

ARTICLES OF ORGANIZATION
OF
COUNCIL OF DARIEN SCHOOL PARENTS
(Adopted May 11, 2023)

The undersigned, being the duly elected and acting Co-Chairs of the Council of Darien School Parents (“CDSP”), do hereby declare that the following are the Articles of Organization of the CDSP:

First. The name of the organization is the Council of Darien School Parents.

Second. The CDSP is organized exclusively for charitable and educational purposes permitted to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of the United States (the “Code”), as more specifically set forth in these by-laws of the CDSP.

Third. No part of the net earnings of the CDSP shall inure to the benefit of, or be distributed to, its members, officers, or other private persons, except that the CDSP shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable and educational purposes. No substantial part of the activities of the CDSP shall be the carrying on of propaganda, and the CDSP shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision, these activities are not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c)(3) of the Code, or by an organization, contributions to which are deductible under Section 170 (c)(2) of the Code.

Fourth. Upon the dissolution of the CDSP, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of Fairfield County, exclusively for such purposes or to such organizations or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have executed this instrument on behalf of the Council of Darien School Parents on the ____ day of ____, 2023.

By: _____ By: _____
Co-Chair Co-Chair

BY-LAWS OF THE COUNCIL OF DARIEN SCHOOL PARENTS
(2023 REVISION)

ARTICLE I NAME

The name of this organization shall be the Council of Darien School Parents (“CDSP”).

ARTICLE II PURPOSE

The Council of Darien School Parents (“CDSP”) is the umbrella organization for the Parent-Teacher Organizations and Parent-Teacher Associations of the Darien Public Schools. The purpose of the CDSP is to promote understanding and communication between the Darien Public Schools, students’ families, administrators, the Board of Education and the community with the goal of uniting to provide an academically robust and socially supportive school system that enables our children to achieve their highest individual potential.

ARTICLE III MEMBERSHIP

All parents and guardians of Darien Public School students are non-voting members of the CDSP.

ARTICLE IV THE BOARD OF THE COUNCIL OF DARIEN SCHOOL PARENTS

Section 1. CDSP Board

A. Composition

The members of the Board shall be the Executive Board, Chairs of the Parent- Teacher Organizations/Associations, CDSP School Representatives, and appointed committee Chairs.

B. Ex Officio Members

Past CDSP Co-Chairs may be ex-officio members of the Board. They may be invited to attend all meetings to lend their expertise but shall be non-voting members.

Section 2. CDSP Executive Board

A. Composition

The members of the Executive Board shall be the officers of the CDSP.

B. Officers

The officers of the CDSP shall be the Co-Chairs, DEI Chair(s), Communications Chair, Budget Chair(s), Special Education Chair(s), Nominating and Special Projects Chair, Secretary and Treasurer.

1. Co-Chairs

The Co-Chairs shall preside at all meetings of the CDSP and of the Executive Board.

The Co-Chairs shall act as ex-officio members of all committees and serve as liaisons between the schools' Parent-Teacher Organizations and the administration. The Chairs shall submit an annual report to the membership. In furthering the purposes of the CDSP, the Co-Chairs may invite non-members to observe or participate in CDSP or Executive Board meetings.

2. DEI Chair(s)

The DEI Chair(s) shall focus on all Diversity, Equity and Inclusion (DEI) initiatives on behalf of the CDSP. The DEI Chair(s) will work with DPS Administration and the PTOs to connect and support one another in their DEI plans. The DEI Chair(s) will help PTO DEI committees collaborate on ideas and share resources to maximize efficiency and explore DEI opportunities in collaboration with their building administrators.

3. Communications Chair

The Communications Chair shall recognize and communicate ongoing highlights from across the District to our community via the CDSP website, social media, emails and other possible forms of communication; serve as a resource to parents who seek information sources; and facilitate communication flow back to the CDSP Executive Board to promote understanding and constructive feedback to the Administration and Board of Education. The Communications Chair shall also act as a liaison between community organizations and the CDSP. The Communications Chair shall maintain relationships with organizations such as, but not limited to, YW Parent Awareness, The Darien Foundation, Music For Youth, Darien Advocates for Education of the Gifted, and others as needed. The Communications Chair shall, as appropriate, promote and/or organize community events that the CDSP supports.

4. Budget Chair(s)

The Budget Chair(s) shall coordinate the activities of the CDSP School Representatives for the seven schools as members of the Budget Committee. The Budget Chair(s) shall keep the committee members informed of issues pertaining to the district budget. The Budget Chair(s) shall have a leadership role in the development of the CDSP strategy related to the district budget.

