

**ASPIRA OF DELAWARE, INC.
FINANCIAL OVERSIGHT COMMITTEE
BYLAWS**

ARTICLE I – NAME

The name of the organization shall be the Financial Oversight Committee (the “Committee”) for ASPIRA of Delaware Charter Operations, Inc. (“ADCO”).

ARTICLE II – ORGANIZATION YEAR

The organization year (the “Organization Year”) shall commence on September 1st and shall end on August 31st of each calendar year.

ARTICLE III – PURPOSE

The purpose of the Committee shall be to provide an organized structure that will assist the Board of Directors of ADCO (the “Board”) with independent financial advice and ensure parental and community involvement in the budgetary process of Las Américas ASPIRA Academy Charter School (the “School”). The Committee will:

1. Monitor current budget and expenditures of the School and the overall financial health of the School which may include examination of historic, current and projected financial data;
2. Provide affirmation or verification of financial information to the Board which includes the development of a monthly financial report;
3. Provide a medium for the dissemination of financial information and materials to parents and the community relative to School and promote an understanding of the budget process;
4. Provide independent consultation and guidance to the Board on matters relating to the School’s finances and perform other review and recommendation functions as directed by the Board.

ARTICLE IV – MEMBERSHIP

SECTION 1 – Eligibility

Membership is open to appointments made in accordance with 14 Del. C. § 1508 and any regulations promulgated by the Delaware Department of Education (the “DDOE”) thereunder, including but not limited to Title 14 of the Delaware Administrative Code.

In conformity with the foregoing, the Committee shall strive to have membership comprised of the following representatives:

- (a) At least two (2) representatives from the Board (each a “Board Representative” and, collectively, the “Board Representatives”);
- (b) At least one (1) representative from the DDOE (the “DDOE Representative”);
- (c) At least two (2) parental representatives (each a “Parent Representative” and, collectively, the “Parent Representatives”);
- (d) At least two (2) employees of the School (each an “Employee Representative” and, collectively, the “Employee Representatives”).
- (e) At least one (1) representative of any financial advisor or financial consultant of the School (the “Financial Representative”).
- (f) At least one (1) representative who is employed as a teacher at the School (the “Teacher Representative”); and
- (g) At least one (1) representative from the community (the “Community Representative”) who is not an employee of the School or the Board.

Where possible, the Committee shall have at least (2) two of the foregoing members with formal educational or vocational backgrounds amenable to oversight of the School’s financial statements.

SECTION 2 – Vacancies and Establishment of Membership

All vacancies on the Committee shall be filled in conformity with statute and regulations promulgated by the DDOE thereunder. The request for Committee membership shall be posted for at least fifteen (15) working days on the website established by the Committee and at the main entrance of the School.

Application for the Committee will be the application form developed and approved by the DDOE. Applicant information required may include, but not be limited to: identification of conflict of interest (disqualifying event), educational background, experience and a statement of interest for participation on the Committee.

SECTION 3 – Terms of Committee Members

Members shall be appointed for staggered terms of two (2) years with an option to extend to no more than three (3) additional terms based upon the majority vote of the existing members of the Committee at the June organizational meeting.

Initially, terms shall be as follows: one-half of the Committee shall serve a two (2) year term and be eligible for three (3) subsequent terms each two (2) years in length based upon the majority vote of the existing members of the Committee at the June 2013 organizational meeting. The remaining one-half of the Committee shall serve a three (3) year term and be eligible for two (2) subsequent terms each two (2) years in length based upon the majority vote of the existing members of the Committee at the June 2014 organizational meeting. The Committee shall determine which members shall serve according to this rubric.

SECTION 4 – Voting

Except as otherwise provided herein, decisions for the election of Officers and for any other matters presented to the Committee shall be made by majority vote. Each member of the Committee shall be entitled to one (1) vote; provided, however, in the event of a tie vote, the Chair shall be entitled to cast one (1) additional vote.

SECTION 5 - Compensation

Members of the Committee are not entitled to compensation, except for allowable mileage for training.

SECTION 6 - Training

Each new and existing member of the Committee shall attend training as developed by the DDOE.

ARTICLE V – OFFICERS

SECTION 1 – Eligibility

Any member of the Committee in good standing shall be eligible to hold office; except, however, that no member of the Committee may be nominated for office if an election to office will result in the Committee member exceeding his or her term limit as a member of the Committee.

