

By-Laws

Wilson Parent Pride

THESE BY-LAWS shall constitute the governing instrument of the Community Club of Wilson Focus School.

Article I: Name and Location

Section 1.01 Name: The name of the organization shall be Wilson Parent Pride.

Section 1.02 Location: The Principal Office of the Wilson Parent Pride shall be officially located at Wilson Focus School 5141F Street, Omaha, NE 68117-2807. Wilson Focus School ("School"), formerly known as Underwood Hills Focus School, is part of the Learning Community ("LC").

Article II: Purpose and Focus

Section 2.01 Purpose: The purpose of Wilson Parent Pride is to be an organization through which parents may meet and work together to be of service to the School, and to provide a means of communication by and among the parents, faculty and staff of the School. Our energies and funds will be limited to projects that directly benefit the students and the School. Our mission is to bring together a council of people that will work together to enhance the learning experience at the School. Nothing in this Section shall be construed as limiting any students or student organizations at the School, to whom Wilson Parent Pride has given or allocated funds, from using those funds for the benefit of any student outside the School, or other organization or school, other than the School, to whom they choose to assist or contribute to. Further, nothing in this Section shall be construed as limiting Wilson Parent Pride from contributing to or participating in any program or fundraiser related to any other school in the LC on a one time, bi-annual or annual basis.

Section 2.02 Focus: The main focus of Wilson Parent Pride is to:

- Include the entire parent/faculty/student community
- Focus on the students
- Support of the needs of the School
- Reach-out to all parts of the School Community
- Provide support for school functions
- Work with the principal, teachers and staff

Section 2.03 Participation: Participation in Wilson Parent Pride is voluntary but strongly encouraged.

Article III: Membership

Section 3.01 Eligibility: Each parent, step-parent and/or guardian of a current Wilson Focus School student or students is, by virtue of that fact, automatically a member of Wilson Parent Pride, and is entitled to all the benefits of such membership. The Principal of the School, and each and every current teacher, part-time teacher, special services teacher, student teacher, counselor, or administrator of the School (“Faculty”), is, by virtue of that fact, automatically a member of Wilson Parent Pride and is entitled to all benefits of membership, with the express limited proviso that no Faculty member may serve as President, President Elect, Treasurer, Chair or Chair Elect of Fundraising, or Secretary, of the EC and that no Faculty member shall have any voting rights, as provided in Section 3.02; in the case where a parent, step-parent and/or guardian will prevail for voting rights.

Section 3.02 Voting Rights: Each member of Wilson Parent Pride shall be entitled to one (1) vote on each matter submitted to a vote of the members. However, no Faculty members shall have voting rights within Wilson Parent Pride. If, following a Wilson Parent Pride general meeting, the President determines that a vote via email is appropriate, only those present at the meeting will be eligible to participate in the email vote.

Section 3.03 Voting Proxy: Each member voting upon any issue at any meeting, must be present and vote in person. No votes made or presented by proxy shall be counted.

Section 3.04 Meetings of Members: A meeting of the members of Wilson Parent Pride shall be held not less than two (2) times during each semester of each school year for that transaction of such business as may come before the meeting. Additional meetings may be scheduled and held at the discretion of Wilson Parent Pride EC.

Section 3.05 Place of Meeting: All meetings of Wilson Parent Pride shall be held upon the premise of Wilson Focus School, 5141F Street, Omaha, NE 68117-2807. However, in the event there are circumstances which justify or mandate the need for a meeting to be held outside the School, the EC may designate any place within the LC.

Section 3.06 Notice of Meetings: Written or printed notices, stating the place, date, and time of any meeting of the members shall be published in the School newsletter, not less than five (5) days prior to, and immediately preceding, the date of such meeting by or at the direction of, the President, Secretary or other officer of the EC.

Section 3.07 Quorum: There shall be no requirement that a quorum be present at a meeting to conduct business, provided that the proper notice of such meeting had been given in compliance with Section 3.06. The act of the majority of the members present at a meeting shall be the act of Wilson Parent Pride unless a greater number is specifically required by a particular section of these By-Laws.

Section 3.08 Dues, Fees and Assessments: No dues, fees, or assessments of any kind of nature, monetarily or otherwise, shall be required for membership.

