

# FRIENDS OF NEWBERRY ACADEMY BYLAWS

## ARTICLE I- NAME

The 501C3 charitable and educational nonprofit organization shall be known as the Friends of Newberry Academy, incorporated under the Illinois General Not-for-Profit Corporation Act of 1986, and maybe referred to hereinafter as the Friends.

## ARTICLE II- PURPOSES

The purposes of the Friends are to foster and promote quality education at Newberry Academy; to seek involvement from the broader community, and to expand the resources available to Newberry Academy.

## ARTICLE III- NON-DISCRIMINATION

The Friends shall not directly or indirectly discriminate against any person or organization for reason of race, color, sex, age, religion, disability, national origin, ancestry, marital status, parental status, military discharge status, or source of income.

## ARTICLES IV- OFFICES

### Section 1. Principal Office

The principal office of the Friends of Newberry Academy shall be the State of Illinois, City of Chicago, at 700 W. Willow Street. The corporation may have other such offices, as the Board of Directors may determine or as the affairs of the Friends may require from time to time. A corporate file will be maintained at the school office.

### Section 2. Registered Office

The Friends shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose address is identical to the registered office. The registered office may be, but not need be, identical to the principal office. The address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE V- MEMBERSHIP

### Section 1. Designation of Members

General membership will include parents, faculty, staff, and community members of Newberry Academy that support expanding resources available to our school.

### Section 2. Annual Meeting

The annual meeting of the Friends membership shall be held every year. Meetings are open to all members of the Friends. Participation in these meetings is welcome and the general membership may vote for their 2 representatives on the Board of Directors (see article VI, section 3); however, only the Board of Directors may vote on all other issues before the friends.

### Section 3. Special Meetings

Special meetings of the membership may be called at the request of the Chairperson of the Board of Directors or can be called at the request of a majority of the Board Members having voting rights.

### Section 4. Proxies

There shall be no proxies. At any meeting of the membership, a member entitled to vote will vote in person.

### Section 5. Inurement

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to the members.

### Section 6. Compensation

No member shall receive any remuneration for services as a member of the Friends.

### Section 7. Notice

Notice of any special meeting of the membership shall be given at least 5 days previously thereto by written notice to each voting member at the address shown by the records of the Friends, by distribution of the notices through the classrooms at Newberry, by direct verbal communication to the member, or by electronic mail. The business to be transacted at, or the purpose of any special meeting of the members shall be specified in the notice or waiver of notice of such meeting.

### Section 8. Transfer of Membership

Membership in the Friends is not transferable.

## ARTICLE VI-BOARD OF DIRECTORS

## Section 1. General Powers

The property and affairs of the Friends shall be governed by its Board of Directors. The Board may delegate to such committees, councils or other groups as it shall create any of its powers that it may deem judicious, keeping in mind that it has the ultimate responsibility for the Friends and that it must ensure proper accountability by each of its committees.

## Section 2. Duties

The duties of the Board are to: ensure that the goals and objectives of the Friends of Newberry Academy are implemented; develop programs and activities that promote the purposes of the Friends; approve an annual budget; make recommendations to the LSC for allocation of all funds raised by Friends; monitor finances; authorize all legal documents; present a report at the annual meeting; work closely with the Newberry Academy Principal, LSC, PPLC and the Newberry parent body.

## Section 3. Number, Appointment, Election, Tenure, Qualifications

The number of directors shall be no less than 9 or more than 13. The number of directors may be increased or decreased from time to time by a simple majority vote of the directors. Two Board Directors shall be appointed by the Principal of Newberry Academy, the Newberry Local School Council, the Newberry parent body, and the Newberry PPLC. Efforts will be made to include one member from the greater Newberry community who is not a parent or teacher/staff at the school. Except hereinafter provided, each Director shall serve a term of two years following election or appointment or until the Director becomes disqualified to hold office. Each Director shall hold office for the term elected or appointed and until the successor shall have been elected or appointed and qualified. Directors may not serve more than three successive terms. Directors must be committed to the purpose of the Friends.

## Section 4. Regular Meetings

As needed to be determined by the Board of Directors.

## Section 5. Executive Session

Executive session may be called by the majority vote of the Board of Directors. Executive session will be closed to all except the Board of Directors unless the Board chooses to invite additional individuals for the purpose of clarifying the issue at hand. Executive session may be called in the case of sensitive personnel matters, matters of either pending or possible litigation, or other such matters that would be detrimental to the Friends if discussed in an open meeting.