SECTION 2 – Officers and Responsibilities

The officers shall be: Chair, Vice Chair and Secretary (each an “Officer” and, collectively, the “Officers”).

SECTION 3 –By Whom Elected

The Committee shall elect the Officers.

SECTION 4 –Nomination

Any member of the Committee in good standing who is nominated by one or more members of the Committee may run to hold an office.

SECTION 5 –Election of Initial Officers

The Committee shall hold an election of initial Officers (the “Initial Officers”). The nominations for Initial Officers may be solicited at the meeting of the Committee adopting its bylaws or as soon as practicable thereafter. The election of the Initial Officers may take place at the meeting of the Committee following the meeting nominating candidates for election as Initial Officers but may, within the Committee’s discretion, occur at the same meeting where candidates are nominated to run as Initial Officers.

The terms of the Initial Officers shall commence immediately upon election and shall expire at the first meeting held during March of the following year.

SECTION 6 –When Held

Unless otherwise provided herein, the meeting of the Committee for nomination of candidates for election as Officers shall be held no later than April of each calendar year. The election of Officers shall likewise be held no later than May of the same calendar year.

All elections shall be organized by a member of the Committee appointed by the Chair who is neither currently an Officer nor running to hold office. This member shall be responsible for tallying all votes. Except where a candidate runs unopposed for election as an Officer, all votes shall be cast in secret, but the results of the election shall be publicly disclosed.

SECTION 7 – Term of Officers

Unless otherwise provided herein, Officers shall be elected to one (1) year terms. Officers shall be eligible for re-election to the same offices for two (2) additional terms. Following expiration of this additional term, Officers are not eligible for re-election to the same offices until after an interval of one (1) year. Each term shall commence at the first meeting of the Organization Year following his or her election to office and shall end at first meeting of the Organization Year one (1) year thereafter.

SECTION 8 –Removal and Resignation of Officers and Committee Members

Any Officer or member of the Committee may be removed by a vote of a majority of the total Committee whenever in its judgment the best interests of the School would be served thereby. The vote to remove may take place at a regular meeting of the Committee or at a special meeting of the Committee; provided, however, at least twenty (20) days written notice to remove shall be provided to the Committee. Upon vote of the Committee the removal of an Officer or member of the Committee, such Officer or member of the Committee is removed immediately.

Any Officer or member of the Committee may terminate his or her position by written notice to the Chair, except that the Chair may provide such notice to the Vice Chair. Such resignation shall become effective immediately upon delivery of such notice.

SECTION 9 –Chair of the Committee

The Chair shall:

1. Be responsible for directing, managing, and supervising the affairs of the Committee;
2. Preside over all meetings of the Committee;
3. Shall appoint chairpersons of ad hoc subcommittees;
4. Call special meetings of the Committee when necessary;

5. Present reports and recommendations of the Committee to the Board; and
6. Perform other duties as may be assigned by the Committee.

SECTION 10 –Vice Chair of the Committee

The Vice Chair shall:

1. Assist the Chair in directing, managing, and supervising the affairs of the Committee;
2. Shall carry out the duties of the Chair in her/his absence; and
3. Perform such other duties as may be assigned by the Chair or the Committee.

SECTION 11 –Secretary of the Committee

The Secretary shall:

1. Be responsible for composing general correspondence of the Committee;
2. Certify and keep at the principal office of the School the original copy of these bylaws, as may be amended from time to time;
3. Keep at the principal office of the School a book of minutes of all meetings;
4. Record and preserve true minutes of all Committee meetings containing the following:
 - a. The time and place of holding;
 - b. Whether a regular or special meeting;
 - c. How authorized;
 - d. The manner of notice given; and
 - e. The names of those present at the meeting.
5. Give all notices required by these bylaws, statute or resolutions.
6. Delegate these tasks in his or her absence; and
7. Perform other duties as may be delegated by the Committee.

SECTION 12 – Vacancies of Officers

In the event of a vacancy of an Officer, the Committee shall meet to elect a replacement Officer to complete the term of the vacant office within thirty (30) days following the date of such vacancy. In the event of a vacancy by the Secretary, the Chair may delegate the responsibilities of the Secretary to another member of the Committee on an interim basis until a replacement is elected. The nomination process and election of the replacement Officer may, within the Committee's discretion, occur at the same meeting.

