

## **Bylaw Amendment Committee Report**

Dec. 7, 2011

### **Bylaws Committee consists of:**

Pam Rich, Rachel Sing, Kim Van Hoesen, Marjorie Stamper-Kurn, Karen Degalan, Lisa Harper

### **Summary:**

After the last RPA meeting of Oct. 5, 2011, we voted on the bylaws, and the result was a tie. Dayna invited recommendations for amendments and scheduled a meeting to amend the bylaws. The above people prepared possible amendments and brought these to the meeting. We met on Nov 2, with Marta Senz moderating. It was clear that more than one hour was needed to address some of the concerns. A committee was formed (members listed above) to amend the bylaws officially and present a draft at the December 7th RPA meeting.

The bylaws committee has meet several times since then, and are presenting the results of our efforts at this RPA meeting on Dec. 7, 2011.

### **The Amended Bylaws:**

These are the result of many hours of close work by all the members of the Committee. We sought to capture the spirit of the inclusiveness, volunteerism and cooperation that we have experienced within the RPA over the past 5 years.

### **Salient Differences:**

Mission statement. The mission statement of the RPA has been (present in the RPA binder): The purpose of the RPA is to promote our children's education by supporting the parents, students, and staff at Raskob Day School. We have kept this mission statement and added: We achieve this by fostering volunteerism among parents; fundraising and securing resources; community building; facilitating communication; providing staff appreciation; and furnishing parent education and support..

Membership: All parents are automatically members of the RPA. Faculty and Staff are not members.

Officers: The names and roles of the officers has been modified, reflecting the past structure of the RPA, and the work of last year.

### **Moving forward:**

I suggest that we all read these amended bylaws, and submit suggestions. Then they go out in the Thursday notes to the whole parent population for a two week comment period. Then a revised final version will be sent out with a date for voting.

### **Proposed Amended Bylaws Phase In Plan**

**Phase I:** The following elements of the amended Bylaws go immediately into effect with approval of amended Bylaws:

Article I in its entirety.

Article II in its entirety.

Article III: Except for Section 3.

Article IV: Except for Sections 1 through 7 – current RPA officer roles, nomenclature, and individuals will remain in place. RPA officer structure, nomenclature, and role descriptions will be announced as part of the nominations-elections announcement is made and a ballot is created. Sections 1 – 7 will go fully into effect as of July 1, 2012.

Article V in its entirety.

Article VI: Except for Sections 5 – 9; new Standing Committee names and descriptions will be announced at the time of nominations for next year's officers.

Article VII in its entirety.

**Phase II:** The following elements will go into effect on the First Monday in March, 2012:

Article III, Section 3 (Composition of Executive Team). The composition of the Executive Team as amended in the Bylaws will be announced in weekly Notes in March, 2012 and a flyer sent home in conjunction with the commencement of the RPA Officers nomination and election process for 2012-2013.

Article IV: Sections 1 through 7. The RPA officer structure, nomenclature, and role descriptions set forth in the amended Bylaws will be announced in March, 2012 as part of the nominations-elections announcement is made and a ballot is created. Sections 1 – 7 will go fully into effect as of July 1, 2012.

Article VI: Sections 5 – 9; new Standing Committee names and descriptions will be announced in March, 2012 at the time nominations are solicited for RPA officers 2012-2013. General membership will be invited to volunteer for an array of positions and committees, in addition to the Officer positions.

**Raskob Day School**  
**Parent Association Bylaws**

These Amended and Restated Bylaws amend and supersede in their entirety all prior bylaws of the Raskob Parent Association.

**ARTICLE I**  
**General**

- Section 1     Name: The name of the parent association shall be Raskob Parent Association (known as the "RPA").
- Section 2     Intent: These bylaws are meant to govern and otherwise provide guidelines for RPA activities. The Bylaws should be read and reviewed at least annually by all officers and members to provide continuity and integrity to the RPA year to year.
- Section 3     Purpose: The purpose of the RPA is to promote our children's education by supporting the parents, students, and staff at Raskob Day School. We achieve this by fostering volunteerism among parents; fundraising and securing resources; community building; facilitating communication; providing staff appreciation; and furnishing parent education and support.
- Section 4     Scope of authority: The RPA is consultative with respect to policies at Raskob Day School in that it cannot make decisions binding on the education program without approval of Raskob's Executive Director and the school administration.

