

BYLAWS OF THE
METHACTON COORDINATING COUNCIL, INC
A NON-PROFIT CORPORATION
Amended January 2018

ARTICLE ONE

INTRODUCTORY

- 1.01. Name. The name of this non-profit corporation shall be the Methacton Coordinating Council, Inc. (hereinafter referred to as "MCC").
- 1.02. Definition of Bylaws. These Bylaws constitute the code of rules adopted by the MCC for the regulation and management of its affairs.
- 1.03. Purposes and Powers. The MCC will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by the Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania or any successor legislation.

The primary purpose of the MCC is to promote the advocacy of educational purposes and the support of educational institutions within the Methacton School District. The object of the MCC shall be to use the power of unified planning and pooled resources to address the concerns and issues of the Methacton School District.

The MCC is organized exclusively for charitable, literary, scientific, and educational purposes provided for under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code) and does not contemplate pecuniary gain or profit, incidental or otherwise.

- 1.04 Mission Statement. The mission of the MCC is to promote and support educational institutions within the Methacton School District.
- 1.05 Policies. All Actions of the MCC shall be governed and qualified by the basic policies set forth in these bylaws. The name of the MCC or the names of any members in their official capacity shall not be used for any commercial, partisan or sectarian purpose. The name of the MCC or the names of any members in their official capacities shall not be used in any connection with any political interest for any purpose other than the

regular activities of the MCC. The MCC shall not directly participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, or devote more than an insubstantial part of its activities in attempting to influence legislation. The MCC may cooperate with other organizations and agencies active in child welfare such as conference groups or coordinating councils, provided Representatives make no commitment to that group or council on behalf of the organization unless authorized by the MCC. The MCC will not violate the policies of the Methacton School Board.

ARTICLE TWO

OFFICES AND AGENCY

2.01. Registered Office. The location and address of the registered office shall be 1001 Kriebel Mill Road, Eagleville, Pennsylvania, or at such other location in Pennsylvania as the Board may from time to time determine. In addition, the MCC may maintain other offices either within or without the Commonwealth of Pennsylvania as its business requires.

ARTICLE THREE

MCC DEPARTMENTS

3.01 All Home and Schools in the Methacton School District are Departments of the MCC with representation as hereinafter provided. Departments and their Representatives shall abide by these Bylaws and by the Departmental Bylaws approved by the MCC.

3.02 All Representatives of the MCC shall be parents/legal guardians of Methacton School District students to be designated in the following manner: The makeup of the MCC inclusive of the Board (outlined in Article 4) shall consist of at least one Representative from each Department to serve on the MCC for a one-year term and may name an alternate who may serve in conjunction with or in the absence of the first Representative. Each Department shall have a single vote when conducting MCC business. Departmental Representatives shall be responsible for communicating MCC business and forwarding MCC communications to their respective Departments.

3.03 Annual Department contributions to the MCC shall be set by a majority vote of the MCC in April of each year. Contributions will be required to defray operating costs. In the event additional expenses are incurred, fees may

be assessed to each Department by a majority vote of the MCC (refer to Article V, Section 3).

- 3.04 Department designations in this corporation are not transferable or assignable.
- 3.05 The MCC Board, by an affirmative vote of a majority of all of the members of the Board, may suspend or intervene in the affairs of a Department which conducts any activity that would jeopardize the tax-exempt status of the MCC or which fails to abide by the reporting requirements necessary to maintain tax-exempt status or the policies of the Methacton School District or its directives.

ARTICLE FOUR

OFFICERS and ELECTIONS

- 4.01. Roster of Officers. The Officers of the MCC, (hereinafter collectively referred to as "Board"), will consist of, at least, the following:
1. President.
 2. Vice-President.
 3. Secretary.
 4. Treasurer.
 5. Any other Officer deemed necessary by 2/3 majority vote of the MCC.
- 4.02. Selection of Officers. Each of the Officers of the MCC will be elected annually in April by the Departmental Representatives. Officers shall assume their duties in the month of July following their election and shall serve a term of one year. No Officer shall be eligible for the same office for more than two consecutive terms unless the eligibility requirement for each such Officer is waived by a 2/3 majority vote of the MCC at a given meeting. The candidate for President shall not represent an individual Department as President during her/his term of office. The Officers of the MCC shall constitute the MCC Board. The Board shall have general supervision of the affairs of the MCC between business meetings; and shall assist the President in preparing the agenda for the next MCC meeting. Meetings of the Executive Board shall be held as needed during the school year and can be called by any member of this Board. Only the members of the MCC may vote on issues before the MCC.

