

FRIENDS OF THE NORTH SYRACUSE EARLY EDUCATION PROGRAM

BYLAWS

Article I. Name and Purpose

Section 1.01. Name: Friends of the North Syracuse Early Education Program (FNSEEP)

Section 1.02. Mission Statement: The Friends of the North Syracuse Early Education Program is organized for the charitable purpose of raising funds to support and enhance the North Syracuse Early Education Program.

Article II. Membership

Section 2.01. This group is open to any individuals that are interested in helping the organization fulfill its mission.

Section 2.02. The Board will consist of appointed Board Members, EEP Liaison, and four appointed Board Officers. Board Members can be appointed at any regularly scheduled meeting. Board Officers include the President, Vice President, Secretary, and the Treasurer. Officers are appointed at the August Organizational Meeting. EEP Liaison is generally the EEP Principal, but may be any EEP staff member selected as the school's representative to the organization. Voting Members of the organization will include the Board Officers, Board Members and the EEP liaison collectively known as the Board.

Article III. Authority and Duties of the Board Members

Section 3.01. Board: Board Officers of the organization include the President, Vice President, Secretary, and the Treasurer. EEP Liaison is the school's selected representative to the Board. Board Members will include other appointed members.

Section 3.02. Appointment of Board Officers, Number and Term of Office: The current Board will consist of the four (4) Board Officers, EEP Liaison, and any additional appointed members. The Board Officers are appointed by a majority of the membership during the Organizational Meeting in August of each year. Board Members can be appointed at any regularly scheduled meeting. Any person serving on the Board can hold office for as many years as FNSEEP exists so long as they are appointed each year.

Section 3.03. Authority of the Board Officers: The Board Officers have complete authority over the activities of the organization. The Board Officers will work as a group to maintain adherence to the Mission Statement, Articles and Bylaws of FNSEEP.

Section 3.04. Removal of Board Officer of Board Member: A vacancy on the Board shall be declared when a Board Officer or Board Member resigns, dies, fails to attend without due cause 50% of scheduled meetings or is removed from office. Removal from office may occur by majority vote of the Board. A Board Member may be subject to removal at any time they fail to perform assigned duties or their behavior is corrupt and negates the goals of the FNSEEP. Removal shall take place after the Board Members have met in an effort to discuss the problem and all attempts are made to resolve the problem. The Board Officers shall fill any voting member vacancy on the Board.

Section 3.05. President: The President has authority to make decisions that affect FNSEEP in consultation with the Board Officers, speak on behalf of FNSEEP, and oversee all fundraising activities, including volunteers. The President is responsible for meeting agendas but will include requests from other Board Officers about agenda items.

Section 3.06. Vice President: The Vice President has authority to speak on behalf of the organization in formal matters, consulting with the Board Officers as needed. The Vice President will back up the President when/if needed. When/if the President is unable to attend a meeting, the Vice President will run the meeting in their place.

Section 3.07. Secretary: The Secretary has authority to speak on behalf of the organization in formal matters, consulting with the Board Officers as needed. The Secretary is responsible for meeting minutes and those submissions to the Board. The minutes of the Board meetings shall contain:

- The meeting's agenda
- The names of the persons who were present for discussions
- The content of the discussion
- A record of any votes taken in connection with the proceedings

Section 3.08. Treasurer: The Treasurer has authority to speak on behalf of the organization in formal matters, consulting with the Board Officers as needed. The Treasurer is responsible for all financial records and those submissions to the Board and oversees the accountants required submissions and to submit a monthly Treasurer report at each meeting.

Section 3.09. Regular Meetings: There will be at least twelve (12) regular meetings, but more can be scheduled as needed. Board Officer and Board Members will be required to attend at least half (50%) of the scheduled meetings.

Section 3.10. Quorum: A quorum is a majority of the Board. A quorum is required for all decisions made by the Board Officers.

Section 3.12. Voting: In the case of a tie vote by the voting members, the deciding vote will be done by the Board Officers.

Section 3.13. Action without a Meeting: The Board Officers may take action without a meeting if the action is in the best interests of FNSEEP and within the requirements of the Mission

Statement, Articles of Incorporation and the Bylaws. The Board Officer must first consult the other members via telephone or e-mail and receive approval before taking any action on behalf of FNSEEP.

Section 3.14. Participation in Meeting by Telephone: A Board Member can participate in a meeting via phone if the meeting occurs with a speaker phone.

