

Duke Ellington School of the Arts

*SCHOOL HOME ASSOCIATION OF DUKE ELLINGTON
(SHADE)*

BY-LAWS



ARTICLE I - NAME

The name of the Corporation is School Home Association of Duke Ellington (hereinafter “**SHADE**”) formerly the Parent Teacher Student Association or PTSA).

ARTICLE II – PURPOSE (Mission)

SHADE serves as a communication, action and advocacy organization unifying DESA parents, students, administration and faculty to address school issues and to optimize academic and artistic opportunities for Ellington students. .

ARTICLE III - OFFICES

The principle and registered office of **SHADE** shall be at 3500 R Street, N.W., Washington, D.C.

ARTICLE IV - MEMBERSHIP

Section 1 - Definition of Member

Any interested parent/guardian, faculty member, student, support staff member, alumni, or parent alumni who are current dues paying members as recorded by the Secretary and who agrees to abide by these by-laws and rules adopted by the Board shall be a member of **SHADE**.

Section 2 - Voluntary Termination

At any time a member may resign by submitting a written resignation to the Association.

Section 3 – Voting

Good standing shall be entitled to one vote. Good standing is achieved through the payment of membership dues to the Treasurer.

Section 4 - Dues

The Association shall have annual dues as follows –

- \$15 parent/guardian, alumni or parent alumni
- \$10 Teachers & Other Staff
- \$5 Students

Section 5- Annual Meeting

At the beginning of each academic year, a welcome letter from **SHADE** will inform parents, teachers, and students of its existence and will encourage their participation. The annual meeting

of the members of the Association shall be held in May. These by-laws shall serve as notice of the annual meeting.

Section 6 - Regular SHADE Meetings

Regular **SHADE** meetings shall be held a minimum of four times a year from September to June. Each regular meeting shall have a representative from Ellington's arts departments.

All eligible members may attend, participate and address agenda items subject to any restrictions in these by-laws.

Observers may speak and otherwise participate, if acknowledged by the President or other Officer who is chairing the meeting.

Section 7 – Order of Business

The order of business at **SHADE** meetings will be:

Call to Order
Principal's Report
Reading and Approval of Minutes
President's Report
Treasurer's Report
Departmental Reports
Committee Reports
Old Business
New Business
Adjournment

Section 8 - Cancellation of Meetings

The President may cancel any regularly scheduled meeting. Written or oral notice of the cancellation shall be given to each member.

Section 9 – Quorum

A quorum for a vote at a **SHADE** meeting shall consist of at least ten percent of the members entitled to vote and who are present. A quorum is not necessary at a meeting where no membership vote is taken. Absentee votes are not allowed.

Section 10 -- Open Meetings

All meetings of the membership shall be open to non-members, provided that, by a majority vote of the membership, any meeting at any time may be declared closed, at which time only members may be present.

Section 11 – Minutes

Minutes of the previous general, annual, or executive committee meetings will be available in writing upon request from any **SHADE** member.

Section 12 - Powers

The membership shall have the power to and shall vote on the following matters:

- a. elections or removal of the Officers, including filling any vacancy;
- b. amendment of the by-laws;
- c. distribution of funds;
- d. disposal of **SHADE'S** assets;
- e. dissolution, merger and consolidation of **SHADE**;
- f. fundraising activities;
- g. lobbying issues of concern to the membership;
- h. providing services and assistance to the School;
- i. any other matter which the Officer's determines to submit to a membership vote; and
- j. any other matter which a member requests to be submitted to a membership vote.

Any vote to amend the By-laws (b. above), to dispose of all or substantially all of **SHADE'S** assets (d. above) or to dissolve, merge, or consolidate **SHADE** (e. above), shall require an affirmative vote of at least two-thirds of the members present and entitled to vote. Prior to a vote on any of these matters (b, d, and e, above) the members shall be given written notice that the matter will be presented to the membership for a vote, and a summary of the proposal(s) provided. The meeting at which the matter(s) is voted upon shall be considered a special meeting and notice shall be issued in the same manner as for a special meeting.

ARTICLE V – EXECUTIVE COMMITTEE

Section 1 - General Powers

The property, business and day-to-day affairs of **SHADE** are managed by the Executive Committee.

