

**BYLAWS
OF
PS 516 PTA CORP.**

APPROVED BY THE MEMBERSHIP ON: _____, 2016

CO- PRESIDENT'S NAME

CO- PRESIDENT'S SIGNATURE

DATE

CO- PRESIDENT'S NAME

CO- PRESIDENT'S SIGNATURE

DATE

OFFICER'S NAME

OFFICER'S SIGNATURE

TITLE

DATE

TABLE OF CONTENTS

	Page
Article I - Name	1
Article II - Objectives	1
Article III - Organization	1
Article IV - Membership	1
Section 1 Eligibility	1
Section 2 Dues	2
Section 3 Voting Privileges	2
Section 4 Place of Meetings	2
Section 5 Annual Meeting	2
Section 6 General Meetings	2
Section 7 Notice of Meetings	2
Section 8 Qualification of Voters	3
Section 9 Quorum and Adjourned Meetings	3
Section 10 Organization	3
Section 11 Parliamentary Authority	4
Section 12 Action of the Membership	4
Section 13 Minutes	4
Section 14 Inspectors of Election	4
Section 15 Conflicts	5
Article V - Board of Directors	5
Section 1 Power of Board and Qualification of Officers and Directors	5
Section 2 Number	5
Section 3 Term of Office and Term Limits	5
Section 4 Election	5
Section 5 Vacancies	6
Section 6 Removal of Directors	6
Section 7 Resignations	6
Section 8 Quorum and Action of the Board	6
Section 9 Meetings of the Board	6
Section 10 Notice of Board Meetings	7
Section 11 Voting	7
Section 12 Information Action by Board; Meetings by Conference Telephone	7
Section 13 Meeting Attendance and Participation	8
Section 5 Disciplinary Action	8
Section 6 Conflicts	9
Article VI - Officers Duties	9
Section 1 President	9
Section 3 Recording Secretary	9
PTA of PS8 Bylaws Approved October 14, 2014	3

Section 5	Treasurer	10
Article VII - Election Procedures		10
Section 1	Candidate Statements	10
Section 2	Notices	10
Section 3	Contested Elections and the Use of Ballots	11
Section 4	Uncontested Elections	11
Section 5	Expedited Election Process	11
Article VIII - Committees		11
Section 1	General Provisions	11
Section 2	Nominating Committee	12
Section 3	Committee Rules	13
Section 4	Service of Committees	13
Article IX - Indemnification and Insurance		13
Section 1	Authorized Indemnification	13
Section 2	Prohibited Indemnification	14
Section 3	Advancement of Expenses	14
Section 4	Indemnification of Others	14
Section 5	Determination of Indemnification	14
Section 6	Binding Effect	15
Section 7	Insurance	15
Section 8	Nonexclusive Rights	15
Article X -		15
Article XI - Conflicts of Interest		15
Section 1	Definition of Conflicts of Interest	15
Section 2	Disclosure of Conflicts of Interest	16
Section 3	Approval of Contracts and Transactions Involving Potential Conflicts of Interest	16
Section 4	Validity of Actions	17
Section 5	Employee Conflicts of Interest	17
Article XII - Financial Affairs		17
Section 1	Fiscal Year	17
Section 2	Signatories	17
Section 3	Budget and Fundraising	18
Section 4	Audits	19
Section 5	Financial Accounting	19
Article XIII - General		20
Section 1	Education Council Selectors	20
Section 2	June Transfer of Records	20

**BYLAWS
OF
PS 516 PTA CORP.**

Article I - Name

The name of the corporation shall be as set forth in its Certificate of Incorporation, as may be amended from time to time. The current name of the corporation is PS 516 PTA Corp. and shall be referred to in these By-laws as the PTA.

Article II - Objectives

The objectives of the PTA are to provide support and resources to the school for the benefit and educational growth of the children; to develop a cooperative working relationship between the parents and staff of our school; to develop parent leadership and build capacity for greater involvement; to foster and encourage parent participation on all levels; and to provide opportunities and training for parents to participate in school governance and decision-making.

Article III - Organization

The PTA is organized under the Delaware General Corporation Law ("State Law"). All provisions of these Bylaws must comply with State Law, Chancellor's Regulation A-660 (CR A-660) and the New York Department of Education guidelines to the extent they apply to the PTA as a foreign corporation; provided, however the provisions of these Bylaw must first comply with State Law.

Article IV - Membership

Section 1 Eligibility

Parent Members: Parents of students currently on the PS 516 register are automatically members of the PTA. Parents include parents by birth or adoption, step-parents, legally appointed guardians, foster parents, and persons in parental relation to a child currently attending PS 516. Parents of a child who is attending PS 516 full time while on the register of a citywide program are eligible to be members of the PTA of either PS 516 or the school where the student appears on the register. At the beginning of each school year, the association shall send a welcome letter to inform parents of their automatic membership status and voting rights.

Membership shall be open to all teachers, paraprofessionals, and school secretaries currently employed at the school.