A nominating chair will be appointed by the President. Open nominations will be announced via e-mail. Written nominations will be accepted by the nominating chair, by email only, until the next MCC meeting. This process will begin in February. The nominating chair shall submit to the Board a list

of candidates for each of the elected offices. Nominees will be read at the March meeting and any discussions/objectives can be presented at that time.

Voting for Officers will take place at the next MCC meeting (April) after nominations are announced via e-mail. While it's strongly suggested that nominees be present at voting meetings, it's not required. No absentee ballots may be cast. The nominee for each office receiving the majority of the votes cast shall be declared elected.

With the exception of the office of President, all Executive Board vacancies shall be filled by appointment of the Executive Board. If the office of President is vacated, the Vice President shall serve as Acting President, and the MCC will solicit nominations for President for a period of two weeks. The nominations will then be announced, and the MCC will vote at the next scheduled meeting.

4.03. President. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Department Representatives, including without limitation to the following:

1. Preside at meetings of the MCC, including conducting annual elections;
2. Appoint standing, special and ad hoc committees and their chairpersons, with the approval of the Department Representatives;
3. Develop the agenda for scheduled meetings of the-MCC;
4. Cast the deciding vote in the event of a tie.

4.04. Vice President. The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the President.

4.05. Secretary. The Secretary will keep minutes of all meetings and shall have general charge of the MCC records; will complete and submit the minutes of meetings for review by the Board. The Secretary will also be responsible for the correspondence of the MCC and will maintain and update the MCC's website with all pertinent information. The Secretary will give all notices as are required by law or by these Bylaws, and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the President.

4.06. Treasurer. The Treasurer will review and ensure the proper maintenance of adequate and correct accounts of the MCC's properties and business

transactions; ensure compliance with School Board policy #141 in regards to an audit; and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws.

The Treasurer shall: have custody of all funds of the MCC; keep a full and accurate account of receipts and expenditures; shall make disbursements as authorized by another Officer of the Board; provide a copy of the monthly bank statement and a treasurer's report to the MCC. The Treasurer shall be responsible for collecting semi-annual reports from all Departments, reviewing them quarterly and preparing a consolidated compilation of each Department's financial information on an annual basis. The Treasurer shall direct the Departments to collect the information needed for any IRS filings annually and to file the required forms in a timely manner.

The Treasurer shall maintain and update a treasurer's guide to be distributed as needed. The treasurer shall be responsible for the maintenance of such books of accounts as required and arrange for all filings and reports to be completed as referenced in Article V, Section 2. The MCC Board may determine that certain duties of the treasurer may be fulfilled by the hiring of an independent consultant bookkeeper. An agreement for services would be entered into with the approval of the MCC, and the costs associated with this service included in the budget. Costs associated with these services may be charged back to the members as described in Article III Section 3.

ARTICLE FIVE

FINANCE

- 5.01 A proposed annual budget of estimated income and expenses and a statement of financial position showing assets and liabilities of the MCC shall be prepared by the Treasurer prior to the September MCC meeting.
- 5.02 The Executive Board shall cause the Departments to file all reports and registration forms that may be required annually or otherwise by any federal, state or local government. Noncompliant Departments may be assessed fees for professional services required to bring them into compliance.
- 5.03. The MCC shall develop a budget and present such budget to the Superintendent for approval.

- 5.04. At the conclusion of each fiscal year, the MCC shall have its financial records reviewed/audited in compliance with the requirements set forth in School Board policy #141.

ARTICLE SIX

INFORMAL ACTION

- 6.01. Action by Consent. Any action required by law or under the Articles of Incorporation of the MCC or these Bylaws, or any action which otherwise may be taken at a meeting, with the exception of elections, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the persons entitled to vote with respect to the subject matter of such consent, and filed with the Secretary of the MCC. The signature may be either in writing, facsimile or by e-mail.

ARTICLE SEVEN

OPERATIONS

- 7.01. Fiscal Year. The fiscal year of the MCC will be from July 1 until June 30.
- 7.02. Execution of Documents. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the MCC shall be executed by Treasurer and countersigned by the President. Contracts, leases, or other instruments executed in the name of and on behalf of the MCC shall be signed by the Secretary and countersigned by the President.
- 7.03. Books and Records. The MCC will keep correct and complete books and records of account, and will also keep minutes of the proceedings of the MCC meetings. The MCC will keep at its registered place of business the original or a copy of its Bylaws including amendments to date certified by the Secretary of the MCC.

