



Amended and Restated By-laws of DTS Partners in Education

Article I: Name

The name of this organization shall be "**DTS Partners in Education**" and shall be referred to in this document as "ORGANIZATION".

Article II: Purpose

The purposes of ORGANIZATION are as stated in Article Two of its Restated Certificate of Incorporation, as follows:

A) This ORGANIZATION is organized for one or more of the purposes specified in N.J.S.A. Title 15A, the New Jersey Nonprofit Corporation Act (the "Act") specifically for charitable, scientific and educational purposes, and organized exclusively for one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. The ORGANIZATION'S specific purposes shall be to: (i) enrich, enhance and support the curriculum of Delaware Township School through Delaware Township School-based programming ("Programming"); (ii) facilitate opportunities for, and inclusion in, Programming for students of Delaware Township School as well as residents of Delaware Township who are eligible for enrollment in Delaware Township School (e.g., pre-K through grade 8) ("Students"); and (iii) foster relationships among families of Students, Delaware Township School faculty and administration, community members, and others, to promote awareness of, involvement in, fundraising/funding for, and execution of, Programming (the "Mission").

B) This ORGANIZATION does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the ORGANIZATION shall inure to the benefit of any Trustee, officer, or other private person, except as reimbursement for reasonable and necessary expenses incurred in conducting the Organization's affairs and in carrying out its exempt purposes, or as reasonable compensation for services rendered;

C) No substantial part of the activities of the ORGANIZATION shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), nor shall the ORGANIZATION participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements). Notwithstanding any other provision of these Articles, this ORGANIZATION shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding section of any future federal tax code, or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

D) Upon the dissolution of the ORGANIZATION, the Board of Trustees (or “Executive Board,” as the Board of Trustees is referred to in these Bylaws) shall, after paying or making provision for the payment of all of the liabilities of the ORGANIZATION, dispose of all of the assets of the ORGANIZATION exclusively for the purposes of the ORGANIZATION in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees (or “Executive Board,” as the Board of Trustees is referred to in these Bylaws) shall determine; provided, however, that the Board shall, to the extent permitted by law, dispose of such assets in equal amounts to those members of the ORGANIZATION or their designated affiliates which qualify as such exempt organizations. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the ORGANIZATION is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article III: Location

The office of the ORGANIZATION, where the general business of the ORGANIZATION is transacted, and where some of the property and records of the ORGANIZATION are kept, is the Delaware Township School. Certain files in active use shall be kept temporarily at the home(s) of officer(s) or committee member(s), but they shall be returned to the Delaware Township School when they are no longer needed for a particular project. Some property of the ORGANIZATION, primarily decorative items but which also may include archived records, may be kept at a storage unit if one is leased by the ORGANIZATION. With the increasing use of electronic file storage, it is recognized that many, if not most, files of the ORGANIZATION are no longer in hard copy format. Files of the ORGANIZATION may be kept in electronic format as long as the means of electronic storage is accessible to the Executive Board and can be made available to the members upon reasonable notice and availability of an officer of the ORGANIZATION. The mailing address of the ORGANIZATION is PO Box 1000 Sergeantsville, NJ 08557.

Article IV: Membership

A) Membership Criteria. Membership is open to any person interested in the ORGANIZATION who supports the mission of the ORGANIZATION and fully intends to contribute his or her time, energy, and effort in a collaborative manner in furtherance of the mission of the ORGANIZATION. Members may join the ORGANIZATION at any time.

B) Good Standing. A member in good standing is a person who meets the Membership Criteria set forth in A) above and who has, or is genuinely willing to, contribute his/her time, talents, services or other form(s) of consideration, to the ORGANIZATION in furtherance of the Mission.

C) Waiting Period to Vote. A member is eligible to vote at any meeting provided he or she has attended at least one regular meeting within the twelve month period preceding the meeting at which he or she wishes to vote on any matter.

D) Removal of Member. A member shall be subject to removal by the following procedure: upon receipt of a recall petition signed by thirty (30) members in good standing. Then, at a general meeting of the membership, with two-thirds of the vote of a quorum of members in good standing voting in the affirmative, the members may remove the member.

Article V: Meetings of the Members

A) Annual Membership Meeting for the Purpose of Electing Officers. The ORGANIZATION shall hold an annual meeting of the members in May of each year for the purpose of electing officers to the Executive Board (the "Election Meeting"). Business other than the election of officers may be conducted at the Election Meeting.