5. Special Education Chair(s)

The Special Education Chair(s) shall be a conduit of information from special education parents across the district to the school administration and from school administration to parents regarding topics and issues related to special education. The Special Education Chair(s) shall coordinate the activities of the Special Education Representatives for the seven schools as members of the Special Education Committee.

6. Nominating and Special Projects Chair

The Nominating and Special Projects Chair shall solicit input from representatives of

all schools and shall propose a slate for CDSP officers, during the Nominating period. With respect to Special Projects, this Chair will work under the direction of the Co- Chairs to facilitate special projects as needed throughout the year. This Chair will report on progress on these Special Projects regularly to the Executive Board and the CDSP membership.

7. Secretary

The Secretary shall keep the minutes of all meetings of the CDSP and of the Executive Board, distribute minutes of CDSP meetings to the Board and notify representatives of the CDSP meetings. The Secretary shall perform such other duties as may be incident to the office.

8. Treasurer

The Treasurer shall transact all financial business of the CDSP and present statements to the Board at its regular meetings and shall submit an annual report. The Treasurer shall prepare a budget and submit it for approval at the April or May CDSP meeting. The Treasurer shall collect all data from the schools' Parent-Teacher Organizations/Associations related to the filing of yearly tax returns and the Treasurer shall be responsible for filing CDSP's annual tax returns. The Treasurer should also educate the seven schools of any new tax laws as it relates to compliance with their 501(c)(3) status, as well as act as an advisor to the individual Parent-Teacher Organization/Association treasurers to maintain continuity in the reporting and financial best practices of all schools.

C. Duties

The Executive Board shall present reports at the regular meetings of the CDSP, review the progress of the committees, meet, if necessary, to transact business in the intervals between the CDSP's regular meetings and shall be responsible for maintaining communication with the Board of Education, the school administration, and parents' groups.

D. Executive Board Meetings

The Co-Chairs may call meetings of the Executive Board when it is deemed necessary. Prior notice of Executive Board meetings shall be provided to all Executive Board members by email. At any meeting of the Executive Board duly called and held, a majority of the voting members of the Executive Board shall constitute a quorum for the transaction of business by the Executive Board. The Executive Board may invite non-members to attend its meetings for liaison purposes. The Executive Board must report all business transacted at the next CDSP meeting.

Section 2. CDSP School Representatives

Each school Parent-Teacher Organization/Association shall designate 1-2 representatives to the CDSP Board. These representatives shall be called CDSP School Representatives ("CDSP School Representatives"). Each school Parent-Teacher Organization/Association shall designate at least one representative to the Special Education Committee. These representatives shall be

called Special Education Representatives (“Special Education Representatives”). Each School Parent-Teacher Organization/Association shall designate at least one representative to the Diversity, Equity and Inclusion Committee. These representatives shall be called Diversity, Equity and Inclusion Representatives (“DEI Representatives”)

Section 3. Appointed Committee Chairs

From time to time the Co-Chairs shall appoint additional Committee Chairs necessary to carry out the work of the CDSP subject to Executive Board approval. These appointed Committee Chairs are non-voting members of the Board.

ARTICLE V MEETINGS AND VOTING

Section 1. Meetings

The CDSP Voting Members shall meet regularly throughout the school year, the time and place to be determined by the Executive Board. Upon decision by the Co-Chairs, meetings may be held virtually, e.g. - Zoom, however CDSP has no obligation to make all meetings accessible virtually. CDSP meetings shall not be recorded.

Section 2. Voting Members

The voting members of the Board shall be the Executive Board, Chairs of the Parent-Teacher Organizations/Associations and CDSP School Representatives. Each school shall have three votes in total: two from its Parent-Teacher Organization/Association Executive Board (one for each Chair, in the event that there is only one Chair, the vice-Chair may vote), and one vote total for its CDSP School Representative(s), regardless of the number of CDSP School Representatives.

Section 3. Email Voting

An email vote may be initiated either by request of a Co-Chair or by passing a motion to allow email voting for a specific action. The email will state the motion and the vote will be taken over a period of three days to allow the fullest participation. For purposes of an email vote, the decision will be considered final when all members have voted, whether or not the voting period has elapsed, when a majority of the Board has voted for one of the available options, whether or not the voting period has elapsed, or when a quorum has voted and the voting period has elapsed. The results of the voting shall be recorded and announced at the next Board meeting.

Section 4. Annual Meeting

The Annual Meeting shall be the final business meeting of the Fiscal Year.