ARTICLE EIGHT

AMENDMENT

- 8.01 Modification of Bylaws. These Bylaws, as well as the Departmental Bylaws, may be altered, amended, or repealed by a 2/3 majority vote of the members of the MCC at any regular or special meeting duly convened after notice to the directors submitted at least seven (7) days prior of the intent to alter, amend or repeal any section(s) of these Bylaws. All such changes or modifications must be approved by the Superintendent.

ARTICLE NINE

ORDER OF BUSINESS AND RULES FOR MEETINGS

- 9.01 The order of business at all meetings of the MCC shall be as follows:
- A. Attendance.
 - B. Comment and approval of minutes from prior meeting(s).
 - C. Officers' Reports.
 - D. Old and unfinished business.
 - E. Committee Reports
 - F. New Business.
 - G. Adjournment.
- 9.02 Roberts Rules of Order, Revised shall govern the Association Department's conduct in all cases to which they are applicable and in which they are not inconsistent with these Bylaws. As such, motions made at each meeting may, as an example, be adopted, postponed indefinitely, amended, referred, or postponed to a certain time. Motions are considered to pass with a majority vote in favor.

ARTICLE TEN

INDEMNIFICATION AND INSURANCE

- 10.01. Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason that such person is or was director, officer, employee, or volunteer of the MCC, shall be and hereby is indemnified by the MCC or if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the MCC, and with respect to any criminal action or proceeding had no reasonable cause to believe the conduct was unlawful, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. This indemnification, as further provided below in Section 10.04, shall run in favor of and to the benefit of such person's estate or personal representative.
- 10.02. Such indemnification shall be against all judgments, fines, sums paid in settlement and reasonable expenses, including attorney's fees and costs actually and necessarily incurred as a result of such action or proceeding, or any appeals thereof, to the fullest extent permitted and in the manner prescribed by the laws of the Commonwealth of Pennsylvania as from

time to time amended or such other statute, act, rule, regulation, or law, as may be applicable to the extent that such is not inconsistent with the laws of Pennsylvania. All sums subject to indemnification hereunder may be paid, advanced, or reimbursed periodically as incurred or accrued.

10.03. The provisions of sections 10.01 and 10.02 above shall be deemed a contract between the corporation and each member, officer, employee, and volunteer at all times while this section is in effect. Any repeal or modification of such provisions or any applicable provisions of the law of Pennsylvania will not be deemed to affect the rights or obligations then existing as such relates to any action or proceeding theretofore or thereafter brought or threatened, based in whole or in part on any state of facts existing as of such repeal or modification. The right of indemnification as provided in this section shall not be deemed to exclude any other right, privilege, reimbursement, or indemnification to which any member, officer, employee, or volunteer may now be or hereafter become entitled apart from the provisions of this section.

10.04 The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or member or employee or Representative of the MCC and shall inure to the benefit of the heirs, executors and administrators of such person.

10.05. No member of the MCC shall be personally liable for monetary damages as such for any action taken or for any failure to take any action unless:

(a) The member has breached or failed to perform the duties of his or her office as set forth in all applicable statutes (including but not limited to the provision of Act 145 of 1986 and 15 Pa. C.S.A., Section 8363) relating to standard of care and justifiable reliance; and/or

(b) The breach or failure to perform of such duty constitutes self-dealing, willful misconduct, or recklessness.

The provisions of (a) and (b) above will not apply to any criminal statute or to the liability of a member for the payment of taxes pursuant to local, state, or federal law.

10.06. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under these Bylaws, or under any agreement, vote of disinterested members of the MCC or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Representative and shall

inure to the benefit of the heirs and personal representatives of such a person.

- 10.07. The MCC shall acquire and maintain adequate insurance, as determined by the Department Representatives, to indemnify such persons entitled to indemnity as provided in this Article.