Article IV: Officers

Section 4.01 Titles: The officers of Wilson Parent Pride shall consist of and be:

- Past President

- President
- Vice President
- Secretary
- Treasurer
- Chair and Chair-Elect of Fundraising
- Volunteer Coordinator

No two (2) or more of such offices may be held by the same person. The group of officers above shall be referred to as the Executive Committee (“EC”).

Section 4.02 Nominating Committee: A nominating committee, chaired by the immediate past President, shall be comprised of the following: The president and one parent representative of each of the grades of the School. The Principal serves in a non-voting capacity. At least twice during the sixty (60) days prior to March 1st of each year, the Nominating Committee shall publish a notice requesting that members of Wilson Parent Pride interested in serving as an officer of the EC indicate their interest to the Nominating Committee. The Nominating Committee shall thereafter compile a list of nominees for each office; provide the Nominating Committee shall not be limited to those names received as a result of the publication of notice. The list of nominations shall be published at least two (2) times prior to them being submitted to the members of Wilson Parent Pride for ratification as provided in section 5.03 of these By-Laws.

No member of the nominating committee shall be slated for any office. Except for good cause, the Nominating Committee shall nominate for President the Current Vice President of Wilson Parent Pride and shall nominate for Chair of Fundraising the current Chair-Elect of Fundraising of Wilson Parent Pride.

Section 4.03 Ratification of Officers: The slate of officers, selected and presented by the Nominating Committee, shall be presented for ratification at the April Wilson Parent Pride meeting. The nominated officers shall be presented to the members and voted on as a “slate”, and not individually.

Section 4.04 Term of Officers: The President, Vice President, Secretary, Chair and Chair-Elect of Fundraising, and Volunteer Coordinator of Wilson Parent Pride shall hold office for a term of one (1) fiscal year, provided their successors are elected and qualified, or until such election and qualification of their successors in the event such election and qualifications shall extend beyond any such officer’s one (1) year term unless their services is sooner terminated by reason of death, resignation, removal, or other circumstance. The term for all officers, subject to the terms of these By-Laws, shall begin on July 1st and end on June 30th. The Term for the Treasurer shall be sixteen (16) months beginning on July 1st and ending on October 31st of the following year. The past Treasurer will help transition budgets, files, accounts and all related materials to the new Treasurer during the overlapping period.

Section 4.05 Resignation of Officer: Resignation by any officer shall be made in writing to the President or Vice President.

Section 4.06 Removal of Officer: The majority of the EC of Wilson Parent Pride may for good cause at any meeting declare the term of office of any officer or officers of Wilson Parent Pride at an end. Such officer or officers shall be replaced in conjunction with the terms of Section 5.07.

Section 4.07 Vacancies: Vacancies occurring in any office shall be filled by appointment by the President and shall become effective upon the approval of the EC at the next EC meeting after the vacancy occurs. In the event that the vacancy is that of the office of the President, then in such instance, the President-Elect shall succeed to the office of the President. In the event that the vacancy is that of the Chair of Fundraising, then, in such instance, the Chair-Elect of Fundraising shall succeed the position of Chair. Upon appointment of the President, in accordance with the terms and conditions of this Section, the President shall then appoint a new Vice President. All appointments made hereunder this section for the remainder of the vacated term only.

Article V: Executive Committee

Section 5.01 General Powers: The affairs of Wilson Parent Pride shall be managed by its Executive Committee.

Section 5.02 Membership: The Executive Committee (“EC”) shall consist of the officers identified in Section 4.01.

Section 5.03 Officers and Committee Chairpersons: EC individuals shall be nominated and responsible for the performance of duties as officers and committee chairpersons. Married couples may elect to share the responsibilities jointly. All references herein these By-Laws to “persons” when referring to an officer shall be considered as in the plural to the extent that such reference includes parents, step-parents, or guardians.

Section 5.04 Duties of Officers: The duties of each Officer of the EC shall be described as follows:

President: The duties of the President shall include:

- a) Preside at all Wilson Parent Pride meetings and EC meetings.
- b) Chair the nominating committee for the succeeding year.
- c) Have the authority to establish committees and appoint members to them, and to appoint standing and ad-hoc committee chairpersons.
- d) Have the authority to fill any vacancies occurring among the EC with the Majority approval of the EC.
- e) Have the authority to fill any vacancies among chairpersons.

