

AMENDED AND RESTATED BY-LAWS  
OF  
THE READINGTON HOME SCHOOL ASSOCIATION, INC.

ARTICLE I

NAME, PURPOSES AND POWERS, SEAL, OFFICES AND MEMBERS

Section 1: Name. The name of the corporation is THE READINGTON HOME SCHOOL ASSOCIATION, INC. It shall hereinafter be referred to as the "Association."

Section 2: Seal. The seal of the Association shall be circular in form and shall bear on its outer edge the words "THE READINGTON HOME SCHOOL ASSOCIATION, INC.," and in the center, the words and figures "A New Jersey Nonprofit Corporation Incorporated 1987". The Board of Trustees may change the form of the seal or the inscription thereon at pleasure.

Section 3: Purposes. The Association shall be a non-profit corporation organized under the laws of the State of New Jersey, and its purposes, powers, rights, and authority shall be, in addition to those set forth in its Articles of Incorporation:

1. To promote the welfare of children and youth in home, school and community.
2. To bring into closer relation the home and the school, so that parents and teachers may cooperate intelligently in the development of the child.
3. To develop between educators and the general public such united efforts as will secure for every child the highest advantages in physical, mental, emotional, and social education.
4. To cooperate with schools and support the improvement of education in ways that will not interfere with administration of the schools and not seek to control their policies.

Section 4: Offices. The principal office of the Association shall be located at Readington Middle School, Readington Road, Box 700, Whitehouse Station, NJ 08889. The Association may also have offices at such other places as the Board, as hereinafter defined, may from time to time appoint as the purposes of the Association may require.

Section 5: Members. The Association shall have two classes of Membership as set forth in Article VI herein.

## ARTICLE II

### BOARD OF TRUSTEES

Section 1: Powers and duties. The conduct and management of the affairs of the Association shall be vested in its governing body known as the Board of Trustees. All the corporate powers, except such as otherwise provided for in these By-laws, the Articles of Incorporation of the Association, and in the laws of the State of New Jersey, shall be and are hereby vested in and shall be exercised by the Trustees serving as a Board of Trustees. The Board of Trustees of the Association shall include the Executive Committee and the Ex Officio Trustees, as defined herein, and collectively are hereinafter referred to as the "Board".

Section 2: Number of Trustees. The number of persons serving on the Board ("Trustees") shall be such number, not less than twenty-five (25) which shall include ex officio trustees, officers, and committee chairpeople.

Section 3: Ex Officio Trustees. The persons holding the following positions within the Readington Township Public School District from time to time shall serve, ex officio, as Trustees of the Association, with vote: the Superintendent, the Principal of Readington Middle School, the Principal of Whitehouse School, the Principal of Three Bridges School, the Principal of Holland Brook School and the teacher representatives from each of the aforementioned schools. In addition, the immediate past President of the Association shall serve, ex officio, as a Trustee, with vote. The remaining Trustees shall be elected by the Board as provided in Section 5 of this Article.

Section 4: Resignation. Any Trustee may resign by delivering a written resignation (email is sufficient) to the President or Secretary of the Association, and the remaining Trustees may fill the vacancy for the balance of said Trustee's term, subject to the provisions of Article II, Section 3 hereof.

Section 5: Election. Subject to the provisions of Article II, Section 3 hereof, the election of Trustees shall be by a majority vote of the Trustees present. Any Trustee, upon the expiration of his or her term of office, may become eligible for re-election.

Section 6: Removal of Trustee. Any Trustee may be removed from office, with cause, such as, absence from three (3) Board of Trustees meetings, including monthly meetings and public business meetings, by the affirmative vote of two-thirds (2/3) of the Trustees present at any meeting duly called and convened for such purpose.

Section 7: Vacancies. Any vacancy on the Board occurring during the year, including a vacancy created by an increase in the number of Trustees, as determined by the Executive Committee, as decided by the Board, may be filled for the unexpired portion of the term by the Trustees then serving, although less than a quorum.

Section 8: Qualification. Subject to the provisions of Article II, Section 3 hereof, the Trustees shall be elected on the basis of their demonstrated commitment and support of the Association and the Readington Township Public Schools, without discrimination as defined in Article XI, Section 4. Only adult persons who shall then be Investors of the Association in good standing may be elected to the Board. In good standing means abiding by current bylaws and paid for current year "Invest In Your Child" campaign.

### ARTICLE III MEETINGS OF THE BOARD

Section 1: Annual Meetings. The annual meeting of the Board shall be held in May of each year or on such other date as may be designated by the Board, at a time and place elected by the Board, for the transaction of such business as may properly come before said meeting.