**ARTICLE II**  
**Membership**

- Section 1     Members: All parent/guardians of students enrolled at Raskob Day School are automatically members of the RPA's general membership.
- Section 2     Dues: Dues are not required for RPA membership. A suggested donation to the RPA by each family will be encouraged each year at an amount determined by the incoming Executive Team.
- Section 3     Meeting of members: All general membership is welcome to participate in the regularly scheduled meetings of the RPA Executive Team. In addition, at least two of the ET meetings during the year will be designated specifically for important general membership matters such as an introduction to the RPA and its Executive Team; ET elections; etc. All meetings shall be held at a time and location to be determined by the Executive Team.
- Special meetings of the general membership may be called by the Executive Team or any four or more officers, who shall notify all other officers prior to giving notice to the general membership.
- Publicizing meetings: Notice of all meetings of the general membership shall be given via email by the Secretary as soon as possible, and not less than 72 hours prior to the meeting.
- Quorum: In order to have a quorum at a meeting designated as specifically for the general membership (to address such important matters as the RPA budget, changes in the Executive Team, etc.), no less than 10% of the general membership must be present.
- However, the RPA may conduct business at a meeting of the general membership that lacks a quorum; and a vote of a majority of the members present at any such meeting

shall constitute an act of the RPA, provided any decision or action taken must be ratified by a written vote by a majority of respondents from the general membership, as set forth in Section 6 of this Article.

Section 4 Business of meetings: Any business may be transacted at a regular general meeting for which proper notice has been given. Only such matters as are stated in the notice of a special meeting may be acted upon at that special meeting. A portion of time at each meeting shall be set aside to address any suggestions or concerns of the general membership.

Section 5 Record of meetings: Minutes shall be taken by the Secretary or a person designated by the Secretary. Minutes shall be posted online at the RPA website within no more than 2 weeks following the general meetings. Minutes shall be updated as needed by the Secretary after being approved at the next meeting.

Section 6 Manner of acting outside meetings: Decisions and actions of the general membership (including those taken at a meeting for which a quorum was not present) may be made outside a meeting of the general membership by written vote of a majority of respondents. Such vote shall be conducted by ballots distributed electronically or in paper form, as determined by the Executive Team. At least 15% of the general membership must vote in order for the validation to be effective.

### **ARTICLE III Executive Team**

Section 1 Purpose: Using a shared leadership model, RPA's Executive Team (ET) shall initiate and oversee activities that foster a vibrant community of families supporting their children's learning at Raskob by working collaboratively with the Executive Director and Raskob staff in both an advisory and partnering capacity. These activities shall aim to engage parents in their children's academic life and school community; and sponsor events and activities to enrich the academic life and school community at Raskob ; facilitate communication among parents, and between parents and the Raskob administration; fundraise for the school; develop and manage the annual RPA budget; and address RPA governance issues, including accountability and transparency.

Section 2 Powers: The affairs, property, and interests of the RPA shall be managed by an Executive Team (hereafter referred to as the "ET"), which shall be the governing administrative body of the RPA and shall be responsible for coordinating the work of the RPA. The officers of the Executive Team shall act as representatives of the general membership.

Section 3 Composition of Executive Team: The ET shall consist of a total of 10 members.

Eight (8) shall be voting members, including seven (7) elected in accordance with Article V below. One voting member who is not elected is the previous year's RPA President.

The seven (7) elected ET members shall include a President; a Secretary; a Treasurer; a Vice President of Academic Life; a Vice President of Communications; a Vice President of Family Resources and Support; and a Vice President of Fundraising.

