



Bylaws

Article I: Name

High Tech High North County Parent Association (HTHNC PA)

Article II: Purpose

The purpose of this association is:

1. To engage in activities, which provide encouragement, leadership, and assistance to High Tech High North County, so the school can reach its goals and objectives.
2. To encourage participation in school activities.
3. To facilitate communication between home and schools, and between the High Tech Parent Associations.
4. To promote the recognition of High Tech High North County in the community.

Article III: Membership

SECTION 1. MEMBERSHIP Each parent or guardian, or adult family member of a qualifying student shall be a member. A qualifying student is a student currently enrolled and attending High Tech High North County.

SECTION 2. VOTING RIGHTS OF MEMBERS Each member shall have one general membership vote at the general membership meetings.

SECTION 3. TERMINATION OF MEMBERSHIP Membership, including voting rights, will terminate once the qualifying student is no longer enrolled or attending High Tech High North County.

Article IV: General Membership Meetings

SECTION 1. MEETING NOTICE The HTHNC PA Board of Directors shall provide email notice using the database maintained by the school's Student Information Systems (SIS) administrator, at least ten days in advance, for all general membership meetings. Notices will also be published on the website. Such notice will include the place, day, and hour of the meeting, the agenda listing the general business to be conducted at the meeting, and any other information required by these bylaws. There will be a minimum of two general membership meetings in a school year, one to be held during the first semester of the school year and one to be held in the second semester near the end of the school year at which time the election of Officers for the following year will be held.

Article V: Board of Directors

SECTION 1. GENERAL POWERS The affairs of the HTHNC Parent Association shall be managed by its Board of Directors. The powers of the Board of Directors will include any other powers permitted by law and not delegated to specific Officers of the HTHNC PA or to the membership by these bylaws.

SECTION 2. NUMBER The number of Directors shall not be less than five (5) and not more than nine (9), the exact number to be fixed from time to time by resolution requiring a majority vote of the then authorized and acting Directors. The initial authorized number of Directors shall be seven (7) until changed by the Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of said Director's term of office, unless a Director is affirmatively removed as herein provided.

SECTION 3. ELECTION AND TERM OF OFFICE The Board of Directors shall be comprised of the elected Officers (President, Vice-President, Secretary, Treasurer, and Parliamentarian) with any remaining Director positions filled by appointment by a majority vote of the then authorized and acting Directors. The President, Vice-President, Secretary, Treasurer, and Parliamentarian of the HTHNC Parent Association shall be elected by the general membership at the yearly election meeting held near the end of the school year according to the terms in Article VI. The persons eligible for appointment to the Board as the remaining Directors shall be concurrently serving as Committee Chairpersons, with preference given first to Communications chair, second vacancy to Fund Raising chair, and then all others by majority vote of the then authorized and acting Directors. Except in the case of Directors filling vacancies of a Director, each Director will hold office for a term of one year with his or her term beginning July 1st and ending the following June 30th. Elected Officers of the HTHNC PA may serve no more than two consecutive terms in a position.

SECTION 4. VACANCIES

- 4.1 Events causing vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: (a) the death or resignation of any Director; (b) the vote to remove a Director as required in Article VII by a majority of the Directors then in office or members as required to remove a Director; (c) an increase in the authorized number of Directors; or (d) the failure to elect the number of Directors to be elected at a meeting at which any Director or Directors are to be elected.
- 4.2 Resignations. Any Director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.
- 4.3 Vacancies filled by Directors. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors then in office, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 5. REGULAR MEETINGS Regular Board meetings shall be held monthly or at the discretion of the Board of Directors of the Association. General members are welcome to attend the regular meetings of the Board of Directors but do not have a vote.

SECTION 6. SPECIAL MEETINGS Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors and shall take place at a time and place chosen by the President or at a time and place designated in writing by a majority of the Directors. The Board of Directors may close these meetings to the general membership, and general members will not have a vote unless business is being conducted for which a general membership vote is required by law or by these bylaws.

SECTION 7. NOTICE Notice of any regular meeting is not required but may be published on the website or via email blast as requested by the Board. Notice of any special meeting of the Board of Directors shall be given at least forty-eight (48) hours in advance by email, or telephone, to each

Director at his or her contact information as shown by the records of the Association. Notice of any special meeting will also be given to the general membership, if they are required to attend. Such notice to the general membership shall also be given at least forty-eight (48) hours in advance by publication on the web-site and via email blast. The special notice shall include the time, date and place of meeting and the business to be discussed. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 8. QUORUM A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. A Director may give his or her proxy in writing or email to another Director so a quorum can be reached.

