

BY-LAWS OF RIDGE HSA INC.

ARTICLE I: NAME

The name of the corporation will be the Ridge HSA Inc. (hereinafter “the Foundation”).

ARTICLE II: MISSION AND PURPOSES

The mission of the Foundation is (1) to provide for closer relationships among parents of children attending Ridge School, in Ridgewood, New Jersey and the teachers and administrators of Ridge School, (2) to raise funds to enhance the educational opportunities of students attending Ridge School and (3) to foster and promote innovative approaches for excellence in education at Ridge School.

Therefore, the purpose of the Foundation is:

To encourage, solicit, seek and accept contributions of services and of money and property, real and personal, tangible and intangible, restricted, designated or unrestricted, and to maintain, use and apply the whole or any part thereof (income and principal) to or for the benefit of public school children attending Ridge School.

To seek, and to assist others to seek, grants, endowments and other contributions from individuals, corporations, foundations, and local state and federal governments, their agencies or commissions.

To enter into contracts with other persons and corporations under which the Foundation would carry out any and all of the above activities for the Foundation.

To carry on any activity and to deal with and expend any such property or income there from for any of the foregoing purposes, without limitation, except such limitations, if any, imposed upon the use of such property, or any portion thereof, by the donor, the Certificate of Incorporation, or any other limitation prescribed by law, provided that no activity shall be such as is not permitted by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and contributions to which are deductible under Section 170(c)(2) of such Code, and that the Foundation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in, or participate in, any political campaign on behalf of any candidate for political office, and provided further that no part of the net earnings of this Foundation shall go or inure to the benefit of any member, director or private individual.

ARTICLE III: MEMBERS

3.1 Qualification of Members. All parents and legal guardians of children enrolled at Ridge School and all teachers and administrators of Ridge School shall be Members of the Foundation. Contributions and membership dues will be solicited from Members, but are not required to be paid in order to maintain membership.

3.2 Meetings. Meetings of the Members of the Foundation shall be held at least once annually. An Annual Meeting of Members of the Foundation will be held for the purpose of electing the Board of Trustees and officers of the Foundation. The Board of Trustees or the President may call other meetings of the Members for any purpose. All meetings of Members shall be preceded by a notice of meeting given or

published at least (10) days prior thereto. At each meeting of the Members, business shall be conducted by those Members present (no minimum number shall be required to constitute a quorum). The vote of a majority of the Members present shall be necessary to approve any matter brought before the meeting.

3.3 Voting Rights. Each Member of the Foundation shall have the right to cast one vote on any matter brought for vote before the Members. No Member may appoint a proxy to cast his or her vote.

ARTICLE IV: BOARD OF TRUSTEES

4.1 Powers and Duties:

A. Between meetings of the Members, all corporate powers of the Foundation shall be exercised by, or under the authority of, the Board of Trustees.

B. Between meetings of the Members, the business, property and affairs of the Foundation shall be managed by the Board of Trustees, which shall have and may exercise all the powers of the Foundation to do all such lawful acts and things as are not by law or by the Certificate of Incorporation or other certificate filed pursuant to law, or by these By-Laws, expressly prohibited.

4.2 Initial Board of Trustees: The Initial Board of Trustees shall consist of the persons named in paragraph 5.01 of the Certificate of Incorporation.

4.3 Number of Trustees. The Board of Trustees shall consist of eighty (80) Members; however should the number of Trustees fall below eighty (80), the Board of Trustees may continue to carry on the business and activities of the Foundation and shall exercise best efforts to add Trustees so that the entire Board members equal at least eighty (80).

** Proposed change

4.4 **Number of Trustees. The Board of Trustees shall consist of forty (40) Members; however should the number of Trustees fall below forty (40), the Board of Trustees may continue to carry on the business and activities of the Foundation and shall exercise best efforts to add Trustees so that the entire Board members equal at least forty (40). ** Proposed change 2016 to replace the 80 with 40 to reflect the current foundation volunteer opportunities and size of the school.**

4.5 Manner and Selection and Terms of Office:

A. The Initial Board of Trustees shall serve until the first Meeting of the Board of Trustees, at which time additional Trustees shall be appointed by the Initial Board of Trustees to fill all vacancies on the Board of Trustees.