## Section 6. Special Meetings

Special meetings of the Board of Directors may be called at the request of the Chairperson or by the request of at least three of the Directors of the Board. The person or persons authorized to call special meetings of the Board may designate any place for holding any special meetings of the Board. No special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least twenty days prior to such meeting.

#### Section 7. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the serving Directors at a meeting at which a quorum is present shall be the act of the Board of Directors

#### Section 8. Proxies

There shall be no proxies. At any meeting of the Board of Directors, members will vote in person or by communicating their vote to chair, co-chair, or secretary via electronic means (text or email).

#### Section 9. New Directors Orientation

A transitional meeting will be held within 30 days of the election and/or appointment of the new Friends Board. Officers shall assume their duties at the close of the transitional board meeting which must take place 30 days after the election and/or appointment of the new Friends Board. Directors shall serve for a term of two years or until their successor's are elected/appointed and assume their duties.

#### Section 10. Vacancies and Removals

Vacancies on the Board should be filled by appointment made in the same manner as provided in the case of the original appointments or elections. In addition, a director may be removed by the vote of two-thirds of the directors then serving, at any special meeting of the Board of Directors. Such removal must be for just cause.

#### Section 11. Resignation

Any Director may resign from the Board of Directors at any time by giving written notice to the Board of Directors. Such a resignation shall take into effect at the time specified.

#### Section 12. Inurement

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to Directors of the Board.

#### Section 13. Compensation

No Director shall receive any remuneration for services as a Director of the Friends. When authorized by the Chairperson or the Board, reimbursement may be made for travel, hospitality, or other out-of-pocket expenses incurred in discharging official duties prescribed by the Board.

#### Section 14. Conflict of Interest

Directors should avoid transactions with an entity in which the Director has a personal or material financial interest or of which the Director is an officer, Director, or general partner. In the event that a Director or a member of the Director's immediate family has an actual or potential conflict of interest, including but not limited to proposed transactions directly or indirectly between the Friends and a Director, the Director shall promptly disclose the material facts of such conflict or transaction in writing as a matter of record.

When any such conflict of interest becomes relevant to any subject requiring action by: the Board of Directors or any of its duly constituted committees, councils, task forces, or other bodies the Director having a conflict shall not vote on the subject with respect to which the conflict of interest exists, shall not attempt to influence the vote of any other Director, and shall not be counted in determining the quorum for dealing with such subject.

A Director who is excluded from voting because of such conflict of interest shall briefly state the nature of the conflict and answer pertinent questions of the other Directors when such Director's knowledge of the subject will assist the Board of Directors or any of its committees or other bodies.

After such disclosure is made and the Board has had the opportunity to ask pertinent questions of such Director, a vote should be taken with the action carried by a majority of disinterested Directors who must constitute a quorum. Minutes of the meeting shall reflect that such disclosure has been made, that such Director abstained from voting and that the Director was not counted in determining the quorum for dealing with such subject.

#### Section 15. Informal Action by Directors

Any action required to be taken at a meeting of the Board of Directors of the Friends may be taken without a formal meeting as long as all Directors are polled for their votes on the action by an officer of the Friends or all Directors consent in writing to such action. A summary of such actions will be duly noted in the minutes of the next meeting of the Board of Directors.

#### Section 16. Notice

Notice of any special meeting of the Board of Directors shall be given at least three days previously thereto, unless otherwise specified by law or these or these bylaws, by written notice of the Board of Directors to each Director at the residential or electronic address shown by the records of the Friends, or by direct verbal communication to the Director. If the special meeting involves the removal of a Director or litigation such notice will be sent U.S. Postal return receipt. The business to be transacted at, or the purpose of any special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

## ARTICLE VII- OFFICERS

### Section 1. Officers

The officers of the Board of Directors shall be the Chairperson, Vice-Chairperson, Treasurer, Secretary and such. Other officers which may be created by the Board. No two offices may be held by the same person. Officers shall be elected annually from and by a majority of the Board of Directors at the annual meeting of the Directors or at such other meeting of the Directors as shall be called for that purpose. Vacancies may be filled and new offices may be created and filled at any meeting of the Board of Directors.

Officers elected shall hold office for the ensuing year until their successors are duly elected and qualified. Officers may be elected for no more than two successive terms.