SECTION 9. MANNER OF ACTING The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

SECTION 10. INFORMAL ACTION BY DIRECTORS Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing or via e-mail, setting forth the action so taken, is signed by all of the Directors. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

SECTION 11. COMPENSATION Directors as such shall not receive any compensation for their services. However, the Board of Directors may approve reimbursement of actual and necessary expenses incurred in the conduct of HTHNC PA's business.

Article VI: Officers of the HTHNC PA

SECTION 1. OFFICERS OF THE HTHNC PA The Officers of the HTHNC Parent Association shall be a President, a Vice-President, a Secretary, a Treasurer, and a Parliamentarian. Such Officers of the HTHNC PA shall also serve on the Board of Directors. Any number of offices may be held by the same person, except that the President may not serve concurrently as any other Officer. The Officers shall be elected by a majority of the general membership at the yearly election meeting held near the end of each school year.

SECTION 2. NOMINATIONS AND ELECTIONS

2.1 Nominations committee creation and duties. A nominating committee will be annually appointed by the Officers of the HTHNC PA at the March Board meeting. The nominating committee will consist of five (5) Officers and at least one (1) current Board member. The chair of the committee will be selected at their first (nominating committee) meeting. Their duties will consist of the following:

- (a) The committee will solicit (via email, voice mail, or flyer) nominations from the general membership for Officers of the HTHNC PA.
- (b) The committee shall nominate at least one candidate for each office.
- (c) The committee will present the slate to the general membership at least one week before the last meeting of the school year by email and by posting on the PA website. The election will be held at that meeting.
- (d) Additional nominations, if any, will be received from the floor on that evening.

- (e) The committee will count the ballots with its chair and HTHNC PA secretary.
- 2.2 Nominations procedures. The Nominations Committee will solicit nominations from the membership as follows:
- (a) The nominations must be submitted in writing to the Nominating Chair or Secretary at least two weeks before the annual general membership meeting, which is the last meeting of the school year.
 - (b) Nominations may also occur from the floor during the election meeting. All nominations from the floor must be accompanied by a signed statement or a verbal agreement at the time of nomination from the nominee stating in writing that he or she will serve if elected.
- 2.3 Elections. The Officers shall be elected by the majority of members who are present at the general membership meeting which is the last meeting of the school year. Each member present shall have one vote for each office.

SECTION 3. TERM Except in the case of Officers filling vacancies, each Officer will hold office for a term of one year with his or her term beginning July 1st and ending the following June 30th. Officers of the HTHNC PA may serve no more than two consecutive terms in a position.

SECTION 4. VACANCIES

- 4.1 Events causing vacancy. A vacancy shall be deemed to exist on the occurrence of the following: (a) the death or resignation of any Officer; (b) the vote to remove an Officer as required in Article VII by a majority of the Directors then in office or members as required to remove a Officer; or (c) the failure to elect an Officer at the general membership meeting at which the Officer was to be elected.
- 4.2 Resignations. Any Officer may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of an Officer is effective at a future time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective. Any resignation of an Officer shall also effectively remove that Officer from the Board of Directors, since the Board of Directors is composed of the then authorized and acting Officers.
- 4.3 Vacancies filled by Directors. Any vacancy may be filled by the affirmative vote of a majority of the remaining Directors then in office, though less than a quorum of the Board of Directors. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 5. PRESIDENT The President is the principal executive Officer of the Association in charge of carrying out the resolutions of the Board of Directors and shall, in general:

- Supervise or carry out all of the business and affairs of the Association including contracts, publications, events, and meetings, except where the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the HTHNC Parent Association.
- He or she shall maintain appropriate, complete, and accurate records and in general perform all other duties as may be prescribed by the Board of Directors from time to time.
- Co-sign all checks of the HTHNC Parent Association.
- Be an ex-officio member of all committees except the nominating committee and shall be invited to attend all meetings. The President shall receive minutes or reports from all committee meetings.
- Shall serve on the Presidents Council of the HTH schools.

SECTION 6. VICE PRESIDENT The Vice-President shall assist the President.

- In the absence of the President, the Vice-President shall discharge the duties of the President.
- If the President is unable may co-sign all checks of the HTHNC PA.
- Shall serve on the Presidents Council of the HTH schools.

SECTION 7. SECRETARY The Secretary shall be responsible for the keeping of the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose. In addition the secretary will:

- See that all notices are duly given and when required by these bylaws or the law.
- Receive ballots and record the result of a vote for an election or bylaws change.
- Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors.
- The Secretary shall endeavor to keep all copies of membership records under his or her custody at a location other than that of the schools office so that a fire would not destroy both the original records and their copies.
- Shall rotate secretarial note taking of the Presidents Council.