B) General Membership Meetings. General membership meetings shall be held on a regular basis during the academic year.

C) Special Membership Meetings. Additional meetings of the Members may be called for any purpose by the Executive Board, and shall be called by the President or Secretary at the request, in writing, of any fifteen (15) Members. If the President or the Secretary shall neglect to issue such call, the Members making the request shall issue the call. The call shall state the purpose or purposes of the proposed meeting.

D) Notices of Membership Meetings. Notices of all membership meetings, setting forth date, time and place of the meeting shall be emailed to all ORGANIZATION members for whom the ORGANIZATION has email addresses at least seven days prior to the meeting date. Additional notifications shall be provided by whatever means of communication the ORGANIZATION is currently using (e.g., bulletin board, email, website, social media, school listserv).

E) Quorum. A Quorum shall be required for transaction of all business before the general membership.

(1) Number. A quorum shall consist of at least eleven (11) members of the ORGANIZATION in good standing, present.

(2) Authority for Determination of Good Standing. The ORGANIZATION Secretary shall be the authority on members in good standing based on membership records.

(3) Good Standing Status Required To Vote; One Vote per Member. Each ORGANIZATION member in good standing shall be entitled to one vote.

F) Meeting Procedures. Robert's Rules of Order shall govern the conduct of all meetings; provided however, these rules may be suspended at any time by majority vote of the Executive

Board at Executive Board meetings or by majority vote of a quorum at ORGANIZATION membership meetings when not inconsistent with other provisions of these By-laws.

Article VI: Officers and Executive Board; Nominating Committee

A) Officers To Be Elected. At the Election Meeting, the membership shall elect seven (7) members in good standing to the office of President, Middle School Vice-President, Elementary School Vice-President, Fundraising Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. The Officers elected at the Election Meeting will be the Officers-Elect and will take office on July 1 of that calendar year, at which time they will comprise the Executive Board and each have one vote. During the period of time between the Election meeting and July 1, the incumbent Officers (the Executive Board) and the Officers-Elect will work together to effect a smooth transition between the incumbent and incoming Executive Board.

B) Term Limitations. An Executive Board member may serve an indefinite number of terms, so long as he/she does not serve in the same office for more than three (3) consecutive years and as long as she/he continues to be elected by the majority vote of the quorum of the general membership in good standing.

C) Meeting(s) To Develop Proposed Budget/Membership Meeting Schedule and To Set Policy.

(1) The Executive Board will convene on at least an annual basis for the purpose of:

(i) developing a proposed budget for the next-succeeding fiscal year, which shall be presented to the membership for its review via email at least two (2) weeks prior to the first monthly membership meeting of the school year, so that the members may vote to approve a budget at the first monthly membership meeting (the “Approved Budget”); and

(ii) developing a regular membership meeting schedule, as well as a proposed program/event schedule, for the next-succeeding academic year which shall be circulated to the membership for its approval via email at least two (2) weeks prior to the first monthly membership meeting, so that the members may provide their comments and input at the first membership meeting.

(2) The Executive Board shall also convene when appropriate to set policy.

D) President. The President shall preside at all meetings of the members of the Executive Board, and assume leadership and responsibility for ORGANIZATION business. The President may sign, with the Secretary or any other officer, any contracts, releases or other instruments on behalf of the ORGANIZATION and shall be authorized to perform all other duties as may be prescribed from time-to-time by the membership via motion, resolution, or consent. The President shall be authorized to perform any and all duties required to implement an initiative that is the subject of an Approved Budget or an amended Approved Budget without further approval.

E) Vice-President(s).

(1) Middle School Vice-President. The Middle School Vice-President will be responsible primarily for developing relationships and programs in furtherance of the Mission at the middle school level. In the temporary absence of the President, he/she shall serve as the interim President, or in case of the President's death, resignation or inability to act, he/she will be the first of the three Vice-Presidents to assume the rights, powers and duties of the President until the completion of the present term. The office of Middle School Vice-President will then become vacant.

(2) Elementary School Vice-President. The Elementary School Vice-President will be responsible primarily for developing relationships and programs in furtherance of the Mission at the elementary school level. In the temporary absence of the President and the Middle School Vice-President, he/she shall serve as the interim President, or in case of the President's and the Middle School Vice-President's death, resignation or inability to act, he/she will be the first of the two remaining Vice-Presidents to assume the rights, powers and duties of the President until the completion of the present term. The office of Elementary School Vice-President will then become vacant.