ARTICLE ELEVEN

CONFLICT OF INTEREST POLICY

- 11.01. The MCC recognizes that the skills, talents and relationships of its Officers and Representatives are among its richest assets. The MCC also is aware that acquiring goods or services from, or engaging in transactions with, its Officers, members or entities in which they have a financial interest or with which they are affiliated (collectively such persons and entities are referred to as "Interested Persons") may create an appearance of impropriety. In order to protect the MCC against any improper appearance, the MCC will restrict its business dealings with Interested Persons as follows:

(a) The MCC may acquire goods or services from, or otherwise transact business with, an Interested Person only if the goods or services are provided to the MCC, or the transaction is, on terms no less advantageous to the MCC than the terms that the Interested Person generally extends to others. Moreover, the MCC anticipates that any such acquisition may be on terms that are more advantageous to the MCC than those generally extended by the Interested Person to others. Additionally, the transaction must be approved as set forth in Section (b).

(b) Whenever the MCC is considering acquiring goods or services from, or entering into a transaction with, an Interested Person, the details of the relationship of the Officer or member to the transaction (including his or her interest in the Interested Person, if other than Officer or member) shall disclose in writing to the Department Representatives. The MCC shall enter into a transaction with an Interested Person only if 2/3 of the Chapter Members approve the transaction as being fair to and in the best interests of the MCC. For purposes of the preceding sentence, any member who is (or has an interest in) the Interested Person who is a party to a proposed transaction shall not be considered a member then serving (including, without limitation, for the purpose of determining a quorum), shall not participate in the vote on the transaction and shall withdraw from the Board meeting during the decision on approval of the transaction.

ARTICLE TWELVE

CONFLICT RESOLUTION

¹Updated 5/12/20

Conflict Resolution Process for conflicts between Members of Methacton Home and School Departments and Members of the Methacton Coordination Council.

This conflict resolution process is designed to provide a venue for Home and School representatives to address concern/conflict. The Executive Committee of the Methacton Coordinating Council (MCC) has to take a systematic approach (steps) when working towards solving conflict. This process is outlined within this document.

The officers of the MCC shall use the following process to resolve disputes that are presented to them:

1. All disputes/conflict shall be placed in writing and sent electronically or by US mail addressed to the Officers of the MCC. If the conflict involves an officer on the MCC Executive Committee, the matter may be referred directly to the designated School Board member or member of Administration to act as mediator. The following information shall be included in this written address:

- a. Parties involved
- b. Problem, issue or concern
- c. Impact on the Home and School and/or the school and/or the district.
- d. Written Supporting documentation should be provided where

applicable.

2. The Officers of the MCC Board shall convene a meeting of the Executive Committee within 10 school days of receipt of complaint to address and to review and determine next step(s). A written description of the issue at hand may also be requested from the other involved parties.

3. If it is determined by a simple majority of the MCC Board that a conflict/dispute can be addressed via step 4 below, then the Officers shall elect two of the Officers to conduct step #4 below and report back to the entire group of Officers within 10 school days.

4. A separate private conversation shall be had with each individual party involved in the dispute/conflict. If a private discussion does not yield satisfactory results, then the Officers shall move to step #5. If the conflict/dispute is resolved, the Officers shall document results including a written summary of each meeting including a resolution. These summaries should be distributed to all parties involved and should be kept on file with the Home and School Association.

5. If the matter was not resolved in step #4, then, the matter shall be brought before the designated School Board member or member of Administration.

6. If an issue is brought before the designated School Board member or member of Administration, the disputants shall appear together in front of the said parties to provide verbally or in writing, an explanation that addresses:

- a. Their personal involvement in the conflict/dispute

b. Their suggestions for possible resolutions to the conflict/dispute
7. If, in the instance that a resolution cannot be agreed upon in step #6, then, by a simple majority of a secret vote, a course of action up to and including the recommendation of temporary or permanent removal of one or all involved parties can be administered, using the **FRISK** model.

Fact: Rule: Impact: Suggestion: Knowledge:

- State the facts of the action or event that occurred
- State the rule of policy that the action or event violated
- State the impact of the action or event on the association/council/district
- Suggest ways that the person should act to avoid or handle similar issues in the future.
- Provide any knowledge; assistance or training the person may need to carry out the suggestions.

8. The designated School Board member or member of Administration may also choose to use an independent mediator.

9. After a resolution has been made it should be reviewed by the Methacton Coordinating Council to assess if a corrective action plan needs to be put in place to revise Bylaws, Code of Conduct, Conflict Resolution process etc. in order to avoid future issues of the same nature. The Superintendent should also be advised of the progress and outcomes of all proceedings.

