

**The Baldwin School
Parents' Association Bylaws
Revised May 5, 2010**

Article 1. Name

The name of this internal organization of The Baldwin School shall be The Baldwin School Parents' Association (the "Association").

Article 2. Purpose

The Association is organized to support The Baldwin School's philosophy, programs, and activities for the benefit of its students. The Association serves to build a sense of community, to facilitate communication, to encourage volunteerism, and to support fund-raising for The Baldwin School. The Association provides the opportunity for any parent to be involved with The Baldwin School through various projects and activities.

Article 3. Membership

All parents or guardians or persons standing in place of parents of currently enrolled students of The Baldwin School are automatically members of the Association.

Article 4. Officers/ Executive Board

Each position within the Association may be held by any member of the Association and with the exception of the Executive Vice President, the President, and the Immediate Past President, shall be elected in accordance with Article 9 hereof. The term of all positions is one year beginning July 1. All positions have one vote. If a position is shared, it has only one vote. The Executive Board consists of:

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|--------------------------------------|--|
| -President | -Lower School Representative (PreK-II) |
| -Executive Vice President | -Lower School Representative (III-V) |
| -Vice-President | -Middle School Representative |
| -Secretary | -Upper School Representative |
| -Treasurer | -Asst. Treasurer |
| -Immediate Past President | |
| -Association Major Fundraising Chair | |

Additional ad hoc members may be named to the Executive Board by the President with the approval of a majority vote of the Executive Board. The ad hoc positions, if any, are non-voting. Unless agreed to by a majority of the Nominating Committee, each member of the Executive Board is limited to serving two consecutive years as a voting member, with the exception of the President, Executive Vice President, and Vice President who shall be limited to a total of six consecutive years as voting members. The Executive Vice President shall automatically become the President the following year or in the event the President resigns or is unable to carry out his/her duties. In the event an officer, other than the President, is unable to carry out his/her duties, the President shall appoint a replacement with the approval of a majority of the Executive

Board. The President will automatically become the Immediate Past President the following year.

Article 5. General Board

The Association's General Board shall consist of the Executive Board, all Class Representatives, all Standing Committee Chairs, and all ad hoc committee chairs.

Article 6. Standing Committees

Section 1. Nominating Committee

The Nominating Committee shall be chaired by the Executive Vice President, and shall consist of the President, Vice President, Lower School Representative (Grades PreK-2), Lower School Representative (Grades 3-5), Middle School Representative, Upper School Representative, and the Immediate Past President. The purpose of the Committee is to propose a slate of nominations for positions on the General Board of the Association for the next academic year.

Section 2. Finance Committee

The Finance Committee shall be chaired by the Treasurer and shall consist of the President, Executive Vice President, Vice President, Secretary, Assistant Treasurer, immediate Past President and immediate past Treasurer. The purpose of the Finance Committee is to prepare an annual budget, to review that budget with The Baldwin School's Director of Finance and Operations, and to oversee the distribution of Association funds in accordance with the stated purpose of The Baldwin School. After first allocating funds to meet the reasonable expenses of the Association, the Finance Committee shall allocate the remaining funds as a gift to the Baldwin School to be allocated to school projects as determined by the Head of School and the Director of Finance and Operations. The Baldwin School will provide a report summarizing the expenditures for the previous school year no later than October 30.

Section 4. Strategic Planning Committee

The Strategic Planning Committee shall be chaired by the Immediate Past President and shall consist of the President, Executive Vice President, Vice President, Treasurer, and all Division Representatives. The purpose of the Committee is to perform a regular review of the Bylaws and all activities of the Association and to make recommendations to the Executive Board for possible changes. In addition, the Committee shall monitor the Parents' Association fundraisers, investigate new fundraising options and bring recommendations to the Board.

Article 7. Ad Hoc Committee(s)

An ad hoc committee or committees may be established by the President with the approval of a majority of the Executive Board for a particular year. In the process of requesting approval for an ad hoc committee, the President must state the specific purpose of the ad hoc committee.

Article 8. Class Representatives

The incoming President shall appoint the Class Representatives. There shall be one Class Representative per classroom in Lower School, two for each grade in Middle School, and two for each grade in Upper School, except when the President deems that additional Class Representatives are necessary. The role of the Class Representatives is to represent all parents in the grade, acting as liaison between the parents and the General Board and between the parents and the school.

Article 9. Nominations and Elections

The Nominating Committee shall accept nominations for each General Board Position from the members of the Association and obtain consent of each nominee to serve, if elected. Notice that the Nominating Committee is accepting nominations shall be publicly posted in a school-wide publication not later than January. A slate of eligible nominees for the Executive Board shall be posted two weeks prior to the spring annual meeting. At that meeting the slate of eligible candidates shall be voted on by ballot or by hand passing by a simple majority of members present.

Article 10. Class Dues

The Executive Board shall determine dues annually, and they will be billed in the fall of each year through The Baldwin School's business office.

Article 11. Meetings

General meetings of the Association shall be determined by the Executive Board of the Association. All meetings which the entire membership of the Association may attend and are posted at least three days in advance are considered to be general meetings. An annual meeting shall be held in the spring for Association members to elect officers. All votes undertaken at general meetings pass by a simple majority of members present.

The Executive Board shall meet once per month during the academic year. A majority of the Executive Board shall constitute a quorum. All votes undertaken by the Executive Board pass by a simple majority of members present.

Article 12. Rules of Order

The rules of parliamentary practice, as set forth in Robert's Rules of Order, will govern the proceedings of this Association in so far as they are not inconsistent with any provisions of these By laws.

Article 13. Amendments

These Bylaws may be amended at any general meeting of the Association by a two-thirds majority of members present, provided that written notice of the proposed amendment or amendments has been distributed to each member at least one week in advance of a general meeting.