Section 3.15. Reimbursement and Compensation: There will be no monetary or object compensation for services rendered by a Board Member. Reimbursement for approved purchases will be made in a timely manner after approval by majority of the Board at a regular meeting. In extraordinary circumstances, a Board Member may make a purchase on behalf of FNSEEP, if he/she receives written approval from a majority of Board Officers. The purchase must then be submitted with rationale and receipts for reimbursement during a regular Board meeting.

Article IV. Indemnification

The Friends of the North Syracuse Early Education Program may at time be involved in an activity which may include risks such as, but not limited to, falls, interaction with other participants, effects of weather, traffic and conditions of the course. In consideration of being allowed to participate in an event, the participant will hereby expressly assume all risks including personal injury and death, arising in any way out of their participation and/or their child's/children's in any FNSEEP related activity.

It is the participant's responsibility to dress appropriately. Although refreshments and other assistance may be made available during an event, the participant is solely responsible for their own health and safety. The participants represent and warrant that they and any of their children are physically fit and able to participate in the event and the participant agrees to stop and request assistance if they or anyone in their care experience any symptoms such as, but not limited to, dizziness, excessive fatigue, shortness of breath, pain or any other conditions which would make it difficult or unsafe to continue.

The participant agrees, for themselves, their heirs, executors and administrators, to not sue and to release indemnity and hold harmless, FNSEEP, its affiliates, officers, directors, volunteers and employees, and all sponsoring businesses and organizations and their agents and employees, from any and all liability, claims, demands, and causes of action whatsoever, arising out of their and/or their child's participation in any event and related activities – whether it results from negligence of any of the above or from any other cause.

This release and indemnification agreement shall be as broad and inclusive as is permitted by the State or Province in which the event is conducted. If any portion of it is held invalid, the balance shall continue in full force and effect.

Article V. Advisory Boards and Committees

Article VI. Financial Administration

Section 6.01. Fiscal Year: The fiscal year of the NSEEP shall be August 1 through July 31, but may be changed by resolution of the Board.

Section 6.02. Checks, Drafts, etc.: Financial transactions approved by the Board Members will be carried out by the Treasurer (President, Vice President, and/or Secretary, as needed). A monthly record of withdrawals and deposits will be submitted to all Board Members before a regular Board meeting and put into the organization's records.

Section 6.03. Deposits and Accounts: The President, Vice President, Secretary and Treasurer have the authority to deposit donations into FNSEEP's account. A monthly record of deposits will be submitted to all Board members before a regular Board meeting and put into the organization's records.

Section 6.04. Investments: FNSEEP may invest in securities that are specifically authorized by the Board Officers.

Article VII. Books and Records

Section 7.01. Financial records will be kept on a computer in the Treasurer's possession with backup kept in the President's possession. These records will be available to all Board members and the public when requested within a reasonable amount of time. The public will receive all information pertinent to Form 990 of the IRS which will be submitted on a yearly basis.

Section 7.02. Meeting minutes, Articles, Bylaws, etc. will be kept on a computer and hardcopy in the Secretary's possession and will be available by request. A backup of all records will be kept in the President's possession. Articles of Incorporation are also available from the New York State Department of State.

Section 7.03. Donors to FNSEEP will be kept up to date on the organization's activities.

Article VIII. Amendment of Bylaws

These Bylaws may be amended and/or revised at the annual organizational meeting by a two thirds (2/3) vote of the Board Officers and incorporated in the organization's Bylaws as well as dated and submitted below, provided that advanced notice of such proposed amendments and/or revisions shall have been made available to all members.

Article IX. Dissolution

FNSEEP may be dissolved at any general or special membership meeting by a resolution adopted by an affirmative vote of two thirds (2/3) of the attending members. Notice requirements as provided for in Article VIII of these Bylaws shall apply.

Upon dissolution of FNSEEP, the Board shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively to the North Syracuse Early Education Program donation fund. Any such assets not so disposed of shall be disposed of by the Superior Court in Onondaga County in which the principal office of the corporation is located, exclusively for such purposes.

Should the North Syracuse Early Education Program dissolve, the FNSEEP corporation shall do so as well. After paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporations exclusively to the general donation fund of the North Syracuse Central School District. Any such assets not so disposed of shall be disposed of by the Superior Court in Onondaga County in which the principal office of the corporation is located, exclusively for such purposes.

These bylaws have been approved and signed by the Board Officers at the yearly Organizational Board Meeting on August 11, 2016.

Jennifer Higgs – President

Kristin Pyer – Secretary

Catherine Podolak -Vice President

Janet Gonçalves– Treasurer