### Section 2. Removal

Any officer elected by the Board of Directors may be removed from office by a vote of two-thirds of the Directors whenever in their judgment the best interests of the Friends would be served thereby. Any officer proposed to be removed shall be entitled to at least twenty days notice in writing of the meeting of the Board of Directors at which removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### Section 3. Chairperson

Subject to the direction and mandate of the Board, the Chairperson shall be in charge of the property of the Friends; shall see that resolutions and directives of the Board are carried into effect except in those instances in which that general responsibility is assigned to some other person by the Board; shall appoint all chairpersons of committees; and in general shall discharge all duties as may be prescribed by the Board of Directors. Except in those instances in which the authority to execute is expressly prescribed by the Board or Friends any contracts, deeds, mortgages, bonds, or other instruments which the Board authorized to be executed; the Chairperson shall accomplish such execution according to the requirement of the form of the instrument.

#### *Duties:*

1. The Chairperson shall attend and preside at all meetings and be a spokesperson for the FON when requested to do so
2. The Chairperson shall be in charge of the property and affairs of the Friends
3. Retain all official records of the FON
4. Shall see that the resolutions and directives of the Board are carried into effect except in those instances in which that general responsibility is assigned to some other person by the Board.
5. Shall appoint all chairpersons of committees

6. Shall discharge all duties as may be prescribed by the Board of Directors
7. The Chairperson may execute for the Friends any contract according to the requirements of the form of the instrument
8. Call special meetings of the FON as needed
9. Ensure that all Board of Director members are fulfilling their tasks
10. Serve as the primary contact to the principal and represent FON at meetings of other groups, if needed.
11. FON Meeting attendance: mandatory
12. LSC Meeting attendance: mandatory

#### Section 4. Vice-Chairperson

The Vice-Chairperson of Friends shall preside at meetings of the Board of Directors of Friends in the absence of the Chairperson and shall have such other duties normally exercised by the Chairperson are delegated by the Chairperson.

##### *Duties*

1. Provide support on all of the Chairperson's duties and shall act on all matters in the absence of the Chairperson
2. Be an ambassador for the FON and the school
3. Coordinates with other parent groups at Newberry (BAC/PAC, etc.)
4. FON meeting attendance: mandatory

#### Section 5. Secretary

The Secretary shall keep minutes of the meetings of the membership, Board of Directors and Executive Committee; see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; oversee the Friend's corporate records; keep a register of the names and addresses, email addresses, phone numbers and facsimile numbers of each Director and member, and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or Board of Directors.

##### *Duties*

1. Take written minutes at all meetings and provide written minutes of the prior meeting
2. Post the public notice and agenda of all meetings at least 48 hours for monthly meetings and 5 days prior to special meetings
3. Oversee the Friend's corporate records
4. Keep a register of the names and addresses, email addresses, and phone numbers, of each Director and member

5. Perform all duties incident of the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or Board of Directors
6. Creates and distributes minutes from previous meeting at least 24 hours prior to next meeting.
7. Manages digital repository of FON documents
8. Be an ambassador for the FON and the school
9. FON Meeting attendance: mandatory

#### Section 6. Treasurer

The Treasurer shall be the principal financial officer of the Friends and shall oversee all financial transactions. The Treasurer shall see that adequate financial books and records are instituted and maintained for the Friends; shall be responsible for custody of all funds and securities of the Friends; shall ensure that all payments due by the Friends are paid; shall ensure that all monies are due and payable to the Friends are received, that receipts are given and that all monies are deposited in the name of Friends of Newberry Academy in such banks or other depositories as shall be selected by the Board of Directors. The Treasurer shall be responsible for submission of an annual financial statement and furnish accounting on all financial matters to the Board of Directors at its regular meeting and shall present a financial statement to the members at their meetings. The Treasurer shall perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.

The Friends of Newberry checks must be signed by the Assistant Principal and one officer of the Board. The co-signature to the Assistant Principal's signature must be the Treasurer, the Chairperson, the Vice-Chairperson, or the Secretary of the Friends Board.