- f) In conjunction with the rest of the EC, prepare an agenda for Wilson Parent Pride and EC meetings.
- g) Work with the Principal and have any newsletters, flyers, and/or notices approved by the Principal prior to distribution.
- h) Be the official representative of Wilson Parent Pride, when necessary.
- i) Be advisor to the EC of Wilson Parent Pride for the succeeding school year.
- j) Attend to such other matters as necessary and appropriate in the administration and performance of the office of President.
- k) Work with the Treasurer to prepare and manage an annual budget. The budget will reflect the fiscal year commencing July 1st and ending June 31st.
- l) Notify the School community of meetings and post a list of discussion items for the meetings.
- m) Review By-Laws and propose revisions as needed to the EC for approval and bring for vote to the general membership.
- n) Ensure that current By-Laws are available for any Wilson Parent Pride member.

Vice President: The duties of the Vice President shall include:

- a) Assume the duties and responsibilities of the President upon the event of the President's absence, disability, or resignation.
- b) Assist the President whenever possible.
- c) Attend all Wilson Parent Pride and EC meetings.
- d) Attend to and perform such other and further duties as are necessary and appropriate in the administration and performance of the office of Vice President.
- e) Review and be familiar with the By-Laws.

Secretary: The duties of the Secretary shall include:

- a) Attend all Wilson Parent Pride and EC meetings.
- b) Keep and prepare minutes of all Wilson Parent Pride and EC meetings.
- c) Keep a record of attendance at all Wilson Parent Pride and EC meetings.
- d) Conduct all correspondence as directed by the President and EC.
- e) Notify EC members of Wilson Parent Pride meetings, EC meetings, and special meetings, together with the agenda for all such meetings.

- f) Notify the Principal and the School office of all meeting dates and events for the year, together the respective agendas.
- g) Maintain the records and file of committee reports, minutes and correspondence.
- h) Maintain copies of these By-Laws and provide copies of the By-Laws to any member of Wilson Parent Pride so requesting a copy.
- i) Attend to such other matters as are necessary and appropriate in the administration and performance of the office of Secretary.
- j) Ensure minutes of Wilson Parent Pride meetings are made available via the school website, weekly newsletter and/or posted on a bulletin board.
- k) Review and be familiar with the By-Laws.

Treasurer: The duties of the Treasurer shall include:

- a) Attend all Wilson Parent Pride and EC meetings.
- b) Administer all Wilson Parent Pride monies and disperse funds as approved and directed by the EC.
- c) Be responsible for deposit of all monies belonging to Wilson Parent Pride, and to make such deposits within seven (7) days of the Treasurer's receipt, into the designated and approved bank account of Wilson Parent Pride.
- d) Make payment of all expenditures by check within seven (7) days of receipt.
- e) Secure two (2) bank authorized signatures on checks over one hundred dollars (\$100).
- f) Maintain financial records of all receipts and disbursements.
- g) Prepare and present a statement of finances at each meeting of Wilson Parent Pride and EC including but not limited to account balance and budget variances.
- h) Prepare an income and expense statements at the end of the Fiscal Year.
- i) Make an annual financial report, at Fiscal Year-end, to Wilson Parent Pride and EC which report shall include all gross receipts and disbursements for the year.
- j) In conjunction with the Vice President, develop a working budget for the upcoming school year.
- k) Keep Wilson Parent Pride and EC informed of expenditures as they relate to the budget adopted by Wilson Parent Pride.
- l) Be responsible for filling out and filing all necessary report forms required by government agencies.

- m) Attend to such other matters as are necessary and appropriate in the administration and performance of the office of Treasurer.
- n) Work with the incoming Treasurer to transition budgets, files, accounts and all related materials to the new Treasurer during the overlapping period.
- o) Review and be familiar with the By-Laws.