Section 2 – Composition

The Executive Committee will consist of the elected officers of **SHADE**, a parent representative from each arts department, and two student representatives. The elected Officers are: President, Two Co-Vice Presidents, Secretary, Treasurer, and Parliamentarian. Officers will be expected to

attend all Executive Committee meetings and may be subject to removal under Section 10 of the Bylaws, unless a good and valid reason is rendered in writing.

The President shall preside over all meetings of the Executive Committee. In the President's absence, the two Vice-Presidents shall preside.

Two student representatives from the junior and senior class officers will attend and participate on the Executive Committee as members. They will serve in a non-voting capacity.

Section 3 – Terms and Appointments

Terms and appointments are for one year and may not exceed two consecutive years.

Section 4 - Resignation

Any Executive Committee member may resign, and thereby resign as an Officer, at any time by submission of a written resignation to the President.

Section 5 - Vacancy

In the event that a vacancy occurs on the Executive Board, the President or corresponding arts department representative shall appoint a member to serve the un-expired term of the prior Executive Board member.

Section 6 – Meetings

At least three regularly scheduled meetings of the Executive Committee will be held between September and June, and determined in advance and announced to the general **SHADE** membership body. Planning meetings may be held in July and August.

Section 7 - Attendance

Executive Committee members are expected to attend all Executive Committee meetings. Any Executive Committee member who misses more than three meetings without registering an excuse with the Secretary shall be subject to removal. Excused absences can only be accepted by the Secretary and must be presented in advance of the Executive Committee meeting.

Section 8 - Quorum

Nine members of the Executive Committee will constitute a quorum, allowing official business to be conducted.

Section 9 - Open Executive Committee Meetings

All meetings of the Executive Committee shall be open to attendance by **SHADE** members. The membership should be notified at each regular meeting of the next planned Board meeting.

Section 10 - Executive Session

At any time, the Executive Committee may close a meeting to the membership for the purpose of an Executive Session. A majority vote by members of the Board present is required to use Executive Session.

ARTICLE VI - OFFICERS

Section 1 – Titles

ARTICLE VI – OFFICERS

Section I—Titles

At the Annual Meeting in May, Officers will be elected for the following positions:

President
Two Co-Vice Presidents
Secretary
Treasurer
Parliamentarian

Section 2- General Powers

The Officers shall be responsible for the day-to-day operations of **SHADE**. All Officers shall also serve on the Executive Committee. They shall be responsible for executing the projects of the membership.

Section 3 - Attendance

Officers are expected to attend all membership meetings. Any officer who misses more than three meetings without registering an excuse with the Secretary shall be subject to removal. Excused absences can only be accepted by the Secretary and must be presented in advance of the membership meeting.

Section 4 – President

The President will be responsible for general supervision, direction and leadership of the business and Officers of **SHADE**. The general powers and duties shall include: (a) day to day management of **SHADE**; (b) presiding over membership meetings; (c) countersigning all drafts, checks, notes, orders or other undertakings for the payment of money on behalf of **SHADE**, and signing all records and documents which require his/her signature; (d) approval of all circulars, communications and correspondence issued and financial transactions made in the name of the **SHADE**; (e) preparation and distribution of a written agenda for each meeting of the membership; and (f) appointment of Committee chairs. The President of **SHADE** will serve on the Board of Directors of The Duke Ellington School of the Arts Project (DESAP).

Section 5 – Co-Vice Presidents

The Co-Vice Presidents shall, in the absence or disability of the President, perform all the duties of the President and shall supervise the affairs of **SHADE** under the direction of the President and control of the Board. The Co-Vice-Presidents shall have other powers and duties, not inconsistent with the by-laws as may be assigned from time to time by the President or the Board.

Section 6 - Secretary

The Secretary will have custody of all documents and records for **SHADE**. The Secretary's general duties shall include: (a) keeping records of the minutes of all meetings of **SHADE**; (b) presenting written minutes at each membership meeting; (c) notifying membership about the Annual Meeting, (d) keeping the official membership list of **SHADE**; and (f) in general, be given other powers and perform other duties, not inconsistent with the by-laws.

