

# **BY-LAWS**

## **St. Anthony's Home and School Association**

### **Article I NAME**

- Section 1. The name of this Association shall be:  
St. Anthony's Home and School Association
- Section 2. The school denoted in the name of the Association shall be that certain school known as St. Anthony of Padua Elementary School (hereinafter, occasionally, the "School"), which such school is associated with St. Anthony of Padua Catholic Parish, both of which presently are situated in the City of Wilmington, County of New Castle, State of Delaware, and each of which is subject to regulation by the Catholic Diocese of Wilmington.

### **Article II AIMS**

- Section 1. The aims of this Association shall be:
1. To provide an organization through which communication between teachers and parents can be used for the improvement of the instructional process.
  2. To help coordinate the spiritual and educational force of home and School in the program of Catholic education.
  3. To raise and disburse funds for the support of the School in order that tuition costs may be maintained at a reasonable level.

### **Article III GENERAL MEMBERSHIP**

- Section 1. Membership shall be composed of:
- A) Voting Members; and
  - B) Non-Voting Associate Members ("Associate Members").
- Section 2. Voting Members shall be:
- A) Parents and legal guardians of students presently enrolled at St Anthony of Padua Elementary School; and
  - B) Faculty members presently employed as such by St. Anthony of Padua Elementary School.
- Section 3. Associate Members shall be such persons, one or more, as shall be elected for that purpose by a majority vote of a quorum of the Board of Directors of the Association at any meeting properly called for that purpose. Associate members shall be distinguished by their knowledge and expertise and by their commitment to the aims of the Association and the betterment of the School.
- Section 4. Voting Members shall be entitled to vote on any matter properly put before them at any meeting called either by the Board of Directors of the Association or at any meeting as may otherwise be called under any provision in these by-laws, such matters to include but not be limited to election of members of the Board of Directors of the Association and officers thereof. A Voting Member may be recognized by the respective Chair at any such meeting and thereafter, in the

- discretion of the Chair, be heard upon any matter properly before the General Membership or the Board of Directors as the case may be.
- Section 5. Associate members shall not be entitled to vote on any matter put before the General Membership or the Board of Directors of the Association either by the Board of Directors of the Association or at any meeting as may otherwise be called under any provision in these by-laws. Such Associate Members may be recognized, however, by the respective Chair at any special or general meeting of the General Membership or the Board of Directors of the Association properly called either by the Board of Directors of the Association or as may otherwise be provided by these by-laws and thereafter, in the discretion of the Chair, be heard upon any matter properly before the General Membership or the Board of Directors as the case may be.
- Section 6. Non-Members shall be all persons who are neither Voting Members nor Associate Members. Such Non-Members have no right to vote or to be heard on any matter at any meeting called either by the Board of Directors of the Association or at any meeting as may otherwise be called under any provision in these by-laws. Such NonMembers, one or more, may be recognized, however, by the respective Chair at any special or general meeting of the General Membership or the Board of Directors of the Association called either by the Board of Directors of the Association or as may otherwise be provided by these by-laws and thereafter, in the discretion of the Chair, be heard upon any matter before the General Membership or the Board of Directors as the case may be or. A Non-Member may be excluded for any reason or for no reason whatsoever from any meeting of the General Membership, the Board of Directors or any committee of either in the discretion of the respective Chair of such meeting.

**Article IV**  
**GENERAL MEMBERSHIP MEETINGS**

- Section 1. There shall be a minimum of five regular meetings of the General Membership at such time and place as shall be determined by the Board of Directors.
- Section 2. Annual meetings of the General Membership commencing with the year 1981 shall be held in May at such date and time as shall be designated by the Board of Directors and stated in the notice of the meeting, at which they shall elect by a plurality vote a Board of Directors, and transact such other business as may properly be brought before the meeting.
- Section 3. Notice of the annual meeting stating the place, date and hour of the meeting shall be posted in the administrative office of the School not less than 3 nor more than 10 days before the date of the meeting. Supplementary notice of the annual meeting may be given as circumstances warrant and permit to each Voting Member and Associate Member either by timely electronic notice or through timely notice in one or more calendars or other publications of the St. Anthony of Padua School and/or the St. Anthony of Padua Church or by such other notice as may be effective and reasonable under the circumstances.
- Section 4. Nominations for the Board of Directors of the Association shall take place during the April meeting. Nominations may be made in writing or from the floor. To be eligible to run for office, a candidate must be a Voting Member and must have attended a minimum of two (2) meetings of the General Membership in the past school year ("Minimum Attendance Requirement"). For the purpose of these by-laws, attendance by either parent or legal guardian of a student in the School meets this Minimum Attendance Requirement.
- Section 5. Special meetings of the Association, for any purpose or purposes may be called by the President or Secretary, at the request of a majority of the Board of Directors, or at the request in