B. Thereafter, at each Annual Meeting of the Members, the Foundation's Board of Trustees shall nominate a new set of officers for the Foundation. The Members of the Foundation shall vote on the Officers so nominated.

4.5 Resignations. Removal from Office, and Vacancies:

A. Any Trustee may resign at any time by written resignation delivered to the President of the Foundation.

B. After thirty (30) days' prior written notice, and after an opportunity to be heard on the issues, any Trustee may be removed from office, with or without cause, by the affirmative vote of a majority of the entire Board of Trustees.

C. All vacancies may be filled by a majority vote of the remaining Trustees then in office. Trustees to fill vacancies shall be chosen from a slate submitted by the Nominating Committee thirty (30) days in advance of the election to fill a vacancy. Nominations may also be accepted from the floor. Any Trustee chosen to fill a vacancy shall be elected only for the unexpired term of the vacating Trustee.

4.6 Meetings: Quorum: Action in Lieu of Meeting:

A. Meetings of the Board of Trustees shall be called by the President not less frequently than three times in each year. At least five (5) days written notice of each meeting shall be given to each Trustee. The term of the Board of Trustees shall be from June through May of each year.

B. The presence of one-half (1/2) of the entire Board of Trustees (or, if there is then an odd number of Trustees then in office, the presence of fifty percent (50) of the entire Board of Trustees) shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board of Trustees. At any meeting “**where**” less than a quorum is present, voting by absent Trustees may take place in person, by e-mail, telephone or similar media, now known or hereinafter invented on any action proposed at the meeting. Trustees present at the meeting will vote by a show of hands. The Secretary will send an e-mail stating the proposed action to absent Trustees who have provided an accurate e-mail address. Absent Trustees will have no less than five days from the date of the e-mail to vote. After 5 days, as soon as votes are obtained from enough Trustees to constitute a majority of Trustees voting, first counting the votes obtained from those present at the meeting voting will be deemed complete. Trustees will be notified of the status of the motion through the published minutes of the meeting. A list of Trustees voting but absent will be included in the minutes to signify that votes were counted from Trustees not attending the meeting. The act of majority of those voting, whether in person or by other means, when a quorum has been reached, shall be the act of the Foundation except as may be otherwise specifically provided by statute. At any meeting where less than a quorum is present, a majority of the Members present may adjourn any such meeting of the Board of Trustees from time to time without notice. Except as otherwise set forth in these bylaws, all meetings of the Board of Trustees shall be governed under rules contained in the latest edition of Roberts' Rules of Order, Revised. **** Proposed change 2016 Correcting a typo- “were” should read “where”**

C. Any action may be taken at any meeting by the board of Trustees without a meeting, if prior to such action a written consent thereto is signed by all of the trustees and such written consent is filed with the Secretary of the Foundation.

D. For every pending action each trustee shall be entitled to one vote either in person or by e-mail, telephone or similar media.

4.7 No Compensation. No Trustee shall receive any compensation, directly or indirectly, for services as a Trustee of the Foundation. However, the Board of Trustees shall permit reimbursement of any reasonable expenses that may have been incurred by the Trustees when connected to the operation of the Foundation.

ARTICLE V: OFFICERS

5.1 Notification of Officers. The officers of the Foundation shall be a President, a Vice-President, a Volunteer Coordinator, a Secretary, a Treasurer, an Assistant Treasurer, and a Planning and Development Coordinator and such other officers as the Board of Trustees may from time to time determine.

5.2 Terms and Elections of Officers:

- A. The officers shall be elected at the Annual Meeting of the Foundation each year and shall hold office for one (1) year term or until their successors are elected.
- B. The Vice-President shall serve one year in that office and shall automatically succeed to a one year term as President. The Assistant Treasurer shall serve one year in that office and shall automatically succeed to a one year term as Treasurer.
- C. Amended in June 2012 to read: Vice-President, Assistant Treasurer, Volunteer Coordinator, Planning and Development Coordinator and Secretary shall be elected each year. Each shall serve one year, except that the Planning and Development Coordinator will have the option to extend Her term for one additional year.
**** Proposed changes in 2016 - Correction "her" to "his/her"**
- D. Any Member is eligible to hold office, but no person shall hold more than one office at a time, and no one shall be eligible to succeed him/herself for the same office.
- E. Nominations shall be made either by the Nominating Committee or by any Member at the Annual Meeting. No Member may be nominated for any office by other than the Nominating Committee unless the Member making the nomination submits to the Secretary of the meeting a written consent to serve if elected, signed by the person nominated.
- F. Voting shall be by hand, except that where there is only one candidate for any office, the President shall direct the Secretary to cast one ballot for the election of such candidate.
- G. The Board of Trustees shall have power to elect an officer to serve for the remainder of the unexpired term of the previous holder of any office in which a vacancy occurs.

5.3 Powers and Duties of Officers:

- A. The officers, agent and employees of the Foundation shall perform duties and exercise the power usually incident to the offices or positions held by them respectively and/or such other duties and powers as may be assigned to them from time to time by the Board of Trustees or the President.
- B. The President shall preside at all meetings; shall have and exercise general charge and supervision of the affairs of the Foundation; and shall do and perform such other duties as may be assigned to him or her by the Board of Trustees. The President shall serve as a non-voting, ex officio member of all committees, with the exception of the Nominating Committee or other committees designated by the Board of Trustees. The President or his/her delegate shall represent the Foundation at all meetings of the Federated Home and School Association.
- C. Amended in 2012 to read: At the request of the President or in the event of his or her absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by Law, the Vice President shall have such other powers as the Board of Trustees may determine, and shall perform such other duties as may be assigned by the Board of Trustees. The Vice president shall, in conjunction with the Enrichment Chair and Committee, investigate and assess

current and potential enrichment programs funded by the Friends of Ridge Campaign and make Recommendations regarding same to members of the Foundation.

D. The Volunteer Coordinator shall be in charge of volunteer services; shall publish and distribute a volunteer input sheet annually; shall distribute lists of potential volunteers and shall study new areas for volunteer involvement.

E. The Secretary shall have charge of such books, documents and papers as the Board of Trustees may determine and shall have the custody of the corporate seal. The Secretary shall perform all the duties incident to the office of Secretary subject to the control of the Board of Trustees, and shall do and perform such other duties as may be assigned by the Board of Trustees.

F. The Treasurer shall have the custody of all funds, property and securities of the Foundation, subject to such regulations as may be imposed by the Board of Trustees. Checks in amounts less than \$2000 may be signed solely by the Treasurer. Checks in excess of \$2000 must be signed by the Treasurer and by one other officer. *****Proposed Change below to clarify roles :**

The Treasurer and Assistant Treasurer (hereinafter "the Treasurers") shall maintain custody of all funds, property and securities of the Foundation. The Treasurers' responsibilities include, but are not limited to: keeping complete and accurate books and records; maintaining and balancing the Foundation's checking account(s); paying all invoices and expenditures as approved in the budget; presenting a monthly treasurer's report at each meeting of the Members which details all expenses and income and gives the current bank balance(s); filing all reports and tax returns required by federal, state or local law; preparing a budget for the following fiscal year with the assistance of the other Officers; presenting the budget to the Members at the April meeting and coordinating the voting process for approval of the budget at the May meeting of the Members; and performing such other duties as the President may assign. For internal control purposes, it is recommended that only the Assistant Treasurer, President and Vice President be listed as signatories on the bank account(s) of the Foundation, while the Treasurer has sole access to bank statements and bank reconciliations. Checks in amounts less than \$2,000 may be signed by one signatory. Checks in the amount of \$2,000 or more must be signed by two signatories.

G. The Assistant Treasurer shall assist the Treasurer in the duties of the Treasurer's office and shall do and perform such other duties as may be assigned by the Board of Trustees. ***** Proposed change 2016 to delete this note entirely which would change H below to G**

H. The Planning and Development Coordinator shall preside at all meetings of the Planning and Development Committee. The Coordinator shall report to the Trustees the findings and recommendations of the Committee on the issues of long range fundraising plans and objectives.

ARTICLE VI: COMMITTEES OF THE BOARD OF TRUSTEES

6.1 Executive Committee. The Executive Committee shall be composed of the officers of the Foundation and the principal of Ridge School. The Executive Committee shall meet at the call of the President and/or any officers of the Foundation to conduct the affairs of the Foundation between meetings of the Board of Trustees. Any and all action taken by the Executive Committee shall be subject to ratification by the Board of Trustees of the Foundation.