Section.2: Business Meetings. The Board of Trustees shall hold business meetings three (3) times per year, open to the public, or at such other frequency as the Board shall determine, on such dates as may be designated by the Board. The Annual Meeting shall be considered one of the business meetings.

Section 3: Special Meetings of the Board. Special Meetings of the Board for any purpose or purposes may be called at any time by the President, any of the Vice Presidents or by any five (5) of the Trustees. Such meetings shall be held upon not less than two (2) days' notice given personally or by telephone, electronic confirmed transmission or facsimile transmission, or upon not less than four (4) days' notice given by depositing notice in the United States mail, postage prepaid. Such notice shall specify the time and place of the meeting and the general purpose(s) of the meeting.

Section 4: Notice. Subject to the provisions of Section 5 of this Article III, written notice for all meetings of the Board which are to be held or which have been adjourned, cancelled or changed as to place, date or hour, shall be given by or under the direction of the President, Secretary and sent to each Trustee in writing (email is sufficient) at the appropriate address appearing on the books of

the Association. All notices shall state the place, date, and hour of the meeting. Notice of annual meetings shall be given not less than two (2) days before the date of such meeting, either personally, by mail or email to each Trustee. NOTE: If permitted, such dates shall appear on the District Calendar.

Section 5: Waivers of Notice of Board Meetings: Adjournments. Notice of a meeting need not be given to any Trustee who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such Trustee of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, except that notice or waiver of notice of a Special Meeting shall specify the general purpose of the meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjustment does not exceed ten (10) days in anyone adjournment.

Section 6: Meeting by offsite conferencing technologies. The Board or any committee of the Board may participate in a meeting of the Board or of such committee, by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

Section 7: Quorum. A quorum for the transaction of any business at all meetings of the Board shall consist of not less than one-third (1/3) of the Trustees. Unless otherwise provided by law or these By-laws, action by a majority of those present at any duly authorized meeting shall constitute lawful action by the Board. If a quorum is lacking, then a majority of the Trustees present may adjourn any such meeting from time to time until quorum shall be present.

Section 8: Voting. At all meetings of the Board, each Trustee is to have one (1) vote. In the event a person holds more than one Trustee position, that person still is only permitted one (1) vote. All voting can be done online via email and/or text messaging or the like except for election of officers as defined in Article IV Section 8.

Section 9: Agenda. The order of business to be transacted at meetings of the Board shall be fixed by the President, in consultation, as needed, with the Vice Presidents, Secretary, and Treasurer.

Section 10: Action without a Meeting. Notwithstanding any other provisions of these By-laws, any action which the Board may take at any meeting of the Board may be taken without a meeting if prior

to or subsequent to the action; all members of the Board consent in writing to such action and their written consents are filed with the minutes of proceedings of the Board.

## ARTICLE IV

### OFFICERS

Section 1: Officers. The officers of the Association shall be: the President; the Executive Vice President, eight (8) Vice Presidents, two each of whom shall represent one of the Township's (4) schools; the Treasurer, and the Secretary. All officers of the Board must be members of the Association. All officers shall be elected for two year terms, without discrimination as defined in Article XI, Section 4, by the Investors/Supporters of the Association at the annual meeting. An officer, upon the expiration of his or her term of office, may become eligible for re-election. All Officers and Assistance Officers (as defined below) are by default, Trustees and shall be referred to as the "Executive Committee".

Section 2: Assistant Officers. The President, with the consent of a majority of the Executive Committee members, may appoint assistant officers to aid the principal officers of the Association. The assistant officer title to be the same as officer's title preceded by "Assistant". The assistant officers may be appointed at such times and for such terms as the President shall deem necessary for the proper management of the Association. Assistant officers may perform such duties as may be delegated to them respectively by the principal officers whom they are appointed to aid and as otherwise may be assigned to them by the Board.

Section 3: The President. The President shall preside at all meetings of the Association and of the Executive Committee, and shall perform such other duties as may be prescribed in these By-laws or as may be delegated to him or her by the Association or the Executive Committee. The President shall coordinate the work of the officers and committees of the Association in order that the Association's objectives may be promoted. Without limiting the generality of the foregoing, the President shall sign and execute in the name of the Association all duly authorized contracts and other documents and writings. He or she shall be bonded as a protection both to him/her self and to the Association.

Section 4: The Vice Presidents. The Vice Presidents shall act as aids to the President. In the absence of the President or in the event that he or she shall be unable to perform his or her tasks, the Executive Vice President, if any, will serve as the President until a new President is appointed or

elected. In the event there is no Executive Vice President in office, then the voting officer with the most seniority will serve as President until a new President is appointed or elected. He or she shall be bonded as a protection both to him/her self and to the Association.