#### *Duties*

1. The Treasurer is the custodian of the FON group's funds
2. Shall help develop the budget
3. Collects fundraising money
4. Writes checks for purchases and reimbursement with the Assistant Principal as the cosigner (per the FON bylaws)
5. Tracks income and spending
6. Makes financial reports
7. Organizes books for annual audit (if needed)
8. Responsible for submission of annual financial statement
9. Furnish accounting on all financial matters to the Board of Directors at its regular meeting and present financial statement to the members at their meetings.
10. Be an ambassador for the FON and the school
11. FON meeting attendance: mandary

## Section 7: Community Representative

### Description:

#### *Duties*

1. Attend monthly meetings
2. Identify resources and opportunities in the neighborhood
3. Identify ways for Newberry community to provide enrichment and opportunity to the neighborhood

## Section 8: Parent Representative

### Description:

#### *Duties*

1. Serves as a parent voice on board.
2. Assists in the recruitment of parent volunteers for events.
3. Communicates with FON about the issues

## Section 9: Community Liaison

### Description:

#### *Duties*

1. Coordinates recruitment of parents as volunteers
2. Collects contact information of parent volunteers
3. Works with event chairs to get event needs fulfilled by FON Board and school administration
4. Assists with recruiting parents for special events
5. FON Meeting attendance: recommended

## Section 10: Grant Writer

### Description:

#### *Duties*

1. Identifies funding opportunities that are appropriate for FON and Newberry Math and Science Academy.
2. Prepares and submits proposals for such opportunities.
3. Prepares post-funding reports and close-out documentation.
4. FON Meeting attendance: recommended
5. Working with teachers for funding opportunities

## Section 11: Social Media Coordinator

### Description:

#### *Duties*

1. Manages the website and social media accounts of FON (Wordpress site and Facebook).

2. Creates and maintains the public calendar for FON.
3. Creates content (posts, notices, flyers, events, etc.) to go into feeds of social media accounts.
4. FON Meeting attendance: recommended

## Section 12: Room Parent Coordinator

### Description:

#### Duties

1. Recruits and coordinates 1-2 room parents per classroom.
2. Works on behalf of FON to communicate with parents needs for classes and grade levels.
3. Communicates needs of teachers and classrooms to FON.

## ARTICLE VIII-COMMITTEES

### Section 1- Standing Committees

The Board of Directors shall designate and establish standing committees. Each standing committee shall have the authority to exercise its duties as determined by the Board of Directors. The Chairperson of the Board shall appoint Chairpersons of each committee.

### Section 2. Other Committees, Councils, and Boards

The Directors may from time to time create other committees, councils, and Boards at a regular or special meeting of the Board. The direction and guidelines of such groups shall be provided by the Board of Directors. The Chairpersons of such groups shall be appointed by the Chairperson of the Board.

### Section 3. Removal

Any Chairperson or member of a committee may be removed by the Chairperson of the Board of Directors whenever in its judgement the best interests of the Friends would be served thereby.

### Section 4. Rules

Each committee, council or Board may adopt rules for its own governance and inconsistent with these bylaws or with rules adopted by the Board of Directors.

### Section 5. Vacancies

Vacancies in the membership of any committee, council, or Board may be filled by appointment made in the same manner as provided in the case of the original appointments or elections.

### Section 6. Prohibitions

No committee shall have the authority to:

- Amend or repeal the bylaws;
- elect, appoint, or remove any Director or officer of the Friends
- amend the Articles of Incorporation;
- adopt a plan of merger or consolidation;
- authorize sale, lease, exchange or mortgage of all or substantially all of the property of the corporation;
- authorize dissolution;
- adopt plans for distribution of the assets
- amend, alter, or repeal any resolution of the Board of Directors

## ARTICLE IX- BUSINESS ADMINISTRATION

### Section 1. Contracts

The Board of Directors may authorize any officer or officers, employee or employees, agent or agents of the Friends, in addition to the officers so authorized by these bylaws, to enter into any contract or execute any contract or execute and deliver any instrument in the name of and on behalf of the Friends and such authority may be general or confined to specific instances.

### Section 2. Payment

All checks, drafts, or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Friends, shall be signed

By the Principal and one officer of the Board. The co-signature to the Principal's signature must be the Treasurer, the Chairperson, the Vice-Chairperson or the Secretary of the Friends Board.

### Section 3. Deposits

All funds of the Friends shall be deposited to the credit of the Friends of Newberry Academy in such banks, trust companies or other depositories as the Board of Directors may select.

### Section 4. Funds

The Board of Directors, Chairperson, and their designees may accept on behalf of the Friends any contribution, gift, bequest or devise for the general purpose as the Board of Directors may select.

### Section 5. Special Powers

In order to acquire funds for the purposes of the Friends, the Directors shall have the power to:

- hold or sponsor fundraising events
- solicit donations
- borrow funds and give evidence of indebtedness
- prepare and submit proposals and
- hire consultants to advise the Board on matters relating to Friend's administration and programs

#### Section.6 Audit

When the annual revenues exceed \$100,000 an annual audit shall be conducted by an independent certified public accountant. In years when an audit is not conducted, a statement of income and expenses shall be presented to the membership for approval.

