fiduciary responsibility for the Organization; sign and execute all contracts, agreements or other obligations in the name of the Organization, or assign authority to said Chairperson on behalf of the Organization; review and approve all expenditures (before reimbursement) that either (a) have been itemized in the budget voted on and approved by the Organization's membership, (b) have not been itemized in the budget voted on and approved by the Organizations membership but are not below a dollar limit determined annually by the Executive Board for which membership approval is not required or (c) have not been itemized in the budget voted on and approved by the Organization's membership but have been approved by a majority vote of the Executive Board.

The President or Co-Presidents will deliver to each member of the Executive Board not less than forty-eight (48) hours before each regular meeting thereof, an agenda setting forth all known items of business to be considered at the meeting and maintain a record of all such distributed notices.

Section 2. Vice-President. The Vice-President shall, at the request of the President, or in the event of his or her absence or disability, assume and perform the duties and possess and exercise the powers of the President, and assume such other duties as may be assigned to him or her by the Organization or the Executive Board. The Vice-President is responsible for reviewing all bank statements and financials on a monthly basis and reporting any discrepancies to the Executive Board. All Committee Chairs shall report to the Executive Board via the Vice-President.

Section 3. Treasurer. The Treasurer shall be the financial officer of the Organization, and shall collect, receive and have charge of all funds of the Organization establish and maintain the books of financial accounts of the Organization, be the custodian of all monies belonging to the Organization from whatever source derived, including a separate account for specific committees, if necessary. The Treasurer shall deposit any monies in the depository of the school as directed, provide for the expenditure of Organization funds as authorized by the Organization, the Executive Board or written order of the President. The Treasurer shall ensure that the Organization bank checking and savings accounts' signature cards are signed by members of the Executive Board as determined to be appropriate by the Executive Board and adhering to the regulations of the Organization's bank and in accordance with the requirements of the Organizations PTO Fidelity Bond insurance policy, if any; ensure that all funds paid out of the Organization's bank checking account and savings account be made in accordance with the requirements of the Organization's PTO Fidelity Bond Insurance Policy, if any. All expenditures to be submitted for signature approval by the President prior to payment. The Treasurer's accounts shall be examined annually by an Audit Committee or qualified accountant appointed by the Executive Board, who, satisfied that the Treasurer's annual report is fairly stated, shall sign a statement of that fact at the end of the report. The Audit Committee or qualified accountant shall report to the Board by an Organization's meeting, that meeting to be determined by the Executive Board.

The Treasurer shall present all account statements and financials to the Vice-President for review on a monthly basis. The Treasurer shall furnish a detailed statement as to the financial standing of the Organization including monies received and disbursed at each regular meeting of the Organization and Executive Board, and at such other times as requested by the Executive Board, advise and assist in the preparation of the annual budget of the Organization. The Treasurer will facilitate the preparation and filing of federal and state tax forms as necessary, keeping file copies thereof, and supporting documentation for a period of no less than 7 years. The Outgoing Treasurer is to deliver to his or her successor within one (1) month after the election of said successor, all money, vouchers, books and papers of the Organization in his or her custody.

Section 4. Class Parent Vice-President(s). The Class Parent Vice-President(s) shall be charged with the selection of two (2) class parents per class, informing said class parents of their duties and responsibilities, collecting Organization dues and all such other activities necessary to promote the proper functioning of the class parent system.

Section 5. Recording Secretary. The Recording Secretary shall attend all meetings of the Organization and the Executive Board, provide and maintain accurate minutes of the actions of the Organization and the Executive Board and send a copy of such minutes to each member of the Executive Board not more than four (4) days after each meeting. The Recording Secretary shall preserve all papers, letters and transactions of the Organization, together with the President. He or she shall execute such papers,

documents or instruments as authorized by the Executive Board and deliver to his or her successor within one (1) month after the election of said successor, all Organization and Executive Board documents within his or her possession.

Section 6. Corresponding Secretary. The Corresponding Secretary shall prepare or review all notices sent to the Organization's membership, via paper or email. The Corresponding Secretary is responsible for obtaining approval for and distribution of all notices including those pertaining to regular meetings of the Organization, events, lectures and activities generated by the Organization or any committee. The Corresponding Secretary will maintain a record of all meeting agendas and all distributed notices.