Section 5: The Secretary. The Secretary shall record the minutes of all general business meetings of the Association, all meetings of the Executive Committee, and all meetings of the Board of Trustees. He or she shall have a copy of the approved By-laws available at every meeting. The Secretary shall maintain a list of chair people of the Association's standing and special committees, as well as an historical record. He or she shall also maintain a list of Investors/Supporters of the Association, and shall perform such other duties as the Board of Trustees or the Executive Committee may assign. All documentation related to the Association can be made available online at the discretion of the Executive Committee.

Section 6: The Treasurer. The Treasurer shall have custody of all the funds of the Association. He or she shall be bonded as a protection both to him/her self and to the Association. He or she shall keep an accurate record of receipts and expenditures; and shall pay all expenditures by check bearing the signatures of the Treasurer and the President, in accordance with the approved budget as authorized by the Association.

The Treasurer shall present a the updated budget at every open Business meeting of the Association and at such other times as requested by the Board of Trustees or the Executive Committee, and shall make a full report at the Annual Meeting in the school year., The Executive Committee may review all bank statements for examination after the Treasurer or Assistant Treasurer has reconciled the statement(s).

The Treasurer's accounts shall be examined annually by an auditor or by an auditing committee consisting of not fewer than two (2) Trustees, who shall be satisfied that the Treasurer's annual report is correct, and shall sign a statement of the facts at the end of the report. The auditor or auditing committee shall be appointed by the Executive Committee at the annual meeting and its report shall be presented at the first open Business Meeting.

Section 7: Delivery of Official Material. All officers shall deliver to their respective successors, all documents and records relating to their offices, if any, as soon as practicable following the assumption of office.

Section 8: Election of Officers. The Officers shall be elected by the Investors of the Association, at elections which shall take place at any of the Business meetings, as necessary. The quorum for the election shall be ten (10) Investors/Supporters, including Trustees and/or Executive Committee members. Election shall be by majority vote of the registered Investors at the meeting, or, if no candidate shall receive a majority of the votes cast, then by the candidate receiving the greatest plurality of votes shall be elected. Voting shall be by voice vote if a slate with one nominee per office is presented. If more than one person is running for an office, a ballot vote shall be taken. In the event an in person meeting cannot take place, a virtual vote may be agreed to by a majority of the Trustees. Officers shall assume their official duties on July 1<sup>st</sup>, the beginning of the fiscal year and shall serve for a term of two (2) years and/or until their successors shall be elected and qualified. No officer shall serve more than two (2) consecutive terms in the same office. Only persons who shall then be Investors of the Association may serve as Officers.

Section 9: The Nominating Committee. The Executive Committee shall appoint a Nominating Committee at the March executive meeting at the latest, which shall consist of (i) two (2) Executive Committee members and (ii) one (1) Investor representing one of the four schools in the district (these can be Executive Committee members as well, but not the same as those identified in (i) above). The Nominating Committee shall prepare a slate of candidates for each office and shall report at the April monthly Executive Committee meeting, or at another time as determined by the Executive Committee members. Following the report of the Nominating Committee, the opportunity shall be given for nominations from the floor. A floor nominee must be an Investor and must be nominated and seconded by an Investor.

Section 10: Resignations: Removal. Any officer can resign by delivering a written resignation to the Secretary or to the President. Any officer can be removed, with cause, by the affirmative vote of not less than two-thirds (2/3) of the members of the Board of Trustees. Two-thirds (2/3) of the members of the Board shall constitute a quorum for purposes of the removal of an officer.

Section 11: Vacancy. Any vacancy caused by the resignation, removal, death or incapacity of any officer shall be filled by a vote of the majority of the members of the Executive Committee, for the remainder of the term.

## ARTICLE V

### THE EXECUTIVE COMMITTEE

Section 1: The Executive Committee. The Executive Committee shall consist of the following individuals: The President, Executive Vice President, each Vice President at all four (4) schools, Secretary, Treasurer, Assistant Officers and the immediate past President. Only those persons who shall then be Investors of the Association may serve on the Executive Committee. Members of the Executive Committee shall serve until their successors assume office. The duties of the Executive Committee shall be: (1) the transaction of the business of the Association between the meetings of the Board of Trustees; (2) supervision of the Standing Committees and approval of their work; (3) presentation of a report when necessary; (4) appointment of an auditor or of an audit committee at the May meeting; (5) acceptance and submission to the Board of Trustees for approval of a budget for each fiscal year; and (6) approval of routine bills within limits of the budget, if necessary.