ARTICLE VI – SUBCOMMITTEES

SECTION 1 – Eligibility

Any member of the Committee in good standing shall be eligible to participate on a subcommittee.

SECTION 2 – Subcommittees

Ad hoc subcommittees shall be formed when deemed necessary by the Chair.

SECTION 3 – Appointment

Subcommittee chairs (each, a “Subcommittee Chair” and, collectively, the “Subcommittee Chairs”) shall be appointed by the Chair of the Committee.

SECTION 4 – Vacancies on Subcommittees

If any subcommittee chairpersonship becomes vacant, the Chair shall appoint a replacement for the duration of the unexpired term.

SECTION 5 –Responsibilities of Subcommittee Chairs

All subcommittees should include the Subcommittee Chair and a minimum of two (2) additional members. All subcommittees should be representative of the Committee membership. Each Subcommittee Chair shall attend all meetings of his or her subcommittee and submit reports as necessary to the Chair.

ARTICLE VII – MEETINGS

SECTION 1 –Committee Meetings

Meetings shall be held each month of the year.

SECTION 2 – Quorum

Two-thirds of the membership shall constitute a quorum at any Committee meeting. Decisions shall be made by a majority of the members present.

SECTION 3—Special Meetings

Special meetings of members may be called at any time by the Chair or by a majority of the Committee. Special meetings may be called within twenty-four (24) hours notice by a form of personal notice, which need not be in writing, but which may include electronic mail. This notice shall state the business for which the special meeting has been called and no other business other than that stated in the notice shall be transacted at such special meeting.

SECTION 4 – Manner and Place of Meetings

Meetings shall be publicized to the general public. The Committee shall determine the site and agenda.

ARTICLE VIII – CONFLICTS OF INTEREST POLICY

SECTION 1 - Purpose

The purpose of the conflicts of interest policy is to protect the Committee's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the Committee. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

SECTION 2 - Voting and Disclosure.

In order to minimize any risk of any conflict of interest concerning the Committee, all members of the Committee shall refrain from voting on any issue in which they have a financial interest.

All members of the Committee must make a full disclosure at least annually of all organizations, together with any other relationships, which, in the judgment of the member of the Committee, has the potential for creating a conflict of interest. If a conflict of interest arises during an individual's term it is the responsibility of that individual to disclose a change of situation to the committee in a timely fashion. Failure to adhere to this guideline shall result in dismissal from the Financial Oversight Committee.

Furthermore, in the event that the Committee considers any matter that may have a material impact on any organization of which a member of the Committee serves as a director, officer, or key employee or as to which a member of the Committee otherwise has a material relationship, such member must disclose such relationship to the Committee and must refrain from voting on such matter.

ARTICLE IX – AMENDMENTS

SECTION 1 – Proposal

Any active member (based on DOE guidelines for financial oversight committees) may propose to alter, amend, or repeal any part of the bylaws by submitting the proposed revision to the Secretary.

SECTION 2 – Notice

The Secretary shall notify members of the Committee in writing, which may include electronic mail, of any proposed changes at least fourteen (14) days in advance of the next regular or special meeting of the Committee. An absentee ballot is to be provided with the written notice.

SECTION 3 – Vote Required

The affirmative vote of a majority of the active members present and voting at any regular or special meeting shall be required to enact a revision of the bylaws.

SECTION 4 – Initial Committee and Terms

See Attachment

ADOPTED by the Membership of the Financial Oversight Committee for ASPIRA of Delaware, Inc. on _____.

Attachment

SECTION 4 – Initial Committee and Terms

ASPIRA of Delaware, Inc.
Financial Oversight Committee

Initial Committee and Terms

<u>Category</u>	<u>Name</u>	<u>Length of Term</u>
Board Representative	Paul Lloyd	3 years
Board Representative	Lilia Meredith	3 years
DDOE Representative	Terry Richard	Indefinite
Financial Representative	Deborah Scanlan	Indefinite
Financial Representative	Herbert Sheldon	Indefinite
Employee Representative	Greg Panchisin	Indefinite
Employee Representative	Margie López Waite	Indefinite
Parent Representative	Melissa Bower	2 years
Parent Representative	Brian Arban	2 years
Parent Representative	John Labanda	2 years
Teacher Representative	Judith Pinto	2 years
Community Representative	TO BE DETERMINED	__ years