Section 7. Fundraising Vice-President (s). The Fundraising Vice-President(s) shall assume all such duties in connection with revenue generating activities sponsored by the Organization, ensure that all monies generated from said activities shall accrue directly to the Organization treasury, maintain financial records in connection with such activities, obtain Executive Board approval for all activities or programs sponsored by the Organization intended to generate revenue, establish such committees, subject to Executive Board approval, as deemed necessary to further fundraising objectives, advise and oversee all committees organized for said fundraising purposes and serve as an ex-officio member of all such committees. Voting rights for Fundraising Vice President(s) shall be shared, commensurate to the number of officers serving; specifically, if there are two (2) Fundraising Vice Presidents, they shall each receive one vote; in the case of four (4) Fundraising Vice Presidents, they shall each receive half (1/2) a vote.

Section 8. Fifth Grade Representative(s). The Fifth Grade Representative(s) is a one year executive board position and shall be a parent with a child in the fifth grade. This may be a shared position between two (2) parents with each receiving half (1/2) a vote. The Fifth Grade Representative(s) shall spearhead and organize committees to facilitate fifth grade fundraising and activities. The Fifth Grade Representative(s) must provide monthly updates to the executive board and all activities must obtain board approval. All expenditures made by the Fifth Grade committee shall be reviewed and approved by the Executive Board prior to disbursement. In the event that the 5th grade committee has funds remaining at the end of the year after all commitments have been fulfilled, all such funds will be deposited into the Organization's main account and used at the Organization's discretion.

Section 9. Immediate Past President. The Immediate Past President shall serve in a non-voting advisory capacity to the President, and shall attend all such meetings as are required of Executive Committee members.

Section 10. All Executive Board Members are required to attend scheduled executive board meetings, general HSA meetings, and all other meetings at which representation is requested or is considered advisable and shall perform such duties as may be prescribed in these by-laws or assigned to him or her by the Organization or the Executive Board. No member of the executive board can serve as class parent or in another board position simultaneously, except the Trustee (Immediate Past President).

ARTICLE VIII EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the officers of the Organization. The members of the Executive Board shall serve until their successors are installed.

Section 2. The duties of the Executive Board shall be:

- a. To transact necessary business in the intervals between Organization meetings and such business as may be referred to them by the Organization;

- b. To approve the plans of work of the standing committees;
- c. To appoint a qualified accountant or Audit Committee to examine the Treasurers accounts;
- d. To prepare and submit to the Organization for approval a budget that shall include the necessary expenses of the officers and committees; and
- e. To approve all expenditures which have not been itemized in the budget voted on and approved by the Organization's membership

Section 3. Regular meetings of the Executive Board shall be held at least 6 (six) times a year to transact necessary business. The officers present shall constitute a quorum for the transaction of business. Special meetings of the Executive Board may be called by the President or Co-President or a majority of the Executive Board.

Section 4. Officers are expected to attend all meetings of the Executive Board and Organization. If, for valid reasons, attendance is impossible, an officer must advise the President or Co-Presidents in advance. If the officer misses two (2) consecutive meetings for reasons not considered valid by the Executive Board, the officer may be requested to resign. A letter shall be sent by the Corresponding Secretary after the second absence, advising the officer of the action to be taken.

Section 5. Removal. Any Officer of the Executive Board may be removed from office by the affirmative vote of all the Officers at any regular or special meeting called for that purpose, for non-feasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Organization, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any Officer proposed to be removed shall be entitled to at least five (5) days notice in writing of the meeting of the Executive Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Officers at such meeting.

Section 6. Gifts. The Executive Board shall: determine the scope and amount of gifts presented by the Organization to full-time teachers of the school. The Executive Board is authorized to purchase gifts in amounts no less than twenty-five dollars (\$25) and not to exceed fifty (\$50.00) dollars in acknowledgment of the birth of a child of a teacher, the wedding of a teacher or the retirement of a teacher. Gifts for individuals or purposes other than those specified or gifts exceeding the amount stated herein shall be subject to the discretion of the Executive Board.

ARTICLE IX STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees. There shall be such Standing Committees created by the Executive Board, as may be required to further the objectives and interests of the Organization.