Section 2: Meetings of Executive Committee: Quorum. The Executive Committee shall meet regularly each month of the calendar year as determined by the Executive Committee,. Notwithstanding the foregoing, in the event the affirmative vote of a majority of the Executive Committee members, the Executive Committee may determine that a monthly meeting is not necessary from time to time. Other meetings will be held as and when needed; such meetings may be called by the President or by a majority of the members of the Committee. Not less than one-half (1/2) plus one of the members of the Executive Committee with representation from all schools shall constitute a quorum for any meeting, and approval of any and all actions shall require the affirmative vote of a majority of the members present. Special Meetings of the Executive Committee may be called by the President or by a majority of the members of the Committee.

Section 3: Standing Committees. Such Standing Committees shall be created by the Board of Trustees as may be required to promote the objects and interests of the Association. The Chairpersons of the Standing Committees shall be selected by the Executive Committee and approved by the Board of Trustees and shall serve for terms of one (1) year. The Secretary shall maintain a list of current Standing Committee chairs, as well as an historical record. Standing Committee chairs must be adults and must be Investors in good standing.

Section 4: Duties of Chairpersons. The Chairperson of each Standing Committee shall present plans of the Committee's work to the Executive Committee, and no committee work shall be undertaken without the approval of the Executive Committee.



Section 5: Special Committees. The President may from time to time appoint such special committees as he/she shall deem appropriate, subject to the approval of the Executive Committee.

## ARTICLE VI

### MEMBERS OF THE ASSOCIATION

Section 1: "Members." The Association shall have Voting Members which shall consist of the Trustees.

Section 2" "Investors" Any person who subscribes to the objects and basic policies of the Association and donates to the annual "Invest in Your Child Campaign" (or any replacement fundraiser as determined by the Executive Committee) may become an Investor of the Association, and shall be subject to compliance with the provisions of these Bylaws. Investors of the Association shall constitute Non-Voting Members except that Investors may vote as set forth in Article VI, Section 8. (NOTE: Investors that are Readington District Staff are referred to as "Staff Supporters".)

Section 3: Enrollment of Investors. The Association shall conduct an annual enrollment of Investors (ie: "Invest in Your Child Campaign".)

Section 4: Dues. Each Investor shall pay annual dues determined and voted upon by the Executive Committee. Notwithstanding the foregoing, Supporters shall pay annual dues at a reduced rate also voted upon by the Executive Committee,. The year for which the dues are valid is December 1 to November 30

Section 5: Service as Officer or Trustee. Only those persons who are Investors/Supporters shall be elected to the Board of Trustees of the Association, or shall serve the Association as an officer or as a member of the Executive Committee.

## ARTICLE VIII

### BUDGET

Section 1: The Executive Committee shall prepare the annual Budget of the Association prior to the Trustees' Annual Meeting, scheduled in May, and shall present it to the Board of Trustees, which shall approve or disapprove it at its annual meeting by the affirmative vote of the majority of the Trustees present. In the event an in person meeting cannot take place, a virtual vote on

the budget may be agreed to by a majority of the Trustees.

## ARTICLE VIII

### CHARITABLE PURPOSE

No Trustee, officer or employee, member of a committee, Investor or person connected with the Association, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association; provided, however, that this prohibition shall not prevent the payment to any such person of such reasonable compensation as shall be fixed by the Executive Committee for services rendered to or for the Association in effecting any of its purposes. No such person or persons shall be entitled to share in a distribution of any of the corporate assets upon the dissolution of the Association. Unless otherwise compelled or required by law, dissolution of the Association in accordance with this Article VIII shall occur pursuant to a plan of dissolution adopted by three-fourths (3/4) of all of the Trustees of the Association.

All Trustees of the Association shall be deemed to have expressly considered and agreed that, upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, from time to time, or the corresponding provisions of any future United States Revenue law, as the Board of Trustees determine. Any such assets not so disposed shall be disposed of by the Superior Court of New Jersey in the County in which the principal office of the Association shall then be located, exclusively for such purposes or to such organizations as said Court shall determine, which shall be organized at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provisions of any future United States Revenue law.

## ARTICLE IX

### CHARITABLE STATUS

Notwithstanding any other provisions of these By-laws, no Trustee, officer, Investor or employee or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization which is exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, from time to time, and its Regulations as they now exist or as they may hereafter be amended, and by an organization, contributions to which are deductible under Section 170(c)(2), Section 205 5 (a)(2), and Section 2522(a)(2) of such Code and Regulations thereunder as now exist or as they may hereafter be amended.