(3) Fundraising Vice-President. The Fundraising Vice-President will be responsible for developing relationships, programs and opportunities for generating funds in furtherance of the Mission. In the temporary absence of the President, the Middle School Vice-President, and the Elementary School Vice-President, he/she shall serve as the interim President, or in case of the President's, the Middle School Vice-President's and the Elementary School Vice-President's death, resignation or inability to act, he/she will assume the rights, powers and duties of the President until the completion of the present term. The office of Fundraising Vice-President will then become vacant.

F) Recording Secretary. The Recording Secretary shall maintain minutes of Executive Board and general meetings and report on the minutes to ORGANIZATION members through the communication methods currently used by the ORGANIZATION and/or at general meetings. The recording Secretary shall take attendance at meetings, determine if a quorum has been met, work with the President and other officers to prepare meeting agenda, and have the ORGANIZATION bylaws with him or her at meetings. In addition, the Secretary will maintain an up-to-date register of the names and contact information of all ORGANIZATION members in good standing and make determinations as to whether a member is eligible to vote, in accordance with Article IV of these By-laws. The Recording Secretary shall be the final arbiter as to eligibility to vote. The Secretary is authorized to acknowledge documents on behalf of the ORGANIZATION. The Executive Board may appoint a MEMBERSHIP CHAIRPERSON to assist the Secretary with maintaining membership records.

G) Corresponding Secretary. The Corresponding Secretary shall send notices of meetings, committee formation, and other ORGANIZATION activities to members in accordance with Article V and Article VI K), coordinate with committee chairpersons regarding calendars and scheduling of events and programs, and communicate with the school regarding calendars and

scheduling of events and programs (except where it has been agreed that a committee chairperson will coordinate directly with the school). The Corresponding Secretary will coordinate the maintenance of the ORGANIZATION'S means of communications (update email contacts, website and other social media). The Corresponding Secretary will maintain volunteer lists and will convey the lists to the appropriate committee chairperson.

H) Treasurer. The Treasurer shall be responsible for all moneys, debts, obligations, documents, contracts and other financially related papers belonging to ORGANIZATION, in addition to paying ORGANIZATION bills and maintaining a record of receipts and expenses. The Treasurer shall receive all moneys of ORGANIZATION and deposit same in the bank account approved by the Executive Board. The Treasurer shall make reports on the financial state of ORGANIZATION at ORGANIZATION meetings, and shall be responsible for coordinating the timely filing of tax returns and other financial and charitable status filings with governmental agencies.

I) Removal. Each Executive Board member shall be subject to removal by the following procedure upon receipt of a recall petition signed by thirty (30) members in good standing. Then, at a general meeting of the membership, with two-thirds (2/3) of the vote of a quorum of members in good standing voting in the affirmative, the members may remove the Executive Board member.

J) Vacancies. Vacancies on the Executive Board due to: death, resignation, matters of health or cause, except as prescribed elsewhere, shall be filled by majority vote of the remaining ORGANIZATION Executive Board members from the general membership and the new Executive Board member shall serve until the upcoming Election Meeting.

K) Appointments/Committees. The Executive Board may create whatever committees or make whatever appointments are necessary to facilitate the operation of ORGANIZATION. Such committees and appointments shall operate under Executive Board guidelines. Committees will be open to any member in good standing who is interested and willing to contribute to the work goals of a particular committee. The establishment of committees will be made known to the membership by email or other means of communication so that all members have an opportunity to join a committee. Committees will report to the membership at the general membership meetings.

L) Engagement of Professionals. The ORGANIZATION Executive Board may engage lawyers, accountants, financial advisors and/or other professionals with whom they do not have a conflict of interest for the purpose of executing any of the responsibilities and/or duties with which they have been charged as per these by-laws and/or as per controlling law.

M) Authorized Spending Not Requiring Separate Approval of Members.

- (1) The Executive Board, alone or upon the request of a committee to which it has delegated appropriate authority, may spend the funds of the ORGANIZATION, consistent with the Approved Budget (or an Amended Approved budget for the expenditure of funds approved by the membership after the approval of an annual Approved Budget) plus ten percent (10%), at the discretion of the Executive Board

by a simple majority vote without further approval of the membership.