Two additional non-voting ex officio members are 1) the Executive Director of Raskob, who attends to report on major plans and projects; request funds or other resources; offer historical background information; and provide feedback and ideas. Another staff person, designated by the Executive Director, serves as the Faculty Liaison, and attends ET meetings to present faculty requests; faculty feedback; and information about upcoming activities and events for the students.

- Section 4     Meetings of the ET: Regular meetings of the ET shall be held on a date mutually agreed upon by the ET members, and publicized in advance in weekly Notes. Meetings shall be conducted in accordance with simplified Roberts Rules of Order. All ET meetings shall be open to the general membership.
- Special meetings for any purpose may be called by the President or any four (4) or more officers with no less than five (5) days written notice to the entire RPA. Only such matters as are stated in the notice of a Special Meeting may be acted upon at that Special Meeting.
- Section 5     Notice of ET meetings: Notice of all ET meetings, including major agenda items, shall be published in the weekly school Notes the week prior to the meeting, except the five (5) day written notice required for Special Meetings. The five (5) day advance notice for Special Meetings may be waived by a majority of officers in writing.
- Section 6     Quorum: A quorum for any meeting shall consist of any four (4) voting ET members. At any ET meeting at which a quorum is present, any business may be transacted and the ET may exercise all of its powers. The act of a majority of the ET at a meeting where a quorum is present shall be the act of the ET, unless otherwise specified by these bylaws.
- Section 7     Record of ET meetings: Minutes shall be taken by the Secretary or a person designated by the Secretary. Minutes will be posted online at the RPA website no more than 2 weeks following the meeting. Minutes will be updated as needed by the secretary after being approved at the next ET meeting.
- Section 8     Action by ET without a meeting: Any action required of the ET may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed before such action by all of the ET members. Such consent shall have the same effect as a unanimous vote.
- Section 9     Past President: The past RPA president shall be an ex officio voting member of the ET.
- Section 10    Delegation: In the case of absence or inability to act in the case of any ET member, the ET may from time to time delegate the powers or duties of such an ET member to any other ET member or other person it designates.
- Section 11    Vacancies: Vacancies in any office arising from any cause shall be filled by the ET for the remainder of the term.
- Section 12    Other Officers: The ET may appoint such officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the ET.
- Section 13    Removal: ET members may be removed, with or without cause, by the affirmative vote of three-fourths of the ET, with ratification by a majority vote of the general membership.

#### **ARTICLE IV Officers**

- Section 1     RPA President: The RPA President shall call and preside over all ET meetings; be an ex-officio member of all committees; provide an ET meeting agenda in a timely manner for announcement to general membership by the Secretary before each RPA meeting; serve as the primary liaison with Raskob's Executive Director and outside entities; and oversee governance issues and ensure compliance with the RPA Bylaws.