Chair and Chair-Elect of Fundraising: The duties of the Chair and Chair-Elect of Fundraising shall include:

- a) Attend all Wilson Parent Pride and EC meetings.
- b) Have the authority to fill any vacancies among fundraising committee chairpersons.
- c) Work with the principal and have any newsletters, flyers, and/or notices regarding fundraising activities approved by the principal prior to distribution.
- d) Manage fundraising activities in accordance with the approved budget.
- e) Turn over all cash and cash equivalents to the treasurer for deposit within seven (7) days of receipt.
- f) Prepare reports on each fundraising activity, including budget variances, for Wilson Parent Pride and EC meetings.
- g) Serve as advisor to the succeeding Chair of Fundraising.
- h) Provide a detailed summary of position report for self and all committee Chairs which describes responsibilities for the year and suggest improvements for subsequent years.
- i) Review and be familiar with the By-Laws.

Volunteer Coordinator: The duties of the Volunteer Coordinator shall include:

- a) Attend all Wilson Parent Pride and EC meetings.
- b) Have the authority to fill any vacancies among Class Room Parents.
- c) Work with the principal and have any newsletters, flyers, and or notices regarding volunteer activities approved by the principal prior to distribution.
- d) Manage volunteer activities in accordance with the approved budget.
- e) Turn over all receipts related to activities to the treasurer for deposit within seven (7) days of purchase.

- f) Prepare reports on each volunteer activity, including budget variances, for Wilson Parent Pride and EC meetings.
- g) Serve as advisor to the succeeding Volunteer Coordinator.
- h) Provide a detailed summary of position report for self and all committee Chairs which describes responsibilities for the year and suggest improvements for subsequent years.\
- i) Review and be familiar with the By-Laws.

Section 5.05 Meeting of EC: EC meetings shall take place when scheduled by the President, but shall be held not less than one (1) times during each semester of each school year for the transaction of such business as may come before the meeting. Meetings of the EC may also be called by written request signed by a majority of the members of the EC.

Section 5.06 Quorum: The act of a majority of the EC members shall be the act of the EC unless a greater number is specifically requires by a particular section of these By-Laws.

Article VI: Authority to Obligate Wilson Parent Pride

Section 6.01 Authority to Obligate: Notwithstanding anything contained in these By-Laws to the contrary, no member, officer, agent, EC member, or any other person shall by the authority, right, or power to obligate Wilson Parent Pride in any manner whatsoever without the express prior authorization of the EC.

Article VII: Budget and Financial Records

Section 7.01 Budget, Approval by Members: Prior to the first meeting of the OCC the President shall present a budget for approval by the members of the EC. Upon approval by the EC, the budget shall be presented for approval by all members of Wilson Parent Pride in attendance at the first meetings of Wilson Parent Pride held during the school year.

Section 7.02, Financial Records, Maintenance, & Review: The financial records of Wilson Parent Pride shall be maintained by the Treasurer. The books and records of Wilson Parent Pride shall be reviewed annually by a member of Wilson Parent Pride to be appointed by the President and approved by the EC. Such appointment shall not be a member of the EC.

Article VIII: Treasury and Finances

Section 8.01 Expenditure of funds, Authorization: Notwithstanding anything contained in the By-Laws to the contrary, no member, officer, agent, EC member, or any other person shall have the authority, right or power to expend any funds of, for, or on behalf of Wilson Parent Pride without the prior authorization of Wilson Parent Pride, as specified in section 7.01.

Section 8.02 Expenditures EC, Member Approval: The EC may authorize changes to the budget not to exceed fifty dollars (\$50) per item.

Section 8.03 Special or Non-Budget Expenditures: Expenditures which are not contained or otherwise covered within the annual budget, and which exceed twenty-five dollars (\$25), may

be made, provide that each such expenditure is presented as a separate item at a meeting of the EC.

Section 8.04 Operating Reserve: Notwithstanding the foregoing, there shall be established and maintained on an ongoing basis, an Operating Reserve equal to at least one hundred dollars (\$100). Such Operating Reserve may be used, only with the approval of a majority of the EC present at a meeting called for such purpose, to fund or pay for items and expenses to the extent amounts in the annual budget are insufficient thereafter. It is the intent of this provision that at no time whatsoever shall the Operating Reserve be allowed to fall below the amount mandated by the herein balance requirement.

Article IX: Indemnification

Section 9.01 Indemnification: Wilson Parent Pride shall indemnify any and all persons who at any time shall serve, or shall have served, as EC members or officers of Wilson Parent Pride, and their respective heirs, administrators and executors, against any and all expenses, including attorney's fees, judgments, fines and amounts paid in settlement before or after suit is commenced, which are actually and reasonably incurred by such persons in connection with the defense or settlement of any action, suit or proceeding in which he or she may be involved by virtue of having been an EC member or officer of Wilson Parent Pride which in the course of his or her duties as such EC member or officer, and are not a result of grossly negligent acts or intentional wrongdoing.