SECTION 8. TREASURER The treasurer will handle all financial matters of the HTHNC PA and will:

- Provide financial reports on a monthly basis and a yearly summary to the HTHNC PA.
- Provide financial reports bi-annually, January 15 and June 30, to the HTH Foundation CFO.
- Sign Association checks with another designated Board member.
- Chair the budget Committee.
- Will facilitate an audit of the books as required by the HTH Foundation CFO; such an audit would be paid for by the HTHNC PA.
- Perform such other duties as from time to time may be assigned to him or her by the Board of Directors.
- Be custodian of the HTHNC PA's financial records.

SECTION 9. PARLIAMENTARIAN The Parliamentarian shall be responsible for:

- Maintaining present bylaws. Original bylaws and all amendments to the bylaws.
- Advise the President and the Executive Board of correct Parliamentary Procedure.
- Arranging the first meeting of the Nominating Committee and be available to advise the committee on Parliamentary procedure.

Article VII. Removal of Officers, Directors or Members.

The process of removal of an Officer, Director or member may be initiated by the Board of Directors when a quorum is present at any regularly scheduled meeting or special meeting. A simple majority is necessary to initiate the process of removal. Upon initiation, the Secretary will utilize United States registered mail to notify the individual and utilize the normal means to notify the general membership that the recommendation for removal of the individual from his or her position will be discussed and voted upon at a special meeting or the next regularly scheduled general meeting of the Parent Association for which the necessary ten (10) day advance notice is available. A majority of 55% of the general membership in attendance at the general meeting is required to remove the individual

Article VIII: Committees of the HTHNC PA

SECTION 1. The Board of Directors may designate one or more committees, either standing or special, to serve at the pleasure of the Board but which do not have the powers of the Board. The President, with the approval of the Board, shall appoint members to serve on such committees, and shall designate the committee chairperson. Each member of a committee shall continue as such until

the next annual election of Officers and until his or her successor is appointed, unless the member sooner resigns or is removed from the committee.

SECTION 2. Meetings of a committee may be called by the President, the chairperson of the committee or a majority of the committee's members. Each committee shall meet as often as necessary to perform its duties. Notice of a committee meeting may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of a meeting. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. Each committee may keep minutes of its proceedings and shall report periodically to the Board. A committee may take action by majority vote.

SECTION 3. Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the President. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The chairperson may, with prior approval of the Board, remove any appointed member of a committee. The President, with the Board's approval, shall appoint a member to fill a vacancy in any committee or any position created by an increase in the membership for the unexpired portion of the term.

Article IX: Books and Records

The HTHNC PA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings and Board of Directors. Such records will be kept in the custody of the President or Secretary. All books and records will be forwarded to the incoming Officers before the new school year. All books and records of the HTHNC PA may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

Article X: Fiscal Year

The fiscal year of the corporation shall begin on the first day of July after the last general meeting of the year and end on the last day of June in each year.

Article XI: Amendments to Bylaws

Except as otherwise required by the provisions of these bylaws or by law, these bylaws may be amended or repealed, and new bylaws may be adopted, by a majority vote of the Board of Directors. Notwithstanding the preceding sentence, these bylaws may only be amended by a majority vote of members in the following circumstances:

- (a) The proposed amendment will change the number of fixed Directors or extend the term of the Directors;
- (b) The proposed amendment will materially and adversely affect the rights of the members;
or
- (c) The proposed amendment will repeal, restrict, create or expand proxy rights or cumulative voting rights of members.

If a member vote is required, the vote may take place at either a special general membership meeting called for that purpose or at the next scheduled general membership meeting. A simple majority vote of the general membership in attendance at the general meeting shall be required to amend the bylaws. Notice of the general membership meeting in which a motion will be made to amend the bylaws shall be provided at least 10 days prior to the meeting, in the usual manner and form (containing the date, time and place of the meeting) along with a copy of the proposed changes to the bylaws.

Article XII: Miscellaneous

SECTION 1. PARLIAMENTARY AUTHORITY Roberts Rules of Order, Revised, shall govern this HTHNC Parent Association on all issues not covered by these bylaws.

SECTION 2. STANDING RULES There shall be standing rules as may be necessary to provide detailed policy and procedure for all the functions of this Association, provided such rules are not in conflict with these bylaws. Such rules may be adopted, amended or rescinded by a simple majority vote of the Board of Directors.

Article XIII: Dissolution

On dissolution of the High Tech High North County Parent Association, any funds remaining shall be distributed to High Tech High North County, its successor organization or High Tech High Foundation. If none of these organizations exist, then the funds remaining shall be distributed to one or more educational organizations selected by the sitting Board of Directors at the time of dissolution.