- writing of members representing 5% of the total membership of the Association. Such request shall state the purpose or purposes of the proposed meeting.
- Section 6. Notice of a special meeting stating the place, date and hour of the meeting shall be posted in the administrative office of the School not less than 3 nor more than 10 days before the date of the meeting. Supplementary notice of any special meeting may be given as circumstances warrant and permit to each Voting Member and Associate Member either by timely electronic notice or through timely notice in one or more calendars or other publications of the St. Anthony of Padua School and/or the St. Anthony of Padua Church or by such other notice as may be effective and reasonable under the circumstances.
- Section 7. Business transacted at any special meeting of the General Membership shall be limited to the purposes stated in the notice.
- Section 8. When a quorum is present at any meeting of the General Membership, the vote of a majority present shall decide any question brought before such meeting, unless the question is one upon which by express provision of the by-laws a different vote is required in which case such express provision of the by-laws shall govern and control the decision of such question. For purposes of this section, a quorum shall be had upon the fair recognition by the Chair of the meeting of the presence of fifty (50) Voting Members.

**Article V**  
**QUALIFICATION FOR AND MEMBERSHIP**  
**ON THE BOARD OF DIRECTORS**

- Section 1. The number of Voting Directors, Voting ex officio Directors and NonVoting ex officio Directors which shall constitute the whole Board of Directors shall not be less than 12, nor more than 16.
- Section 2. In order to be eligible for nomination as Voting Director, a candidate must have attended two (2) meetings of the General Membership in the current past school year as an Article III, Section 2.A, Voting Member and must be an Article III, Section 2.A, Voting Member at the time of his or her nomination. For the purpose of these by-laws, attendance by either the husband, wife or other legal guardian of a student at the School meets this requirement. If at any time a Voting Director ceases to be a parent or guardian of a student presently enrolled at St Anthony's Elementary School, then his or her membership on the Board of Directors shall cease immediately.
- Section 3. The Voting Directors shall be elected at the annual meeting of the General Membership, except as provided in Section 2 of this Article, and, except as provided in the Article next succeeding, each Voting Director elected shall hold office until his successor is elected and qualified. If elected at an annual meeting of General Membership, a newly elected Voting Director shall take office effective July 1 st next succeeding the date of his or her election.
- Section 4. Notwithstanding anything to the contrary in the foregoing, in order to stand for election again, a current Voting Director must have attended at least 80% of the Board meetings (inclusive of General Membership meetings) in the current school year in addition to satisfying the general eligibility requirements for nomination to the Board appearing in section 2. of this Article. An excused absence shall not be counted as an absence by the Voting Director for purposes of this paragraph. An excused absence may be granted in the discretion of the President of the Board of Directors.
- Section 5. Notwithstanding anything to the contrary in the foregoing, no person shall serve more than eight (8) consecutive years as a member of the Board of Directors of the Association.

- Section 6. There shall be two (2) Non-Voting *ex-officio* Directors of the Board of Directors. These Directors shall be the Principal of the School or his or her designee from the faculty or administration of the school and one other person selected by the faculty of the School from the current faculty. These *ex officio* members of the Board shall not stand for election at the annual meeting. If at any time either or both of these *ex officio* Directors cease to be employed by the school in the capacity that qualified them to be *ex officio* members of the Board, then their membership on the Board of Directors shall cease immediately.
- Section 7. Vacancies under this Article may be filled by a majority of the Directors then in office, though less than a quorum, or by a sole remaining Director, and the Directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify unless sooner displaced. If there are no Directors in office, then an election of Directors may be held at a special meeting called for that purpose.
- Section 8. If an Article III, Section 2.A. member of the Association is elected to a two-year term and resigns or ceases to be eligible for Article III, Section 2.A membership to the Board before the annual meeting preceding his or her second year of the two-year term, a special election shall be held in conjunction with the regular yearly election, to fulfill the remainder of the term of office. (See Article V, Section 7, for fulfillment of a term vacated at any time other than at the end of the school year).
- Section 9. A Voting Board Member who chooses to run for another position before the expiration of his current term of office first must resign the second (2<sup>nd</sup>) year of that term before accepting the nomination for a new office. Should he or she lose the election to the newly sought-after office, he or she may not fulfill the remaining term of the previous office from which he or she resigned except as provided in Section 7 of this Article. Said term of office ordinarily would be filled by the winning candidate who ran for the office during the special election .
- Section 10. Unless otherwise restricted by these by-laws, any Director of the Board of Directors may be removed, with or without cause, by a majority of Voting Members entitled to vote at an election of Directors.