Section 9.02 Good Faith: The Indemnification provide in the foregoing paragraph is intended to afford full protection to all EC members and officers who have acted in good faith and in a manner reasonably believed to be in, and not opposed to, the best interested of Wilson Parent Pride and, with the respect to any criminal action or proceeding had no reason to believe his, her, or their conduct, was negligent, or otherwise unlawful.

Section 9.03 Other Indemnification: The foregoing indemnification provisions shall be and are in addition to any other rights to which those indemnified may be entitled under any agreement, resolution, or otherwise.

Section 9.04 No Personal Liability: The Indemnification provided in this Article shall be made to the extent of the assets and funds of Wilson Parent Pride and in no event shall members, officers, or employees of Wilson Parent Pride be personally liable to any extent whatsoever, for any such amount.

Article X: Committees

Section 10.01 Creation of Committee: The EC may from time to time, create such committees as it deems reasonable, consisting of such members of Wilson Parent Pride as the EC shall appoint. Such committees shall have the authority specifically delegated by the President of Wilson Parent Pride; provided, however, the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the President of EC of any responsibility imposed hereunder.

Section 10.02 Chairpersons: The President shall appoint all Committee Chairpersons with the approval of EC.

Article XI: Conduct of meeting-Rules of Order

Section 11.01 Conduct of Meeting, Rules of Order: All meetings shall be conducted in an orderly and businesslike manner, and shall be governed by Robert's Rules of Order as a guide, except when such rules or provisions are superseded by, or are in conflict with, these By-Laws or by specific policies voted upon and imposed by Wilson Parent Pride.

Section 11.02 Order of Business: The order of business at all meetings will be that indicated in the agenda.

Article XII: Contracts, Checks, Payments, Deposits and Funds

Section 12.01 Contracts: Subject to the provisions of Section 7.01 hereof, the EC may authorize any officer or officers, agent or agents, of the EC or of Wilson Parent Pride, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Wilson Parent Pride. Such authority may be general or confined to specific instances.

Section 12.02 Checks and Payments: All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of Wilson Parent Pride shall be signed by such officer or officers, agent or agents, of Wilson Parent Pride and in such manner as shall from time to time be determined by bank requirements. In the absence of such determination by the EC, such instrument shall be signed by the Treasurer and countersigned by an authorized officer of the EC.

Section 12.03 Deposits: All funds of Wilson Parent Pride shall be deposited in a timely manner to the credit of Wilson Parent Pride in such banks, trust companies, or other depositories as the EC shall select and direct.

Section 12.04 Gifts: The EC may accept, on behalf of Wilson Parent Pride, any contribution, gift bequest or devise for the general purposes or for any specific purpose of Wilson Parent Pride. The EC shall do everything possible to honor and follow the request, if any, of any person, persons, or entity making any such gift and directing a specific use or purpose for the gift.

Article XIII: Fiscal Year

Section 13.01 Fiscal Year: The fiscal year of Wilson Parent Pride shall begin on the first (1st) day of July and end on the thirtieth (30th) day of June of the following year ("Fiscal Year").

Article XIV: Amendment and Repeal

Section 14.01 Amendment: These By-Laws may be amended by the members of Wilson Parent Pride upon the affirmative vote of two-thirds of the members attending a meeting. Provided, however, that any such amendment shall have been submitted and proposed in writing, at least one (1) meeting previous of the meeting of Wilson Parent Pride at which the vote is to be taken. Proper notice of the intent to consider amending these By-Laws must be given to the membership in compliance with the provisions of Section 3.06.

Section 14.02 Repeal: These By-Laws may be repealed by the members of Wilson Parent Pride upon the affirmative vote of two-thirds of the members attending a meeting. Provided, however, that any such repeal of an Article or Section shall have been submitted and proposed in writing, at least one (1) meeting previous to the meeting of Wilson Parent Pride at which the vote is to be taken. Proper notice of the intent to consider any such of a By-Law must be given to the membership in compliance with the provisions of Section 3.06.