6.2 There shall be a Nominating Committee and such other standing or special committees as the Executive Committee shall determine from time to time.

6.3 The Nominating Committee shall consist of five Members. Three Members, including one designated as chairperson, shall be elected by the Members at the Annual Meeting; two additional

Members shall be appointed by the President prior to the first meeting of the Nominating Committee. The Nominating Committee shall give notice to the Board of Trustees prior to its first meeting. They shall circulate the slate in advance and recommend to the Members at the Annual Meeting candidates to succeed the officers whose terms expire in such year for such offices as shall be up for election in such year. They shall also nominate three Members for the Nominating Committee which shall include one returning Member from the preceding year's Nominating Committee when possible, the Past President of the Foundation when possible and one other Member of the Foundation. One of them shall be designated as chairperson by the Nominating Committee. No one from the Nominating Committee may be placed in nomination for the Executive Committee for the following year.

6.4 The President, with the approval of the Executive Committee, shall appoint the chairperson of all standing and special committees except the Nominating Committee. At the next meeting of the Board of Trustees following the appointment of a committee chairperson, the President shall announce the appointment, state the duties of the committee and state whether the committee is a standing or a special committee. All such announcements shall be recorded in the minutes of such meeting.

6.5 The chairpersons of all standing and special committees shall appoint such additional members to their respective committees as they shall determine to be necessary or desirable. The chairpersons of Special Committees shall report to the Secretary the names of all committee members appointed by them.

6.6 All Trustees shall keep a record of their duties to be passed on to each new committee chairperson.

ARTICLE VII: INDEMNIFICATION OF TRUSTEES AND OFFICERS

Each Foundation Trustee and Officer, whether or not then in office, and his or her heirs, executors administrators and assigns, shall be indemnified by the Foundation against all costs and expenses reasonably incurred by or imposed upon him or her, or his or her estate in connection with or resulting from any action, suit, proceedings civil or criminal, to which he or she or his or her estate shall or may be a party, or with which he, she or it shall or may be threatened by reason, directly or indirectly of his or her being or having been a Trustee or Officer of the Foundation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for malfeasance or gross negligence in the performance of his or her duty as such Trustee or Officer, and shall also be indemnified against any costs or expenses reasonably incurred by or imposed upon him or her, or his or her estate, in connection with or resulting from the settlement of any such action, suit, or proceeding in which such Trustee or Officer was not liable for malfeasance or gross negligence in the performance of his or her duty as a Trustee or Officer. The costs and expenses against which any such Trustee or Officer shall be indemnified shall be those actually paid or for which liability is actually incurred, irrespective of whether such costs or expenses are taxable costs as defined or allowed by statute of rule of court. A Trustee or Officer shall not be deemed to have been liable for malfeasance or gross negligence in the performance of his or her duty as a Trustee or Officer as to any matter wherein he or she relied upon the opinion or advice of legal counsel selected by the Board of Trustees or acting in any such matter for the Foundation. Such rights of indemnification shall be in addition to any other right with respect to any such costs and expenses to which such Trustee or Officer may otherwise be entitled against the Foundation or any other person.

This Article VII shall be construed to provide Trustees and Officers of the Foundation with indemnification to the fullest “**extent**” provided or permitted by law, regardless of whether a Trustee or Officer claiming indemnification for expenses “**or**” liabilities incurred by or imposed upon him by reason of his services as such continues to so serve at the time the expenses or liabilities are incurred. **

Proposed change 2016 - Correcting a typo “extend” should read “extent” and “of” should read “or”

ARTICLE VIII: AMENDMENTS:

The By-Laws of the Foundation may be amended by majority vote of all Members attending any meeting of Members of the Foundation provided notice of the character of the proposed amendment shall have been given to the Members at least ten (10) days before such amendment is voted upon. Such amendments shall be consistent with the purpose, objectives and intentions of the Foundation.

ARTICLE IX: DISSOLUTION

Upon the dissolution or other termination of the Foundation, no part of the property of the Foundation or any of the proceeds shall be distributed to or inure to the benefit of any of the Members, Trustees or Officers of the Foundation, but all such property and proceeds, subject to the discharge of valid obligations of the Foundation, shall be distributed exclusively to Federal, State or local government bodies or to other charitable or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.