**Article VI**  
**OPERATIONS AND MEETINGS OF THE BOARD OF DIRECTORS**

- Section 1. The business of the Association shall be managed by or under the direction of its Board of Directors which may exercise all such powers of the Association and do all such lawful acts and things as are not by these by-laws directed or required to be exercised or done by the General Membership. The Chair of any such meeting of the Board of Directors may take such action as is necessary and proper to maintain decorum and order at such meeting.
- Section 2. The Board of Directors of the Association may hold its working meetings, both regular and special, either within or without the State of Delaware, provided however that no meeting of the General Membership may be held outside the State of Delaware.
- Section 3. Regular working meetings of the Board of Directors may be held at such time and at such place as shall from time to time be determined by the Board. Notice of such a regular meeting stating the place, date and hour of the meeting shall be posted in the administrative office of the School not less than 3 nor more than 10 days before the date of the meeting. Supplementary notice of any regular meeting may be given as circumstances warrant and permit to each Director either by timely electronic notice or through timely notice in one or more calendars or other publications of the St. Anthony of Padua School and/or the St. Anthony of Padua Church

or by such other notice as may be effective and reasonable under the circumstances.

- Section 4. A special meeting of the Board shall be called either (a) by the President of the Board or (b) by the President or Secretary of the Board on the written request of two (2) Voting Directors. Notice of the special meeting stating the place, date and hour of the meeting shall be posted in the administrative office of the School not less than 3 nor more than 10 days before the date of the meeting. Supplementary notice of any special meeting may be given as circumstances warrant and permit to each Director either by timely electronic notice or through timely notice in one or more calendars or other publications of the St. Anthony of Padua School and/or the St. Anthony of Padua Church or by such other notice as may be effective and reasonable under the circumstances.
- Section 5. At all meetings of the Board of Directors (regular and Special, including but not limited to meetings of the General Membership) seven (7) Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by these by-laws. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.
- Section 6. Unless otherwise restricted by these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto, and a record of the consent is filed with the minutes of proceedings of the Board.

**Article VII**  
**OFFICERS OF THE ASSOCIATION:**  
**MEMBERSHIP ON THE BOARD OF DIRECTORS**

- Section 1. The officers of the Association shall be chosen by the Voting Members and shall be a President, a Vice-President, a Secretary and a Treasurer, who shall be Voting *ex-officio* Members of the Board of Directors. In order to be eligible for nomination as an Officer or *ex officio* Director, a candidate must have attended two (2) meetings of the General Membership in the current school year as an Article III, Section 2.A., Voting Member and must be an Article III, Section 2.A., Voting Member at the time of his or her nomination. For the purpose of these bylaws, attendance by either the husband, wife or other legal guardian meets this requirement. If at any time an Officer or *ex officio* Director ceases to be a parent or guardian of a student presently enrolled at St. Anthony's Elementary School, then such person shall cease immediately to be both an Officer of the Association and a member of the Board of Directors. If elected at an annual meeting of General Membership, a newly elected Officer shall take office effective July 1 st next succeeding the date of his or her election. If elected at a special meeting called for that purpose, the Officer shall take office immediately. In the event of vacancy, the voting members of the Board (including all sitting Voting Directors and all remaining Officers) may appoint by simple majority vote an officer to fill the vacant position on an interim basis until a special election or an election of the General Membership at an annual meeting may be held to fill the vacancy, provided however that any person chosen to fill the position under this paragraph on an interim basis must be eligible under the tests set out in Article III, Section 2.A. If a Voting Director of the Board assumes an officer position on an interim basis under this paragraph, that Voting Director of the Board need not resign his or her position on the Board to assume that Officer position. In the event of a vacancy in an Officer position, a special election must be held within 180 days of the effective date of the vacancy (through resignation or otherwise) unless the next regularly scheduled annual meeting of the General Membership in the month of May sooner occurs, in which case the election to fill the vacancy shall take place

with the regularly scheduled elections in the May meeting.

Section 2. No officer of the Association shall succeed himself or herself in that office more than once.

Section 3. No person shall serve more than eight (8) consecutive years as an officer of the Association.

#### THE PRESIDENT

Section 4. The President shall be the chief executive officer of the Association, shall preside at all meetings of the members and the Board of Directors, shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. *Starting with the election of May 1992*, the office of President shall be a two (2) year term. The regular two-year calendar term of the President shall never be coextensive with the two-year calendar term of the Vice President. The regular two-year calendar term of the President shall be coextensive with the regular two-year term of the Treasurer of the Association. The regular terms of each of these latter offices shall commence together and expire together.

Section 5. He shall execute bonds and other contracts requiring a seal, under the seal of the Association, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association.