- Section 2      Secretary: The Secretary shall keep, post, and update the minutes of each meeting of the RPA; attend to all correspondence of the RPA; keep a file of all letters received which pertain to matters of the RPA; send notice of regular and special meetings of the RPA; and ensure the RPA archives are safe and secure.
- Section 3      Treasurer: The Treasurer shall account for all receipts and disbursements of the organization; keep an accurate account of all receipts and disbursements; provide a monthly report to the ET; and authorize pay out of all monies of the RPA by check. Checks are issued and disbursed by Holy Names University (HNU). The Treasurer will work with HNU to prepare the books for auditing and closing. The books are to be turned over to the incoming ET President no later than July 1. The monies of the RPA shall be kept in a bank account approved by HNU. The Treasurer shall make an annual report to the RPA membership at the last ET meeting of the year. The Treasurer shall chair the Finance and Governance Committee.
- Section 4      Vice President of Academic Life: The VP of Academic Life shall coordinate activities, events, projects, and efforts among parents to enrich their children’s learning at Raskob, such as field trips, guest speakers, performances, celebrations, etc. The VP shall coordinate parent volunteers; oversee gestures of appreciation for staff; and partner with Raskob staff to identify school needs the RPA may consider using its resources to address. This VP shall work closely with the school administration to ensure optimal collaboration between parents and staff, and shall keep the RPA apprised of upcoming needs regarding academic activities and events, such as the Science Fair. The VP shall meet regularly with parents who head the various related activities and projects, including Staff Appreciation and Room Parents. The VP shall chair the Academic Life Committee.
- Section 5      Vice President of Communications: The Vice President (VP) of Communications shall coordinate the various communication streams among parents, and between parents and the school administration. The VP shall organize regular RPA communication with Raskob staff; oversee the writing and distribution of the weekly Raskob Notes (“the Notes”); oversee the RPA master calendar maintained on the RPA website; manage other essential communications; and assist the RPA with any other vital communications. The VP shall meet regularly with parents who head the various related activities and projects, such as Raskob Notes, the Master Calendar, and the RPA website. The VP shall chair the Communications Committee.
- Section 6      Vice President of Family Resources and Support: The VP of Family Resources and Support shall oversee informational events such as Alumni Night; guest speakers and special trainings for parents; the Parent Peer Support Group; and the Hospitality Committee and its activities; along with RPA parent guides. The VP shall meet regularly with parents who head the various activities and projects, including the Alumni Night, the Parent Peer Support Group, and the Hospitality Committee. The VP shall chair the Family Resources and Support Committee.
- Section 7      Vice President of Fundraising: The VP of Fundraising shall coordinate and oversee activities, events, projects, and efforts among parents to raise funds for Raskob. Funds raised support the activities and projects of the RPA. This VP works closely with designated Raskob staff to plan and coordinate the school’s fundraising activities such as the Annual Auction Benefit. The VP meets regularly with parents who head the various related activities and projects, such as Corporate Support, Special Sales, etc. The VP shall chair the Fundraising Committee.
- Section 8      Joint officers: Any office may be jointly shared and either person holding the office may act in the absence of the other. However, each office as such will have only one (1) vote.
- Section 9      One individual holding more than one ET position: An individual may hold more than one (1) office but not more than two (2) provided that person is elected to those

positions, and then approved by other officers of the ET. An individual holding more than one (1) position on the ET will nonetheless have only one (1) vote.

- Section 10 Past President: The past RPA president shall be an ex officio voting member of the ET.
- Section 11 Delegation: In the case of absence or inability to act in the case of any officer, the ET may from time to time delegate the powers or duties of such an officer to any other officer or other person it designates.
- Section 12 Other Officers: The ET may appoint such officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the ET.
- Section 14 Items of special interest: The ET shall report items of special interest to the membership either at regular meetings or in bulletins sent to RPA members.
- Section 15 Vacated positions: The ET shall fill any vacancies occurring in any office between elections. In the event of a vacancy in the office of the President, the remainder of ET officers will jointly select among them who will become the President. That person's office will then be filled by appointment by the Executive Officers. The office of the President shall not be vacant for more than three (3) weeks.

## ARTICLE V

### Nomination and Election of Executive Team

- Section 1 Terms: RPA officers and members of the Executive Team shall serve on an annual basis, from July 1st of one year through June 30th of the following year. This provides for summer planning and communication to ensure a smooth transition, along with ramp-up time before the new school year commences.
- An officer may serve up to two (2) terms in a particular position.
- Section 2 Nominations: Any RPA member may be nominated for election to the ET as follows:
- a. By the first Monday in March, a Nominating-Election Committee composed at least one (1) outgoing ET officer (who does not intend to run for election) and at least two (2) volunteers from general membership (who do not intend to run for election) shall be formed with the approval of the ET. The Nominating-Election Committee and its deadlines shall be announced in the weekly Notes that same week.
  - b. Candidates for ET positions shall self nominate, and only self nominations shall be accepted.
  - c. By the last Monday in April, the Nominating-Election Committee shall publicize all candidates for the ET officer positions. The names of all candidates and the office they seek shall be published in the weekly Notes the week following that last Monday in April.
  - d. The announcement of candidates for each office shall be published in the weekly Notes until ballots are due, for no less than three (3) consecutive weeks.
- Section 3 Election of Officers: Election of Officers shall be by written ballot prepared by the Nominating-Election Committee. Ballots shall be distributed in both paper and electronic format by the second Wednesday in May. Ballots shall be due by the Wednesday after Memorial Day.

