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BYLAWS

for the Board of Directors for the Broward County Non Public Schools Association (BCNPSA)

ARTICLE I: NAME & PURPOSE

Section 1: Name

The name of this organization shall be the **Broward County Non Public Schools Association or BCNPSA.**

Section 2: Purpose

The Broward County Non Public Schools Association (BCNPSA) is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The organization exists to support, advocate for, and strengthen nonpublic education through collaboration, professional development, and representation of member schools.

ARTICLE II: MEMBERSHIP

Section 1: Eligibility

Membership shall be open to nonpublic schools in Broward County accredited by a recognized accrediting body approved by the Board of Directors.

Section 2: Voting Rights

Each member school shall have one vote on matters presented to the membership.

Section 3: Meetings of Members

Members shall receive notice of meetings and may vote on matters as defined by the Board.

Section 4: Dues

Membership dues shall be established by the Board.

ARTICLE III: BOARD OF DIRECTORS & OFFICERS

Section 1: Composition

The Board of Directors shall consist of the elected officers (President, Vice President, Treasurer, Secretary) and up to six additional directors ("at-large" directors), for a total of no fewer than three (3) and no more than ten (10) members, as determined by the Board. All directors shall have equal voting rights on matters before the Board.

Section 2: Duties of Officers

- **President:** Presides over meetings, represents the Board externally, and oversees general operations.
- **Vice President:** Assists the President and assumes duties in the President's absence.
- **Treasurer:** Manages the finances of the organization, maintains accurate records, and presents financial reports to the Board.

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- **Secretary:** Maintains Board correspondence, meeting minutes, and records of activities for archiving.

Section 3: Duties of Directors

All Board members, including officers and at-large directors, are expected to:

- Attend regular and special meetings
- Serve on at least one committee
- Act in the best interest of the organization, in accordance with fiduciary duties
- Support the organization's mission and programs
- Keep all matters discussed at Board meetings confidential

The Board may appoint additional directors or committee chairs as needed, with final approval by a majority vote of the Board.

ARTICLE IV: MEETINGS

Section 1: Regular Meetings

Regular meetings of the BCNPSA Board shall be held quarterly, with advance notice given to all members. Meetings may be conducted in person or via electronic means.

Section 2: Special Meetings

Special meetings may be called by the President or upon request of a majority of the officers, with notice provided to all members.

Section 3: Quorum

A quorum shall consist of a majority of the Board of Directors.

Section 4: Attendance

Members of the Board of Directors are expected to attend all regular and special meetings. Consistent participation is essential to fulfilling the responsibilities of Board service. Any Board member who is unable to attend a meeting should notify the President in advance.

Board members cannot miss more than one meeting without approval from the Board. Multiple missed meetings may result in removal from the Board.

ARTICLE V: COMMITTEES

Section 1: Establishment of Committees

The Board of Directors may establish standing and ad hoc committees as needed to support the mission and operations of the organization. Committee chairs shall be appointed by the Board.

Section 2: Standing Committees

The organization shall maintain the following standing committees:

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- Professional Development
- Scholarship
- Pinnacle Awards
- Membership and Marketing

Section 3: Committee Leadership and Responsibilities

a. Professional Development Committee

The Professional Development Committee shall plan and coordinate professional learning opportunities for member schools throughout the academic year, including virtual and in-person events.

b. Scholarship Committee

The Scholarship Committee shall oversee the development, promotion, selection, and awarding of scholarships in alignment with the mission of the organization.

c. Pinnacle Awards Committee

The Pinnacle Awards Committee shall coordinate all aspects of the annual Pinnacle Awards program, including communication with member schools, event planning, coordination of award materials, and related logistics.

d. Membership and Marketing Committee

The Membership and Marketing Committee shall develop and implement strategies to recruit and retain member schools and promote the organization's programs, events, and initiatives.

Section 4: Committee Authority

Committees shall serve in an advisory and operational capacity and may make recommendations to the Board of Directors. Final decision-making authority shall remain with the Board.

ARTICLE VI: ELECTIONS AND TERMS

Section 1: Election Process

Officers shall be elected for 2 years by a majority vote of the members present at a regular meeting.

Section 2: Term of Office

Officers, with the exception of the treasurer, shall serve 2 years. The treasurer will serve 3 years.

Section 3: Vacancies

Vacancies may be filled by Board appointment for the remainder of the term.

ARTICLE VII: FINANCIAL ADMINISTRATION

Section 1: Fiscal Year

The fiscal year shall begin July 1 and end June 30.

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Section 2: Budget and Oversight
The Board of Directors shall approve an annual budget. The Treasurer shall present financial reports at regular meetings and an annual financial summary to the membership.

Section 3: Use of Funds
All funds shall be used exclusively to further the charitable and educational purposes of the organization. No part of the net earnings shall inure to the benefit of any private individual.

Section 4: Records and Transparency
The organization shall maintain accurate financial and organizational records in accordance with Florida law. Records shall be made available to the Board upon request.

ARTICLE VIII: CONFLICT OF INTEREST

Section 1: Definition
A conflict of interest exists when a Board member has a financial or personal interest that may interfere with their duty to act in the best interest of the organization.

Section 2: Disclosure
Board members must disclose any actual or potential conflict of interest prior to discussion or vote.

Section 3: Recusal
The interested individual shall not participate in discussion or voting on the matter.

Section 4: Board Review
The remaining Board members shall determine whether a conflict exists and whether the transaction is fair and in the best interest of the organization.

ARTICLE IX: REMOVAL AND VACANCIES

Section 1: Removal
Any Director or Officer may be removed, with or without cause, by a two-thirds vote of the Board when it is in the best interest of the organization.

Section 2: Vacancies
Vacancies shall be filled by majority vote of the Board for the remainder of the unexpired term.

ARTICLE X: INDEMNIFICATION

To the fullest extent permitted under Florida law, the organization shall indemnify any Director or Officer against expenses and liabilities incurred in connection with their service, provided they acted in good faith and in a manner reasonably believed to be in the best interest of the organization.

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ARTICLE XI: AMENDMENTS

Section 1: Amendment Process
These bylaws may be amended by a two-thirds majority vote of the officers present at a regular or special meeting, provided that notice of the proposed amendment(s) has been given to all members in advance.

ARTICLE XII: DISSOLUTION

Section 1: Dissolution
Upon dissolution, all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state, or local government for a public purpose.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

Section 1: Parliamentary Authority
The rules contained in the current edition of Robert's Rules of Order Newly Revised (Robert's Rules of Order) shall govern the BCNPSA Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

ARTICLE XIV: NOTICES

Any notice required under these bylaws may be given in writing, including by electronic mail, and shall be deemed delivered when sent to the last known contact information.

ARTICLE XV: LIMITATIONS

Section 1: Limitations on Activities
No substantial part of the activities of the organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XVI: ADOPTION & EFFECTIVE DATE

Section 1: Adoption
These bylaws shall be adopted upon approval by a majority vote of the officers present at a meeting where a quorum is present.

Section 2: Effective Date
These bylaws shall take effect immediately upon adoption.

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CERTIFICATION

These bylaws were approved by the officers of the Board of BCNPSA on April 21, 2026.

President:	Dr. Katrina Azevedo	_____
Vice President:	Judy Dempsey	_____
Treasurer:	Sherry McMullen	_____
Secretary:	Dr. Stephanie Russo-Bischoff	_____
Board Member:	Kristin Hanke	_____

These basic bylaws outline the fundamental structure and operations of the Board of BCNPSA, ensuring clarity in roles, responsibilities, and procedures. Adjustments can be made to suit specific organizational needs or legal requirements as necessary.