The membership of the teachers in the PTA may be rescinded upon a majority vote of the Parent Members. Principals, assistant principals and supervisors may not be members of the PTA.

Section 2 Dues

The PTA does not collect dues from its members. CR A-660 provides that the payment of dues cannot be a condition of PTA membership, though it does permit PTAs to solicit dues from their membership. However, each member shall be requested to make a minimum voluntary donation of \$5.00.

Section 3 Voting Privileges

Each member of the PTA shall be entitled to one (1) vote. Proxy voting or absentee balloting is prohibited. The right of a member to vote may be limited by the Conflicts of Interest Policy set forth in Article VIII hereof.

Section 4 Place of Meetings . All membership meetings must be held at PS 516. Under no circumstances are association meetings to be held in private residences or commercial venues (e.g. restaurants and private clubs).

Annual Meeting . A meeting of members entitled to vote shall be held for the election of Directors and Officers and the transaction of other business annually at a date and time as determined by the Board of Directors.

Section 6 General Meetings . General meetings of the membership shall be held monthly, September through June, on the last Tuesday of the month at 5:30pm unless such date falls on a legal or religious holiday, in which case the meeting shall be held on the following day (Wednesday) as determined by the Board. Non-members may attend general membership meetings but may only speak or otherwise participate unless acknowledged by the presiding officer.

Section 7 Notice of Meetings .

(a) Written notice shall be given of each meeting of members, shall state the place, date and hour of the meeting and, unless it is an Annual Meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called. The

Co-Presidents may call a Special Meeting with a minimum of 48 hours written notice stating the specific topic of the meeting. If the Co-Presidents receive at least eight (8) written requests from association members, the Co-Presidents must call a Special Meeting within five (5) days of the request with 48 hours' notice. Written notices shall be distributed in languages spoken by parents at the school, whenever possible.

(b) A copy of the notice of any meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice may be given by mail, e-mail, or by fax. If notice is given by mail, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at the member's address as it appears on the record of members, or if the member shall have filed with the Secretary a written request that notices to the member be mailed to some other address, then directed to the member at such other address. If notice is given by e-mail, such notice shall be directed to an electronic address at which the member has consented to receive notice, provided, that notice shall not be deemed delivered if: (a) the PTA is unable to deliver two (2) consecutive notices to the individual by e-mail; or (b) the PTA otherwise becomes aware that notice cannot be delivered to the individual by e-mail. If notice is given by fax, such notice shall be directed to a fax number at which the member has consented to receive notice.

(c) Notice of meeting need not be given to any member who submits a signed waiver of notice whether before or after the meeting. The attendance of any member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

Section 8 Qualification of Voters .

The Board may fix a date as the record date for the purpose of determining the members entitled to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting. The record date shall not be more than sixty nor less than ten days before the date of the meeting.

Section 9 Quorum and Adjourned Meetings .

(a) The quorum for a general membership meeting must consist of representation by at least eight (8) PTA members, including a minimum of two (2) Board members and six (6) Parent Members. Action by the members shall be by majority vote of a quorum unless otherwise required by these By-laws or applicable law. In the absence of a quorum the PTA

cannot authorize the expenditure of funds or vote on any business, but may have non-binding discussions.

Organization . At every meeting of the members, the Co-Presidents, or in the absence of the Co-Presidents, a person selected by the meeting, shall act as chair of the meeting. The Recording Secretary or, in the absence of the Recording Secretary, a person selected by the meeting shall act as secretary of the meeting.

Section 11 Parliamentary Authority

The PTA may adopt meeting rules of order should for use as a guide. Where no meeting rules of order are adopted, Robert's Rules of Order – Newly Revised will be deemed to apply, provided that it is consistent with applicable laws, policies, rules, and regulations.

Action of the Membership . Whenever any corporate action, other than the election of Directors, is to be taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation be authorized by a majority of the votes cast at such meeting.

Section 13 Minutes

Minutes must be taken at all membership meetings. A draft of the minutes must be made available no later than the next scheduled meeting for review and approval by the membership. The minutes of any association meeting must be made available to any member upon request.

Inspectors of Election .

(a) The Board of Directors, in advance of any meeting of members, may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a meeting of members may, and on the request of any member entitled to vote thereat shall, appoint one or more inspectors. In case any person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability.

(b) The inspectors shall determine the number of membership certificates outstanding and the voting power of each, the certificates represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right

to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or any member entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated and of the vote as certified by them.

Section 15 Conflicts . Members who have any direct or indirect interest in any business transaction, any financial interest, any business dealing with the school, the community school district, the Panel for Educational Policy (“PEP”), a Community Education Council (“CEC”), Citywide Council on Special Education (“CCSE”), Citywide Council on High Schools (“CCHS”), Citywide Council on English Language Learners (“CCELL”), District 75 Council (“D75 Council”), or the Department of Education, including a contract, must disclose such interest to the membership and the disclosure shall be documented in the minutes of the meeting at which the disclosure was made. Members who have a conflict of interest must refrain from participation in any decision relating to that matter.