### ARTICLE X- BOOKS AND RECORDS

The Friends shall keep correct and complete books and records of accounts; shall keep minutes of proceedings of membership, Board meetings, and shall keep at the registered or principal office a record of names, phone, facsimile numbers, and email addresses of the members and the Directors. Committees shall report their actions to the Board of Director. All books and records of the Friends, except confidential personnel records, may be inspected by any Director or Director's agent or attorney, member, any public official or any contributor, for any proper purpose at any reasonable time.

### ARTICLE XI- INVESTMENTS

The Friends shall have the right to retain all or any part of any securities or property acquired in any manner, and shall have the right to invest and reinvest, any funds, according to the judgement of the Board of Directors. However, no action shall be taken by or on behalf of the corporation. If such action is made subject to special penalties under applicable federal or state law; or if such action would result in the loss of tax except status under 501, 503, or 504 of the Internal Revenue of 1954, as amended, and the regulations there under as they now exist or as they may hereafter be amended.

### ARTICLE XII- VOTING UPON STOCK OF OTHER CORPORATIONS

The Board of Directors shall have full power and authority to vote on behalf of the Friends at any meeting of stockholders of any corporation in which the Friends may hold stock; and at any such meeting may possess and exercise the entire rights and powers incident to the ownership of such stock. The Board of Directors may delegate these powers to any person, and its convenience may revoke any such powers granted.

### ARTICLE XIII – FISCAL YEAR

The fiscal year of the Friends of Newberry Academy shall begin on the first day of July and end on the last day of June in each year.

## ARTICLE XIV – INDEMNIFICATION

### Section.1 Indemnification in Actions Other Than by or in the Right of Corporation

The Friends of Newberry Academy shall indemnify any present or former member, Director of the Board, officer, employee or agent of the Friends, and may indemnify any other person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Friends by reason of the fact that the person is or was a member, Director, officer, or agent of another corporation, partnership, joint venture, trust or other enterprise) against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonable believed to be in, not opposed to the best interest of the Friends and with respect to any criminal action or proceeding had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon faith and in a manner which the person reasonable believed to be in or not opposed to the best interest of the Friends or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that the person's conduct was unlawful.

### Section.2 Indemnification in Actions by or in the Right of the Corporation

The Friends of Newberry Academy shall indemnify any present or former member, Director of the Board, officer, employee or agent of the Friends, and may indemnify any other person who was or is a party or is threatened to be made a party to any threatened pending or completed action suit by or in the right of the Friends to procure a judgment in its favor by reason of the fact that such person is or was a member, Director, officer, employee or agent of the Friends or was serving at the request of the Friends as a member, Director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including lawyer's fee) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner such person reasonable believed to be in or not opposed to the best interests of the Friends provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person's duty to the Friends, unless and only to the extent that the court in which such action or suit was brought shall determine upon view of all the circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses as the court shall deem proper.

### Section.3 Right to Payment of Expenses

To the extent that a member, Director, officer, employee, or agent of the Friends has been successful on the merits or otherwise, in the defense of any action, suit or proceeding referred to in the sections 1 and 2 of this Article or in defense of any claim issue or matter therein such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

### Section.4 Determination of Conduct

Any indemnification under sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Friends only as authorized in the specific case upon a determination that indemnification of the member, Director, officer, employee or agent is proper in the circumstances because each member, Director officer, employee or agent applicable standard of conduct set forth in sections 1 and 2 of this Article. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of Directors who were not a party to such action, suit, or proceeding or (b) if such a quorum is not obtainable or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

### Section, 5 Indemnification Not Exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement or charter vote of disinterested Directors, or otherwise both as to action in the Director's official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a member, Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

### Section. Insurance

The Friends may purchase and maintain insurance on behalf of any person who is or was a member, Director, officer, employee or agent of the Friends or who is or was serving at the request of the Friends as a member, Director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in such a capacity or arising out of such person's status as such, whether or not the Friends would have the power to indemnify such person against such liability under the provisions of this Article.

## ARTICLE XV- AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the Friends with such powers and to perform such acts or duties on behalf of the Friends as the Board of Directors may authorize, so far as is consistent with these bylaws to the extent permitted by law.