Election shall be based on a majority vote of general membership voters. Ballots shall be both printed on paper and sent out electronically, and voters shall have the option of voting anonymously in paper form or not anonymously via email. Paper ballots shall be sealed in an envelope with the voter's name on the outside, so votes can be tracked to ensure a fair process. Tracking will be confidential and secure.

Ballots shall be returned to the Nominating-Election Committee via email or submitted in paper form in the Parent mailbox in the school's Main Office.

Each RPA member shall cast one vote, with a maximum of two votes per family.

Election results shall be announced the first Wednesday in June via email sent out to all parent/guardians by the Vice President of Communications, and a flyer sent home in student folders.

## **ARTICLE VI Standing Committees**

- Section 1     Purpose: The purpose of Standing Committees shall be to organize and execute the work of the RPA; to provide a solid interface between the work of RPA membership and the Executive Team; and to ensure accountability and transparency. Each Standing Committee shall oversee various projects and activities of the RPA. Each Standing Committee shall be chaired by one of the Vice Presidents.
- Section 2     Meetings: The role and responsibilities of each committee shall determine the frequency of its meetings, as determined by the Chair of the committee and its members at the beginning of each school year. Standing Committee meetings shall be open to all parents.
- Section 3     Notice of meetings: Notice of all Standing Committee meetings, including major agenda items, shall be published in the weekly school Notes the week prior to the meeting.
- Section 4     Record of meetings: Minutes shall be taken by the committee chair or a person designated by the chair. Minutes shall be posted online at the RPA website by the committee chair no more than 2 weeks following the meeting. Minutes shall be updated as needed by the committee chair after being approved at the next meeting.
- Section 5     Academic Life Committee: The Chair of this committee shall be the Vice President of Academic Life. This committee shall coordinate activities, events, projects, and efforts among parents to support enrichment activities for their children at Raskob, such as field trips, guest speakers, performances, and celebrations. This committee shall oversee Staff Appreciation and Room Parents. This committee shall include parents who head the various related activities and projects, such as Staff Appreciation and Room Parents.
- Section 6     Communications Committee: The Chair of this committee shall be the Vice President of Communications. This committee shall coordinate vehicles, projects, and efforts among parents to communicate with each other and with the school administration for the purpose of information sharing, supporting school staff and school activities, fundraising, etc. This committee shall include parents who head the various communication-related activities and projects, including the weekly Notes, the Master Calendar, website, etc.
- Section 7     Family Resources and Support Committee: The Chair of this committee shall be the Vice President of Family Resources and Support. This committee shall plan, organize, coordinate, and implement various projects and activities to educate and support parent/guardians at Raskob, including the annual Alumni Night, the Parent Peer Support Group, the Hospitality Committee, and RPA parent guides. This committee



shall include parents who head the various activities and projects, including Alumni Night, the Parent Peer Support Group, and the Hospitality Committee.

Section 8 Finance and Governance Committee: The Chair of this committee shall be the Treasurer. This committee shall oversee RPA accounting; ensure RPA adherence to the budget; and review the Treasurer’s monthly reports. This committee shall be tasked with the budget development process for the subsequent fiscal year and shall produce a proposed budget for the next fiscal year no later than April 15<sup>th</sup>. This committee shall ensure RPA compliance with these Bylaws and oversee governance concerns, in partnership with the RPA President.

Section 9 Fundraising Committee: The Chair of this committee shall be the Vice President of Fundraising. This committee shall coordinate activities, events, projects, and efforts among parents to raise funds. Funds raised shall support the activities and projects of the RPA. This committee shall work with designated Raskob staff to assist with the school’s fundraising activities, such as the Annual Auction Benefit. This committee shall include parents who head the various related activities and projects, such as the annual Fall Book Fair, Spirit Wear, corporate support, special sales, etc.