- (2) By majority vote, the Executive Board may occasionally approve expenditure of funds for an administrative purpose, in keeping with the MISSION and in keeping with the purpose and goal of an approved budget category, which represents an unexpected need, in order to execute the reasonable and ordinary work of the ORGANIZATION.

N) Appointment of a Nominating Committee.

A nominating committee of at least three (3) members in good standing shall be appointed for the purpose of seeking candidates for election to fill expiring terms of the Executive Board. The nominating committee shall appoint from among its members a chair who will serve as the facilitator of the committee's obligations. Nominating committee members shall keep communications and information concerning candidates confidential, as appropriate.

Not less than sixty (60) days before the Election Meeting of the Members, the President (or another member of the Executive Committee on behalf of the President) shall send an email to all members and post at Delaware Township School a notice asking Members, who would like to serve on a nominating committee to present nominations for officers the ensuing year, to respond within an appropriate time frame ("Member Respondents"). All Member Respondents in good standing, as well as up to three (3) other Members in good standing as may be appointed by the President, shall comprise the nominating committee.

The nominating committee shall issue a call for nominations for each office to the general membership at least forty-five (45) days before the Election Meeting of the Members, and shall consider the qualifications, experiences and other relevant credentials of all candidates recommended by the members to serve in the particular office(s) at issue. Prior to presenting a slate of candidates to the general membership, the nominating committee will contact each candidate to confirm both his/her willingness to serve and his/her appreciation of the duties of the office for which he/she is being considered.

The nominating committee will present the slate of candidates, which will set forth one (1) candidate for each expiring office, to the Executive Board for circulation to the membership (via email and posting at DTS) at least fifteen (15) days prior to the Election Meeting of the Members. A candidate appearing on the nominating committee slate, while encouraged to be present at the Election Meeting of the Members need not be present to be elected.

Any member in good standing present at the Election Meeting of the Members may make other nominations from the floor ("Nominating Member") of another member in good standing, provided that the Nominating Member has delivered to the Chairperson of the Nominating Committee in writing (email is acceptable) at least thirty (30) days prior to the Election Meeting the name(s) of the nominee(s) he/she will be nominating for which office(s). A nominee from the floor shall be present at the Election Meeting of the Members in order to assent to his or her nomination for a candidacy.

If there is more than one (1) nominee for any office, election will be by secret ballot and the nominees with the highest number of votes will be elected. For each office for which there is one (1) nominee, election may be by voice vote.

Article VII: Limitation of Liability, Indemnification and Insurance

“Covered Person” for purposes of this Article VII means any person who is or was a trustee, officer, employee, member or agent of the ORGANIZATION.

A) Indemnification. Except as otherwise provided by the Act, the debts, obligations and liabilities of the ORGANIZATION, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the ORGANIZATION, and no Covered Person shall be obligated personally for any such debt, obligation or liability of the ORGANIZATION solely by reason of being a Covered Person;

Except as otherwise expressly required by law, a member, in his/her capacity as such, shall have no liability in excess of his/her obligation to make contributions expressly provided for in these Bylaws (e.g., annual dues).

No Covered Person shall be liable to the ORGANIZATION or any other Covered Person for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such Covered Person in good faith on behalf of the ORGANIZATION and in a manner reasonably believed to be within the scope of authority conferred on such Covered Person by these Bylaws, except that a Covered Person shall be liable for any such loss, damage or claim incurred by reason of such Covered Person’s: (a) fraud, gross negligence, bad faith, willful misconduct or knowing violation of the law; (b) breach of the duty of loyalty to the ORGANIZATION or its members; or (c) receipt of an improper personal benefit ((a), (b) and (c) collectively, “Excepted Conduct”).

To the fullest extent permitted by applicable law, a Covered Person shall be entitled to indemnification from the ORGANIZATION for any loss, damage or claim incurred by such Covered Person by reason of any act or omission performed or omitted by such Covered Person in good faith on behalf of the ORGANIZATION and in a manner reasonably believed to be within the scope of authority conferred on such Covered Person by this Agreement, except that no Covered Person shall be entitled to be indemnified in respect of any loss, damage or claim incurred by such Covered Person involving Excepted Conduct with respect to such acts or omissions; *provided, however,* that any indemnity permitted under this Article VII.A shall be provided out of and to the extent of ORGANIZATION assets only, and no Covered Person shall have any personal liability on account thereof. To the fullest extent permitted by applicable law, expenses (including legal fees) incurred by a Covered Person in defending any claim, demand, action, suit or proceeding in respect of which such Covered Person is entitled to be indemnified as authorized in this Article VII.A hereof shall, from time to time, be advanced by the ORGANIZATION prior to the final disposition of such claim, demand, action, suit or proceeding upon receipt by the ORGANIZATION of an undertaking by or on behalf of the Covered Person to repay such amount if it shall be determined that the Covered Person is not entitled to be indemnified as authorized in this Article VII.A.