## ARTICLE X

### INDEMNIFICATION OF TRUSTEES AND OFFICERS

Section 1: Third Party Actions. Any person who was, or is, or hereafter shall be, a Trustee, officer or Committee Chairperson (hereinafter referred to as "corporate agent") of the Association shall be indemnified, held harmless and defended, by the Association against his or her reasonable costs, disbursements, and counsel fees (hereinafter "expenses") and liabilities paid or incurred in satisfaction of any judgment, fine, penalty or settlement (hereinafter "liabilities") in connection with any pending, threatened or completed civil, criminal, administrative or arbitral action, suit or proceeding, any appeal therein (hereinafter "proceeding") involving the corporate agent by reason of his or her being or having been such a corporate agent, other than a proceeding by or in the right of the Association, if (1) such corporate agent acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association; and (2) with respect to any criminal proceeding, such corporate agent had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such corporate agent did not meet the applicable standards of conduct set forth in this paragraph.

Section 2: Actions by or in the right of the Association. The Association shall indemnify, defend and hold harmless, a corporate agent against his or her expenses in connection with any proceeding by or in the right of the Association to procure a judgment in its favor which involves the corporate agent, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association. However, in such

proceeding no indemnification shall be provided in respect of any claim, issue or matter as to which such corporate agent shall have been adjudged to be liable for recklessness, intentional misconduct, illegality, unless and only to the extent that the Superior Court or the court in which such proceeding was brought shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, such corporate agent is fairly and reasonably entitled to indemnity for such expenses as the Superior Court or such other court shall deem proper.

Section 3: Mandatory Indemnification. The Association shall indemnify, defend and hold harmless, a corporate agent against expenses to the extent that such corporate agent has been successful on the merits or otherwise in any proceeding referred to in Section 1 and 2 of this Article X or in defense of any claim, issue or matter therein.

Section 4: Procedure for Effecting Indemnification. Any indemnification under Section 1 of this Article X and, unless ordered by a court, under Section 2 of this Article X, may be made by the Association only as authorized in a specific case upon a determination that indemnification is proper in the circumstances because the corporate agent met the applicable standard of conduct as set forth in Section 1 or in Section 2 of this Article X. Such determination shall be made (1) by the Board acting by a majority vote of a quorum consisting of the Trustees who were not parties to or otherwise involved in the proceeding; or (2) if such a quorum is not obtainable or, even if obtainable, and such quorum of the Board of Trustees by a majority vote of the disinterested Trustees so directs, by independent legal counsel, in a written opinion, such counsel to be designated by the Board.

Section 5: Advancing Expenses. Expenses incurred by a corporate agent in connection with a proceeding may be paid by the Association in advance of the final disposition of the proceeding if authorized in the manner provided in Section 2 of this Article X upon receipt of an undertaking by or on behalf of the corporate agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as provided in this Article X.

Section 6: Scope of By-laws. The indemnification provided by this Article X shall apply to the corporate agent and the legal representative or representatives of the corporate agent and

(2) shall be by Incorporation or Bylaws of the Association or by agreement or otherwise.

## ARTICLE XI

### MISCELLANEOUS

Section 1: Parliamentary Authority. ROBERTS RULES OF ORDER, REVISED, shall govern the conduct of all meetings of the Association.

Section 2: Fiscal Year. The fiscal year of the Association will be July 1st to June 30th.

Section 3: Amendment of By-laws. These By-laws or any part hereof, may be amended, revised or rescinded at any annual, regular or special meeting of the Board, at which a quorum is present, by the affirmative vote of two-thirds (2/3) of the Trustees present, virtually or in person.. A general statement of the proposal to amend, revise or rescind as aforesaid may be included in the notice of meeting.

Section 4: Nondiscrimination. Whenever reference in these By-laws is made to the masculine pronoun, it should be construed as including both the masculine and feminine gender. In addition to its affairs and conduct of its business, the Association shall not discriminate as to any person on account of age, race, creed, color, sex, marital status, national origin or handicap. The Association shall be nonsectarian, nonpartisan and nonpolitical.

Section 5: Force and Effect. These By-laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the "Act") and the Articles of Incorporation of the Association, as they respectively will be amended from time to time. If any provision of these By-laws shall be inconsistent with a provision of the Act or the Articles of Incorporation, then the provision of the Act or the Articles of Incorporation shall, govern to the extent of such inconsistency.

Adopted: April 12, 1988

Amended and Restated: June 7, 1994

Further Amended and Restated: March 11, 2002

Further Amended and Restated: May 13, 2008

Further Amended and Restated: May 16, 2012

Adopted Amended Bylaws: January 13, 2021

Readington H.S.A. Information

Employer Identification Number (EIN)	22-2885583
NJ Charities Registration Number	CH1464200
Incorporated Number and Date	0100344672 on June 27, 1987