#### **ARTICLE VII Finances**

Section 1 Fiscal year: The RPA fiscal year shall be July 1<sup>st</sup> through June 30<sup>th</sup> of the following year.

Section 2 RPA Budget: The RPA budget shall be drafted by a Budget Committee formed under the direction of the Finance and Governance Committee, and headed by the Vice President of Finance and Governance. A draft of the proposed budget for the next fiscal year shall be submitted to the ET for review no later than the last Wednesday of February. The ET shall vote on the final budget at its regular April meeting.

Section 3 Committee budgets: Committee budgets shall be submitted to the Budget Committee for inclusion in the RPA budget by the last Wednesday of January. Committee budgets shall cover expenditures for all activities and functions for the next fiscal year.

No expenditures in excess of the committee budget shall be made without prior approval by the ET.

#### **ARTICLE VIII Amendment of Bylaws**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by majority of the RPA general membership who vote on the matter.

The proposed change must be placed on the agenda and submitted in writing to the ET. After review by the ET, the proposed change shall then be presented to the general membership in an announcement sent via email and posted in the weekly Notes for no less than two (2) weeks, and sent home as an announcement in students’ folders, conveyed by the Vice President of Communications.

The scope and scale of alterations and amendments will determine the time line for consideration and approval.

Adopted by the RPA on \_\_\_\_\_

Signed:

President: \_\_\_\_\_

Secretary: \_\_\_\_\_

Rachel's comments in blue. I can't quite remember (gosh, I'm getting old!) what the RPA officers were going to get to us. I thought it was the Minutes with details of the discussion along with feedback like this. I guess we need to confirm these are the only modifications that are being suggested.

Amendments proposed to Re-written By-laws

Article I Section 4: **Move to strike the section**

"Scope of authority: The RPA is consultative with respect to policies at Raskob Day School in that it cannot make decisions binding on the education program without approval of Raskob's Executive Director and the school administration." I think this section is valuable to include on behalf of the Executive Director and parent/guardians, to clarify the powers of the RPA.

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Article II Section 1: "Members: All parent/guardians of students enrolled at Raskob Day School are automatically members of the RPA's general membership."

**Move to amend the section** by adding the following statement: "Each family has one membership. In votes before the general membership, each family has one vote." I believe we agreed that the By Laws work group would propose an alternative. The alternative that seemed to emerge from the discussion at the December RPA meeting was that each parent/guardian has a vote. In cases where other key family members are involved in the RPA and life of the school on behalf of a student, then those individuals have a vote, as well. For families with divorced parents, one vote per family could be awkward...

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Article III Executive Team, Section 1:

"Purpose: Using a shared leadership model, RPA's Executive Team (ET) shall initiate and oversee activities that foster a vibrant community of families supporting their children's learning at Raskob by working collaboratively with the Executive Director and Raskob staff in both an advisory and partnering capacity. These activities shall aim to engage parents in their children's academic life and school community; and sponsor events and activities to enrich the academic life and school community at Raskob ; facilitate communication among parents, and between parents and the Raskob administration; fundraise for the school; develop and manage the annual RPA budget; and address RPA governance issues, including accountability and transparency. "

**Move to amend the section as follows:** Purpose: *The primary purpose of the RPA is to support the children, teachers and staff of Raskob by providing volunteer hours, financial support and fundraising.* Using a shared leadership model, RPA's Executive Team (ET) shall

initiate and oversee activities that foster a vibrant community of families supporting their children's learning at Raskob by working collaboratively with the Executive Director and Raskob staff in both an advisory and partnering capacity. These activities shall aim to engage parents in their children's academic life and school community; and sponsor events and activities to enrich the academic life and school community at Raskob ; facilitate communication among parents, and between parents and the Raskob administration; fundraise for the school; develop and manage the annual RPA budget; and address RPA governance issues, including accountability and transparency. I don't recall this modification being discussed at all and it seems both redundant and limiting. I don't agree with the suggested change.