B) Insurance. The Executive Board may authorize the ORGANIZATION to purchase and maintain insurance on behalf of any person who is or was a Covered Person against any liability asserted against and incurred by such person in any such capacity, or arising out of such Covered Person's status as such, whether or not the ORGANIZATION would have the power to indemnify said Covered Person against such liability under the provisions of this Article X. Furthermore, the ORGANIZATION may create a fund of any nature, or otherwise secure or insure in any manner its indemnification obligations referred to in this Article VII. The ORGANIZATION shall also carry and maintain in force such insurance as is usual and customary for organizations of this type; premiums for any such insurance shall be at a cost and expense to be borne by the ORGANIZATION.

Article VIII: Conflicts of Interest

It is recognized that occasions may arise when a member or officer of the ORGANIZATION has a financial interest in a contract or transaction upon which action is to be taken or withheld by the members or the Executive Board or a committee thereof. It is the policy of the ORGANIZATION and of its Board that:

Any material facts as to such financial interest shall be disclosed by such member or officer to the membership or the members of the Executive Board/committee making such decision. The member or officer having such financial interest in any matter shall not vote or use any personal influence in regard to the matter (except that the member or officer may state a position on the matter and respond to questions about it); however, such member or officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and that the member or officer abstained from voting. The membership, Executive Board or committee may authorize any contract or transaction between the ORGANIZATION and any such member or officer, or between the ORGANIZATION and any corporation, association, or other organization in which such member or officer is a trustee or officer or has a financial interest, unless such contract or transaction would be in violation of applicable law.

Article IX: Finance

A) Fiscal Year. The Fiscal Year of the ORGANIZATION shall start on July 1 and end on June 30 of the following year.

B) Maintenance of Books of Account. The books of account of the ORGANIZATION shall be kept and maintained at all times at the ORGANIZATION's principal office or at such other location as shall be designated by the Executive Board. The books of account shall be maintained on a cash basis in accordance with generally accepted accounting principles, consistently applied, and shall show all items of income and expense.

C) Rights To Access. Each Member shall have the right, at any time, upon reasonable notice and availability of an officer of the ORGANIZATION to be present, to audit, examine and make copies of or extracts from the books of account of the ORGANIZATION at the offices of the ORGANIZATION. Each Member shall bear all expenses incurred in any examination made by or for such Member.

D) Bank Accounts, Checks and Payments. Funds of the ORGANIZATION shall be deposited in an ORGANIZATION account or accounts established by the ORGANIZATION with banking institutions located in proximity to the ORGANIZATION's principal place of business. All checks or demands for money and notes of the ORGANIZATION shall be signed by at least two (2) officers. Demands for money that take other forms (e.g., debit card withdrawals or expenditures) shall be approved by at least two (2) officers.

E) Audit of accounts. The Executive Board annually shall appoint an Audit Committee. The Audit Committee will develop an audit approach to verify information to obtain reasonable assurance that the balances are not materially misstated. The Audit Committee will report the results of the annual audit to the Executive Board.

Article X: Dissolution

The members of the ORGANIZATION shall be entitled to vote on the dissolution of the ORGANIZATION pursuant to Section 12-4 of the Act.

Article XI: Adoption of By-laws.

A) Approval History. The Amended and Restated By-laws were originally approved by a two-thirds (2/3) affirmative vote of the members of the Board of Trustees present at the meeting dated March 30, 2010 with notice given at least seven (7) days in advance. Additional revisions were approved by a two-thirds (2/3) vote of a quorum of members at a meeting on November 13, 2013.

B) Future Amendments. These By-Laws may be amended at any time by a two-thirds (2/3) vote of a quorum of members pursuant to a membership meeting; provided that the membership is given at least seven (7) days advance notice of any meeting at which a proposed amendment to these By-Laws is to be considered. Amended By-laws shall become effective immediately following their adoption.