

## **ARTICLE I – NAME**

The name of the organization shall be the Middlesex Parents' Association (the "MPA").

## **ARTICLE II – PURPOSE**

The purpose of the MPA shall be to promote understanding and communication between parents and Middlesex Middle School ("MMS") through an exchange of ideas and consideration of matters of mutual interest, and to make available volunteers for service in the school.

## **ARTICLE III – MEMBERSHIP**

The MPA shall be open to all parents and guardians of MMS students.

## **ARTICLE IV – POLICIES**

- The MPA shall be non-commercial, non-sectarian, and non-partisan.
- The MPA shall endorse neither any commercial enterprise nor candidate.
- Neither the name of the MPA nor the names of its officers in their official capacities shall be used in connection with any commercial concern, any partisan interest or any purpose other than the regular work of the MPA.
- The MPA shall not seek to direct the administrative activities of the school or its policies.
- The MPA shall approve all fundraising activities and shall administer and allocate MPA revenues. Such fundraising activities shall be for purposes consistent with those stated in Article II and shall be for the collective benefit of the group of persons stated therein rather than any one individual. Accurate and complete records shall be maintained of all receipts and disbursements. No profits shall proceed to any officer or member of the organization. In the event of dissolution, the net assets, after payment of debts, will proceed to MMS.
- The MPA is a not-for-profit organization, which intends to conform to and operate in accordance with the requirements of the U.S. Internal Revenue Code applicable to tax exempt organizations.

## **ARTICLE V – MEETING AND VOTING REQUIREMENTS**

- The MPA shall meet regularly during the school year, the dates to be selected by the Co-Chairs. One of these meetings shall be held in May for the purpose of electing the Executive Board, Committee Co-Chairs and members, and representatives to community organizations for the following years. All MPA meetings will be announced publicly.
- The Executive Board may call additional meetings as necessary with at least 24 hours advance notice.

- Quorum: A quorum of any MPA meeting shall consist of ten (10) members of the MPA.
- Voting: After quorum has been met, a majority vote of the MPA members present at any meeting shall be required for all actions to be taken by the MPA. All members of the MPA shall be eligible to vote at all MPA meetings. Each MPA member shall have one (1) vote.

## **ARTICLE VI – EXECUTIVE BOARD**

- Composition: Members of the Executive Board shall be the two Co-Chairs, two Vice Chairs (one year position moving to Co-Chair for second year), two or three Program Chairs, the Secretary, the Treasurer, the Assistant Treasurer, Fundraising Chair, Communications Chair and the Nominating Chairs (together, the “Executive Board”). The Executive Board can vote to appoint others to the Executive Board to meet current MPA needs.
- Quorum: A quorum will consist of five (5) members of the Executive Board.
- Voting: A simple majority of Executive Board members present shall be sufficient to decide a vote.
- Email Voting: An e-mail vote of the Executive Board may be initiated either by request of a Co-Chair or by passing a motion to allow e-mail voting for a specific action. The e-mail will state the motion and the vote will be taken over a period of three (3) days to allow the fullest participation of the members of the Executive Board. For purposes of an email vote, the decision will be considered final when all members have voted whether or not the voting period has elapsed or when a majority of the Board has voted for the same available option whether or not the voting period has elapsed. In the event that a majority has not voted after the voting period has elapsed, then, as long as five (5) members have voted, the decision will reflect the simple majority of those members whose votes have been recorded. The results of all e-mail votes shall be recorded and announced at the next Executive Board meeting and, if deemed appropriate by the co-chairs, at the next MPA meeting.
- Executive Board Action: The Executive Board has the power to act in lieu of the MPA and shall report to the MPA at its next meeting of any action taken.
- If any vacancy shall occur on the Executive Board, the Nominating Committee will recommend a new member to hold office for the unexpired portion of the term. The Executive Board will then vote on that recommendation.
- Members of the Executive Board shall not be held individually or collectively liable for the debts or actions of the MPA, or for the actions of individual members of the MPA, except as mandated by law.

## **ARTICLE VII – NOMINATING COMMITTEE**

The Nominating Committee shall be run by three (3) Chairs and shall consist of at least three members from each grade, chosen to insure geographic distribution.

## **ARTICLE VIII – ELECTIONS**

- The Nominating Committee will present a proposed slate of new committee members no later than the second to last scheduled MPA meeting of the academic year and will post the proposed slate to the MPA website. Nominations from the floor will also be accepted. The MPA will vote on this slate no later than the last scheduled MPA meeting.
- Newly elected Co-Chairs and committee members shall assume their duties on June 30<sup>th</sup>.
- The two MPA Co-Chairs will serve for a one year term. The Vice Chairs will serve for one year term and then transition to a one year MPA Co-Chair term.
- A person shall not be eligible to serve more than two consecutive years in the same job on the Executive Board unless no interested party steps forward to take the position.
- All committee positions are one-year commitments. Each position has a term limit of 2 years unless no other volunteer for that position comes forward.
- If any vacancy shall occur within any committee, the Nominating Committee will recommend a new member to hold office for the unexpired portion of the term. The Executive Board will then vote on the recommendation.

## **ARTICLE XI – RULES OF ORDER**

*Robert's Rules Of Order Newly Revised* shall govern all cases in which they are applicable.

## **ARTICLE X – AMENDMENTS**

These Bylaws may be amended at any regular or special meeting of the MPA by a two-thirds majority vote of the members present and voting provided that:

- The proposed amendments to the Bylaws have been approved by the MPA Executive Board; and
- Notice to members has been given at least two weeks in advance of the proposed vote.

A special committee or representative appointed by the Executive Board shall review these Bylaws every five years.