Section 2. The President or Co-Presidents shall be a member(s) ex officio of all standing committees, except the Auditing Committee.

Section 3. The chairpersons of the standing committees shall be appointed by the President or Co-Presidents, or Vice President for a term not to exceed two (2) years, unless no other qualified candidate presents themselves. The President or Co-Presidents shall have the authority, in conjunction with the Executive Board, to dismiss or replace any chairperson in the event of nonperformance, misconduct or malfeasance by such chairperson.

Detailed descriptions of the responsibilities of each standing committee shall be given to each committee chairperson.

Section 4. Committee Chairpersons shall present detailed descriptions of their plans to the Executive Board for approval and no work shall be undertaken without the approval of the Executive Board. Written reports of activities shall be submitted to the President and/or Co-Presidents and their successors.

Section 5. Budget. The Executive Board shall determine the budget available for each Standing Committee. Requests for additional resources or funds must be made to the Executive Board. All expenditures shall be reviewed and approved by the Executive Board prior to disbursement. The Standing Committee Chairperson shall not enter into any contract or incur any indebtedness or financial obligation of any kind, except under the authority of the Executive Board.

Section 6. Special Committees. The President shall have the authority to appoint Special Committees as may be necessary to carry out the purposes of the Organization not normally within the province of any Standing Committee. The Chairperson of the Special Committee shall serve for a term not to exceed two (2) years and may not serve two (2) consecutive terms, unless no other qualified candidate presents themselves. The Chairperson of the Special Committee shall report to the Executive Board advising as to the objectives and activities of the Committee. Upon completion of its stated purpose, the Special Committee shall be dissolved but the Chairperson shall be required to present a final report as requested by the Executive Board.

ARTICLE X MEETINGS

Section 1. The general meetings of this Organization shall be held on dates to be determined by the President or Co-Presidents with the approval of the Executive Board.

Section 2. Either the May or the June meeting shall be the annual meeting at which officers shall be elected and installed. The newly elected officers shall assume office at the close of the school year.

Section 3. Such other meetings may be held as the Organization may from time to time decide. Special meetings may be called by the Executive Board.

Section 4. Meetings are open to the public but the privilege of holding office, making motions, debating and voting shall be limited to members in good standing of the Organization.

Section 5. The members present shall constitute a quorum for the transaction of business.

ARTICLE XI FISCAL YEAR

The fiscal year of the Organization shall begin on July 1st and end on June 30th of the following year.

ARTICLE XII PARLIAMENTARY AUTHORITY

Robert's Rules of Order Revised shall govern the Organization in all cases in which they are applicable and in which they are not consistent with these Bylaws.

ARTICLE XIII AMENDMENTS

Section 1. By Executive Board. The Executive Board shall have power to make, alter, amend and repeal these Bylaws of the Organization by affirmative vote of a majority of the Executive Board provided, however, that the action is proposed at a regular or special meeting of the Executive Board and adopted at a subsequent regular meeting.

Section 2. By Members. These Bylaws may be altered, amended or repealed at any regular meeting of the Organization by a two-thirds vote of the members present and voting, provided that notice of the proposed amendment shall have been given at the previous meeting or that a copy of the proposed amendment has been made available to the members entitled to vote at least five (5) days prior to such vote.

Section 3. The requirements for adoption of a revised set of Bylaws shall be the same as in the case of an amendment.

We, the undersigned, are the Officers of the Executive Board of this Organization, and consent to and hereby adopt the foregoing bylaws, as the Bylaws of this Organization.

Dated: January 13, 2010

Lilie Charno, Co-President

Melissa Vissicchio, Co-President

Jennifer Mannion, Vice-President

Talia Senders, Treasurer

Randi Schor, Class Parent Vice President

Brynn Klein, Class Parent Vice President

Anjana Mohan, Recording Secretary

Adrienne Saur, Corresponding Secretary

AnnMarie Bullaro, Fundraising Vice-President

Stephanie Hiller, Fundraising Vice-President

Lee Rosenberg, Fundraising Vice-President

Katie Weinstein, Fundraising Vice-President

Lori Spier, Fifth Grade Chair

Lisa Vella, Fifth Grade Chair

Denise DePalma, Immediate Past President