10. All parties shall hold the proceedings and outcomes in strict confidence.

ARTICLE THIRTEEN

INTERESTED PARTY TRANSACTIONS

12.01. The MCC recognizes that the skills, talents and relationships of its Officers and Representatives of the MCC are among its richest assets. The MCC also is aware that acquiring goods or services from, or engaging in transactions with, its Officers, members, members of their families or entities in which they have a financial interest or with which they are affiliated (such persons and entities are referred to collectively as "Interested Parties") may create an appearance of impropriety. In order to protect the MCC against any improper appearance, the MCC will restrict its business dealings with Interested Parties as follows:

- (a) The MCC may acquire goods or services from, or otherwise transact business with, an Interested Party if the MCC determines in its judgment that the goods or services provided to the MCC are, or the transaction is, on terms no less advantageous to the MCC than the terms that are available to the MCC from third parties. Moreover, the MCC anticipates that any such acquisition may be on terms that are more advantageous to the MCC than those generally extended by third parties. If an Interested Party offers terms which are as advantageous to the MCC

as terms offered by another vendor, the MCC may, but shall not be required to, consider other benefits derived by it from the Interested Party (e.g., past or anticipated services rendered or financial support) in selecting between otherwise equally desirable vendors.

(b) Whenever the MCC is considering acquiring goods or services from, or entering into a transaction with, an Interested Party, the details that create the Interested Party relationship shall be disclosed to the MCC in writing. A copy of the disclosure shall be supplied to the Interested Party Transaction Committee (the "Committee") referred to below.

(c) The MCC shall enter into a transaction with an Interested Party (an "Interested Party Transaction") only if either the MCC or the Committee is made aware of the information referred to in Subsection (b) and the majority of the Representatives then serving or a majority of the Committee members then serving approve the transaction as being fair to and in the best interests of the MCC. Additionally, the Executive Board shall have the authority to act for the MCC in granting the approval contemplated by this paragraph. For purposes of the preceding two sentences, any Representative, Executive Board member or Committee member who is (or has an interest in or is related to) the Interested Party that is a party to a proposed transaction shall not be considered a Representative, Executive Board member or Committee member then serving (including, without limitation, for the purpose of determining a quorum), shall not participate in the vote on the transaction and shall not attend any meeting while approval of the transaction is considered. Notwithstanding the foregoing, however, prior approval by the MCC or the Committee shall not be required if (1) emergency circumstances make such approval impractical (in which event the transaction shall be reported to MCC promptly after the fact), or (2) if the transaction falls below a *de minimis* threshold established by the MCC or the Committee.

(d) The MCC may, if necessary, create an Interested Party Transaction Committee (the "Committee"), consisting of Representatives of the MCC to which the MCC delegates responsibilities to:

1. Develop procedures and guidelines (collectively called "Policies") regarding Interested Party Transactions. Such Policies shall be reported to the MCC. Policies adopted by the Committee shall be binding upon the MCC unless disapproved by the MCC;
2. Monitor transactions with Interested Parties;

- 3. Make such recommendations as it may deem appropriate from time to time for actions to be taken by the Executive Board or the MCC with respect to Interested Party Transactions;
- 4. Interpret this Article of the Bylaws;
- 5. Establish such criteria as it may deem appropriate for *de minimis* transactions that need not be approved hereunder; and
- 6. Report at least once in each calendar year to the MCC on the activities of the Committee.

ARTICLE FOURTEEN

EQUAL OPPORTUNITY DECLARATION

13.01. It is the policy of the MCC to not discriminate and to provide an equal opportunity for all regardless of race, color, age, creed, religion, sex, sexual orientation, ancestry, national origin, marital status, pregnancy or handicap/disability.

DISSOLUTION

13.01. Upon dissolution of the MCC, the assets of it shall not be distributed to its members or Officers or other private persons. In the event of such dissolution, the MCC shall, after paying or making provision for the payment of all liabilities and after provision is made for the disposition of any property committed to charitable purposes as required by court order, transfer and convey the remaining assets to the School District organization(s) that are most similar to the MCC’s character, purposes, and method of operation. This course of action shall be decided at a special purpose meeting of the MCC to be held within 30 days of dissolution.

ADOPTION OF BYLAWS

Upon approval of these bylaws, it is the intent of the voting Departmental Representatives that these Bylaws will take effect on July 1, 2016. These Bylaws are adopted by the vote of ___ to ___ on the ___ day of, 2016.

Superintendent of Schools Review:

Signature

Date

Departments approving:

Departments dissenting: