

BUFFALO P.R.I.D.E., INC.

BYLAWS

ARTICLE I: GOVERNING DOCUMENTS

Buffalo P.R.I.D.E., Inc. exists as an incorporated organization of its Participants. Its governing documents comprise these bylaws, as from time to time amended, and its articles of incorporation, if any.

ARTICLE II: PURPOSES

SECTION 1: The Objectives (Purposes) of Buffalo P.R.I.D.E., Inc., are:

- a) To promote the welfare of children and youth in home, school, community and place of worship.
- b) To raise the standards of home life.
- c) To secure adequate laws for the care and protection of children and youth.
- d) To bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth.
- e) To develop between educators and the general public such united efforts as will secure for all children and youth the highest advantage in physical, mental, social and spiritual education.

SECTION 2: The Objectives of Buffalo P.R.I.D.E., Inc. are promoted in cooperation with The Villages Charter School Board of Directors and the School Board of Sumter County, Florida through an educational program directed towards parents, teachers, staff and the general public; developed through conferences, committees, projects and programs; and governed and qualified by the basic policies set forth in Article III.

SECTION 3: Buffalo P.R.I.D.E., Inc. is organized exclusively for the charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future Federal tax code (hereinafter Internal Revenue Code).

ARTICLE III: BASIC POLICIES

The following are basic policies of Buffalo P.R.I.D.E., Inc.

- a) This organization shall be noncommercial, nonsectarian and nonpartisan.
- b) The name of this organization or the names of any Participants in their official capacities

shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the Objectives of Buffalo P.R.I.D.E., Inc.

- c) This organization shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) 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 to attempting to influence legislation by propaganda or otherwise.
- d) This organization shall work with the Villages Charter Schools to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy.
- e) This organization shall not enter into membership with other organizations; however, this organization may cooperate with other organizations or agencies concerned with child welfare, as long as the person(s) representing this organization make(s) no commitments that bind this organization.
- f) No part of the net earnings of this organization shall inure to the benefit of, or be distributed to its Participants, directors, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- g) Notwithstanding any other provisions of these articles, this organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- h) Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations or organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV: PARTICIPANTS AND DUES

SECTION 1: Participation in Buffalo P.R.I.D.E., Inc. shall be made available to any individual who subscribes to the Objectives and basic policies of the organization, without regard to race, color, creed or national origin, under such rules and regulations not in conflict with the provisions of these bylaws, the bylaws of The Villages Charter Schools or the policies of the School Board of Sumter County, Florida.

SECTION 2: Only Participants of Buffalo P.R.I.D.E., Inc. and members of the Executive Board shall be eligible to participate in the business meetings, or to serve in any of its elective or

appointive positions.

SECTION 3: Every individual who is a Participant of Buffalo P.R.I.D.E., Inc. is entitled to all benefits of such participation.

SECTION 4: Buffalo P.R.I.D.E., Inc. shall conduct an annual enrollment of Participants, but persons may be admitted as a Participant at any time.

SECTION 5: Each Participant of Buffalo P.R.I.D.E., Inc. shall pay annual dues to the organization. Such annual dues shall include at a minimum the designated amount set forth by the Executive Board.

SECTION 6: As Buffalo P.R.I.D.E., Inc. is not required to forward dues to any parent affiliation, all dues shall be kept and accounted for solely within the organization for uses associated with the Objectives of the organization.

SECTION 7: Participation shall be valid upon payment of dues by September 30 of the participation year. A participation year begins on July 1 and ends on June 30 of the following calendar year.

ARTICLE V: OFFICERS AND THEIR ELECTION

SECTION 1: Each officer of Buffalo P.R.I.D.E., Inc. shall also be a Participant of this organization.

SECTION 2: Officers and their election:

- a) The officers of this organization shall consist of a President, Vice President, Treasurer and Secretary. Should additional Vice President positions become necessary, they shall be distinctive in name and order and created or repealed by the Executive Board.
- b) Officers shall be elected by ballot held at a meeting in the month of May. However, if there is but one nominee for any office, election for that office may be by show of participation cards or voice vote at the meeting held for the purpose of electing officers. A majority vote of those voting shall elect the officers.
- c) With the exception of the Treasurer, officers shall assume their official duties on July 1 following the election. The Treasurer shall assume all duties after the books have been audited.
- d) A person shall not be eligible to serve more than two (2) consecutive terms in the same office.

SECTION 3: Nominating Committee:

- a) There shall be a nominating committee composed of seven (7) Participants. The Executive Director of The Villages Charter School will serve as the nominating committee chairperson.

The principals from each school and a representative from the Villages Charter School Board shall comprise the remainder of the nominating committee.

- b) The nominating committee shall meet in the month of April and shall nominate at least one (1) person for each office to be filled and report its nominees at the election meeting held in May.
- c) Only those persons who have consented to serve if elected shall be nominated for or elected to such office.
- d) Members of the nominating committee may be elected to office.

SECTION 4: A vacancy occurring in any office listed in Section 2:a) shall be filled for the unexpired term by a person elected by a majority vote of the executive board, notice of such election having been given.

SECTION 5: A Participant whose dues have not been paid at least thirty (30) days prior to the annual election meeting may not vote in the annual election of officers.

SECTION 6: Any person holding an elected or appointed position in this organization shall serve for the designated term or until a successor is elected or appointed.

ARTICLE VI: DUTIES OF OFFICERS

SECTION 1: The President shall preside at all meetings of the organization, the executive committee and the executive board; shall perform such other duties as may be prescribed in these bylaws or assigned by the organization or by the executive board; may appoint a parliamentarian and historian, with the approval of the executive board; and shall coordinate the work of the officers and committees of the organization in order that the Objectives may be promoted.

SECTION 2: The Vice President(s) shall act as aide(s) to the President. The Vice President shall oversee the annual Membership Drive and perform such duties as may be delegated.

SECTION 3: The Recording Secretary shall record the minutes of all meetings of the organization and of the executive committee and board and shall perform such other duties as may be delegated.

SECTION 4: The Treasurer shall have custody of all of the funds of the organization; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the organization. Three (3) signatures should be on file at the bank, with *two (2) signatures* required on all Buffalo P.R.I.D.E., Inc. checks. The Treasurer shall present a financial statement at every meeting of the organization and at other times when requested by the executive board and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of Article XII, Section 3, of the bylaws. The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three (3) Participants who, satisfied

that the Treasurer's report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the executive board. The auditor's report shall be given at the next regular meeting after their appointment.

SECTION 5: All officers shall:

- a) Agree to serve a consecutive two (2) year term or until their successors are elected.
- b) Perform the duties prescribed in these bylaws and by the parliamentary authority adopted by this organization.
- c) Deliver to their successors all official material not later than ten (10) days following the end of the school year.

ARTICLE VII: MEETINGS

SECTION 1: Regular meetings of the organization shall be held at least three (3) times during the school year, unless otherwise provided by the executive board. Seven (7) days notice shall be given of any change of date. Meeting dates will be determined by the President and a majority of the executive board.

SECTION 2: Special meetings of the organization may be called by the executive board, seven (7) days notice having been given.

SECTION 3: The last regular meeting of the organization for each fiscal year shall be held in May and shall be known as the annual meeting.

SECTION 4: Ten (10) Participants shall constitute a quorum for the transaction of business in any meeting of this organization.

ARTICLE VIII: EXECUTIVE BOARD

SECTION 1: The executive board shall consist of the President, Vice President (1), Treasurer and Secretary of the organization, the principals (4) of each Villages Charter School (Primary, Intermediate, Middle and High), or a representative appointed by him/her and the Executive Director of The Villages Charter School. The board may also include at least one (1) student if requested by a majority of the executive board. The members of the executive board shall serve until the election and qualification of their successors.

SECTION 2: The duties of the executive board shall be:

- a) To transact necessary business in the intervals between organization meetings and such other business as may be referred to it by the organizations.
- b) To create standing committees and select the chair.

- c) To approve the plans of work of the standing committees.
- d) To present a report at the regular meetings of the organization.
- e) To prepare and submit to the organization for approval a budget for the fiscal year.
- f) To approve routine bills within the limits of the budget.
- g) To amend or revise the bylaws.

SECTION 3: Regular meetings of the executive board shall be held monthly during the school year, the time to be fixed by the board at its first meeting of the year. A majority of the executive board Participants shall constitute a quorum. Special meetings of the executive board may be called by the President or by a majority of the members of the executive board.

ARTICLE IX: EXECUTIVE COMMITTEE

SECTION 1: The executive committee shall consist of the elected officers.

SECTION 2: The duties of the executive committee shall be to transact emergency business in the interval between executive board meetings.

SECTION 3: Fifty (50%) percent of the majority of members of the executive committee shall constitute a quorum.

SECTION 4: Meetings of the executive committee shall be held as needed and shall be called by the President.

ARTICLE X: STANDING AND SPECIAL COMMITTEES

SECTION 1: The executive board may create such standing committees as it may deem necessary to promote the Objectives and carry on the work of the organization. The term of each chair shall be one year and/or until the election and qualification of a successor.

SECTION 2: The chair of each standing committee shall present a plan of work to the executive board for approval. No committee work shall be undertaken without the consent of the executive board.

SECTION 3: The power to form special committees and appoint their Participants rests with the association and the executive board.

SECTION 4: The President shall be a Participant ex-officio of all committees except the nominating committee.

ARTICLE XI: FISCAL YEAR

The fiscal year of Buffalo P.R.I.D.E., Inc. shall begin on July 1 and end on the following June 30.

ARTICLE XII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rule of Order Newly Revised* shall govern the organization in all cases in which they are applicable and in which they are not in conflict with these bylaws and those of The Villages Charter Schools Board of Directors, as well as the Articles of Incorporation or the Nonprofit Corporation Act under which the organization may be incorporated.

ARTICLE XIII: AMENDMENTS

These bylaws may be amended only by a majority vote of the Executive Board taken at a regular meeting of the Executive Board.