Section 7 - Treasurer

The Treasurer shall have custody and charge of and be responsible for all funds of **SHADE**. The Treasurer's general powers and duties shall include: (a) keeping records of all finances of **SHADE**; (b) presenting a written Treasurer's report at each meeting of the membership; (c) charge of receipt and disbursement of the monies of **SHADE** under the direction of the Executive Committee or President; (d) depositing all monies received in the name of **SHADE** in such depositories as designated by the Executive Committee; (e) keeping complete and correct account of all monies received by **SHADE**; (All financial records shall be available for the membership at reasonable times.) and (f) in general, have other powers and perform other duties, not inconsistent with the by-laws.

Parliamentarian

The Parliamentarian is responsible for ensuring that all procedural questions at meetings not covered by these By-laws and the order at meetings will be governed by *Robert's Rules of Order Newly Revised*, provided they are not inconsistent with law, policy, regulation and these By-laws.

Section 8 - Term and Election

They, the President, Co-Vice-Presidents, Secretary, Treasurer, and Parliamentarian shall hold office for a term of one year, or until their successors are elected. Incumbent officers shall be eligible for reelection, but shall not serve more than two consecutive terms.

Section 9 - Resignation, Removal, Vacancy

Resignations, Removals or other such vacancies shall be filled in the same manner provided for in Article V. Sections 5.

ARTICLE VII - COMMITTEES

Section 1 - General

The Executive Committee by resolution may designate committees, which shall report to the Executive Committee and membership. The Executive Committee at no time shall delegate the authority to manage **SHADE** to any committee. The Executive Committee and membership shall reject, amend or adopt the Committee resolutions presented to them.

Section 2 - Committee Members

Committee members shall be members of **SHADE** and may either be elected by the membership, President, Executive Committee or volunteer. Service on a committee shall be for such time and under such conditions as directed by the Executive or as provided in the by-laws.

Section 3 - Standing Committees

SHADE shall have the following Standing Committees:

Nominations – to operate on an annual basis, or as necessitated by vacancies. Their function shall be to accept and verify candidates for Officers.

Fundraising – to plan and coordinate fundraising activities on behalf of **SHADE** in support of school needs.

Buildings and Grounds – to plan and coordinate the activities to preserve, improve, and maintain the school facilities and in accordance with the school administration.

Membership Committee – to encourage new membership and maintain the membership records.

Academic and Arts Committee – to provide an open forum for the investigation and discussion of academic and arts issues of interest to parents.

Membership on these committees shall be open to the membership. Chairs of each committee shall be as appointed by the President of **SHADE**.

ARTICLE VIII - SHADE FINANCES AND CONTRACTS

Section 1 - Deposit of Funds

Funds of **SHADE** shall be deposited by the Treasurer, in a timely period, in such banks or financial institutions as the Executive Committee may determine.

Section 2 - Checks and Withdrawal of Funds

All checks, drafts, notes and evidence of indebtedness and withdrawal forms shall be signed by two Officers.

Section 3 - Loans

SHADE shall make no loans.

Section 4 - Contracts

Without the express and specific authorization of the Officers, the President or the membership, no persons shall enter into any contract in the name of, or on behalf of **SHADE**.

Section 5 - Fiscal Year

The fiscal year of **SHADE** shall be from July 1 through June 30, unless otherwise determined by the Executive Committee.

ARTICLE IX - AMENDMENTS

Section 1 - Resolutions

All proposed amendments to the Articles of Incorporation or the by-laws shall be in the form of a Resolution adopted by **SHADE** setting forth the proposed amendments(s) and directing that the amendment(s) be submitted to a vote at a membership meeting.

Section 2 - Notice

Written notice of the proposed amendment(s) shall be given to the members at least 48 hours beforehand if practical. Otherwise, notice shall be given orally. The written notice shall set forth the proposed amendment(s) and the place, date and hour of the meeting.

Section 3 - Adoption

The adoption of the proposed amendment(s) shall require at least a two-thirds vote of the members present or represented by absentee vote in the case of any amendment.

ARTICLE X - OPERATION OF SHADE

Section 1 - General Operation

All rules of conduct and parliamentary procedure not specifically covered in the by-laws shall be administered under the provisions of *Roberts Rules of Order Newly Revised*.

Section 2 - Effective Date of By-laws

These by-laws shall become effective when adopted by **SHADE** and shall remain in effect until and unless amended by the membership.

Adopted: November 14, 2004

As amended: March 8, 2006