Section 5. Open Meeting

Upon the discretion of the CDSP Executive Board, it may open Voting Member Meetings to the public and/or hold public meetings as needed.

Section 6. Quorum

A majority of the voting members of the CDSP shall constitute quorum for the transaction of business by the CDSP.

ARTICLE VI NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

A. Composition

The Nominating Committee shall include the Nominating and Special Projects Chair. Other members of the CDSP Board may be appointed to the committee with the approval of the Executive Board.

B. Duties

The committee shall solicit input from representatives from each school and shall propose a slate for the coming year. The committee shall also present to the CDSP for its approval a nominee to fill any vacancy on the Executive Board that shall occur during the year.

Section 2. Nominating Considerations

The Nominating Committee shall present its slate at the April CDSP meeting preceding the final May meeting. The slate shall consist of nominations for Co-Chairs, Community Outreach Chair, Communications Chair, Budget Chair, Special Education Chair, Nominating and Special Projects Chair, Secretary, and Treasurer. All candidates for the afore-mentioned positions, must have served at least one year in a leadership position for a school-level parent teacher organization, or previously held leadership roles for CDSP or the BOE.

A. School Representation

The Nominating Committee shall consider the representatives from all schools in the preparation of the slate but not be limited thereby.

B. Co-Chairs Qualification

The Co-Chairs shall ideally have served at least one year on the CDSP's Executive Board, and/or served as Chairperson of their school Parent Teacher Association, and/or have experience related to Board of Education matters.

C. Continuity and Term Limits

An effort shall be made to provide continuity on the Board, but, it is recommended that an officer may not serve more than three consecutive terms in the same office.

Section 3. Elections

A. Process

Following the presentation of the Nominating Committee's slate at the April meeting, nominations may be made from the floor by any voting member, provided the consent of the nominee shall have been secured. A majority of those voting members, present and voting, shall constitute an election. At the next meeting in May, the Annual Meeting, the final candidate slate will be voted on by the Voting Members.

B. Term

All elected Board members serve for one year commencing on July 1 in the year in which

they are elected. The months of May and June should be used as a period of transition between those assuming positions and those vacating positions.

ARTICLE VII POLICY OF PUBLIC STATEMENTS

The CDSP may release a public statement of position on town, state or national issues pertaining to education and the welfare of children. Statements of position shall be reviewed by the Executive Board and approved by the CDSP at its next meeting, or by email vote.

Section 1. Executive Board Authority

The Executive Board may issue a statement of position without CDSP approval when such approval is not feasible, if the statement is clearly defined as an Executive Board position and not a CDSP position.

Section 2. CDSP Authority

The CDSP may issue a position statement without Executive Board review upon two-thirds vote of the voting members present and voting.

ARTICLE VIII FISCAL MATTERS

Section 1. Fundraising

The CDSP shall not engage in fundraising activities as such. Its expenses shall be borne by contributions from participating schools in amounts to be suggested yearly by the Executive Board.

Section 2. Fiscal Year

The Fiscal Year of the CDSP shall run from July 1 to June 30.

Section 3. Expenses

Unbudgeted expenses up to 10% the approved budget may be made with the approval of the Executive Board. All expenses more than 10% over the approved budget must have CDSP approval.

Section 4. Tax Exempt Status

The CDSP shall be organized and operated exclusively for purposes permitted to tax-exempt organizations, as stated in the CDSP's Articles of Organization. The CDSP shall apply for exemption from taxation at the federal and state levels, and it shall be operated at all times in such a manner as to maintain its status as a tax-exempt organization.

The CDSP shall also act as the sponsoring organization for any member school that wishes to apply for tax-exempt status under the umbrella of the CDSP. The CDSP shall require any school which it sponsors to be organized and operated exclusively for charitable and education purposes consistent with those of the CDSP, and the CDSP shall also require each school to provide copies

of its tax returns if applicable, reports on its budget and activities, copies of any amendments to its governing documents, and other information as requested by the CDSP on an annual or more frequent basis to assure that the schools' expenditures and other activities are consistent with such purposes.

ARTICLE IX PARLIAMENTARY AUTHORITY

In all cases not specifically covered by these By-Laws, the CDSP shall be guided by "Robert's Rules of Order, Newly Revised."

ARTICLE X AMENDMENTS

Section 1. Process

The By-Laws may be amended by a two-thirds vote of any regular meeting of the CDSP, provided the amendment has been submitted at the preceding CDSP meeting.

Section 2. Regular Review

The By-Laws shall be reviewed at least every other year.

Submitted May 11, 2023