#### THE VICE-PRESIDENT

Section 6. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. *Starting with the election of May 1993*, the office of Vice-President shall be a two (2) year term. The regular two-year calendar term of the Vice President shall never be coextensive with the regular two-year calendar term of the President. The regular two-year calendar term of the Vice President shall be coextensive with the regular two-year calendar term of the Secretary of the Association. The regular terms of each of these latter offices shall commence together and expire together.

#### THE SECRETARY

Section 7. The Secretary shall attend all meetings of the Board of Directors and all meetings of the General Membership and record all the proceedings of the meetings of the Association and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He or she shall give, or cause to be given, notice of all meetings of the Association and meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. *Starting with the election of May 1993*, the office of Secretary shall be a two (2) year term. The regular two-year calendar term of the Secretary shall never be coextensive with the regular two-year calendar term of the Treasurer. The regular two-year calendar term of the Secretary shall be coextensive with the regular two-year calendar term of the Vice President of the Association. The regular terms of each of these latter offices shall commence together and expire together.

#### THE TREASURER

Section 8. The Treasurer shall have the custody of the funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. *Starting with*

*the election o/May 1992*, the office of Treasurer shall be a two (2) year term. The regular two-year calendar term of the Treasurer shall never be coextensive with the regular two-year calendar term of the Secretary. The regular two-year calendar term of the Treasurer shall be coextensive with the regular two-year term of the President of the Association. The regular terms of each of these latter offices shall commence together and expire together.

Section 9. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all of his or her transactions as Treasurer and of the financial condition of the Association.

#### ANNUAL STATEMENT

Section 10. The Board of Directors shall present at each annual meeting, and at any special or regularly scheduled meeting of the General Membership (when called for that purpose by a simple majority vote of a quorum of the Voting Members), a full and clear statement of the business and condition of the Association which such statement may include the results of any audit initiated by a vote of the Board of Directors.

#### CHECKS

Section 11. All checks or demands for money and notes of the Association shall be signed by such Officers or such other persons as the Board of Directors may from time to time designate. Any checks exceeding \$100.00 may not be drawn without approval of at least a majority of the Board of Directors.

#### FISCAL YEAR

Section 12. The fiscal year of the Association shall commence on July 1 st each year unless otherwise fixed by resolution of the Board of Directors.

#### BUDGET-UNCOMMITTED FUNDS

Section 13. On September 1 of each year, the Principal of the school shall present a list of suggestions to the Board to be used as a general guide in the allocation of funds.

#### INDEMNIFICATION

Section 14. The Association shall indemnify its Officers, Directors, Employees and Agents to the extent permitted by law. At any fund raising function, the Treasurer or Board Member responsible shall not count or collect funds except in the presence of at least one other Board Member, except upon the prior approval of a vote of a majority of the Board.

### **Article VIII** **ELECTIONS**

Section 1. The Secretary shall oversee the election of Officers and Directors. The Secretary shall collect the nomination sheets, obtain the consent of the nominees, and type the ballot accordingly.

Section 2. Two (2) members of the Association, in good standing, and not currently running for a position on the Board, will oversee the balloting and the count. They shall inform the President or his/her designee of the outcome, which shall be announced to the General Membership present before the conclusion of the meeting.

Section 3. Absentee ballots are available by written request to the Board of Directors. The Board will review each request on its own merits. Approval shall be by a simple majority vote of a quorum

of the Board.

Section 4. The results of the balloting shall be retained in the school office for a period of 6 months following the conclusion of the balloting.

**Article IX**  
**COMMITTEE CREATION**

Section 1. The Board of Directors may establish by a simple majority vote of a quorum of Directors present at any properly noticed meeting such standing and ad hoc committees as are necessary and appropriate to the furtherance of the mission of the Association.

Section 2. Committee membership may be comprised of Voting Members, NonVoting *ex-officio* Members, Associate Members and Non-Members. All Committee members must be approved by a majority vote of a quorum of the Board of Directors. Each member of any Committee serves at the pleasure of the Board. All committee action must be approved by an affirmative vote of a simple majority vote of a quorum of the Board.

Section 3. At least one Voting Member of the Board of Directors or one Voting *exofficio* Member of the Board of Directors shall serve on every Committee created under this Article.

**Article X**  
**AMENDMENTS**

Section 1. These by-laws may be altered, amended or repealed or new by-laws may be adopted by a simple majority vote of a quorum of the General Membership at any regular or special meeting of the General Membership if notice of such aheration, amendment, repeal or adoption of new by-laws is contained in the notice of such meeting.

Adopted by a majority vote of membership  
March 16, 1981  
Amended November 1992  
Amended \_\_\_\_\_, 2002