Article V - Board of Directors

Section 15 Power of Board and Qualification of Officers and Directors . The business and affairs of the PTA shall be managed by or under the direction of its Board of Directors.

Section 16 Number

(a) The Board of Directors shall consist of not less than three (3) Directors. The Elected Officers shall serve as ex officio voting members of the Board. The number to be determined from time to time by action of the Board of Directors.

(b) The Officers of the PTA shall be Co-Presidents, a Treasurer, and a Recording Secretary (the “Officers”).

(c) Both the Officers” and the “Directors” shall be collectively referred to herein as the “Board” or “Board of Directors”.

Section 17 Term of Office and Term Limits

The term of Elected Officers and Directors shall commence on July 1 and end on June 30 of each year. The term of each Elected Office position shall be limited to two (2) consecutive one-year terms, provided that an

Elected Officer may be elected to a third one-year term if there are no other interested candidate is willing to serve.

Section 18 Election

(a) Subject to Article VII hereof, the Elected Officers and Directors shall be elected by the voting members by the last day of the each school year for a one-year term beginning July 1.

(b) No employee of PS 516 or any member of the Community District Education Council may serve as an elected officer or director of the PTA. This restriction applies equally to employees who have a child currently attending PS 516.

(d) The principal should be notified of the date and time of the annual election by April 1 of each year, but no later than May 1.

Section 19 Vacancies : Any vacancies among the Directors shall be filled by the Board. Any Officer vacancies must be filled by succession of the next highest ranking officer. In the event that an office cannot be filled through succession, an expedited election must be held to fill the vacancy as set forth in Article VII, Section 5 of these Bylaws. The ranking of officers for succession purposes shall be: Co-Presidents; Recording Secretary; Treasurer. Officers will be offered the opportunity to fill positions by succession in this order. Officers may decline to accept positions by succession. If a position is filled by two people, a vacancy by one of the two will not trigger these provisions.

Section 20 Removal of Directors . Any one or more of the Directors or Officers may be removed with cause at any time by majority vote of the general membership.

Section 21 Resignations . Any Director or Officer may resign at any time upon written notice to the Recording Secretary and immediately turn over all PTA records. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.

Section 22 Quorum and Action of the Board . Unless a greater proportion is required by law or by the Certificate of Incorporation, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business and, except as otherwise provided by law or by the Certificate of Incorporation or these Bylaws, the vote of a majority of the Board members present at the meeting at which a quorum is present shall be the act of the Board.

Section 23 Meetings of the Board . An annual meeting of the Board of Directors shall be held each year at such time and place as shall be fixed by the Board of Directors, for the purpose of organization and for the transaction of such other business as may properly come before the meeting.

Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the Co-Presidents, if any, or any two (2) Board members.

Meetings of the Board of Directors must be held at PS 516.

Section 24 Notice of Board Meetings .

(a) No notice of meeting shall be required for the Annual Meeting or for any Regular meeting of the Board. Notice of any Special Meeting of the Board shall be given by written notice to each Board member and shall state the place, date and hour of the meeting and the purpose for which it is being called and shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Written notices shall be distributed in languages spoken by parents at the school, whenever possible.

(b) A copy of the notice of any meeting shall be given not less than one (1) nor more than three (3) days before the date of the meeting. Notice may be given by mail, e-mail, or by fax. If notice is given by mail, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the Board member at the Board member's address as it appears on the record of Board members, or if the Board member shall have filed with the Recording Secretary a written request that notices to the Board member be mailed to some other address, then directed to the Board member at such other address. If notice is given by e-mail, such notice shall be directed to an electronic address at which the Board member has consented to receive notice, provided, that notice shall not be deemed delivered if: (a) the PTA is unable to deliver two (2) consecutive notices to the individual by e-mail; or (b) the PTA otherwise becomes aware that notice cannot be delivered to the individual by e-mail. If notice is given by fax, such notice shall be directed to a fax number at which the Board member has consented to receive notice.

(c) Notice of meeting need not be given to any Board member who submits a signed waiver of notice whether before or after the meeting. The attendance of any Board member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

Section 25 Voting

Each member of the Board shall be entitled to one vote. Proxy voting or absentee balloting is prohibited.

Section 26 Informal Action by Board: Meetings by Conference Telephone

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any one or more members of the Board may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 27 Meeting Attendance and Participation

(a) Members of the PTA may attend any meeting of the Board of Directors and may only speak or otherwise participate if acknowledged by the presiding officer.

(b) Non-members of the PTA may not attend Board of Directors meetings, unless invited by the Board of Directors. The Principal has a standing invitation to attend Board of Directors meetings.

Section 28 Disciplinary Action

(a) Non-attendance at Meetings: Any Officer or Director who fails to attend three (3) consecutive Board or membership meetings shall be removed from office by recommendation of the Board of Directors or motion from a member. A two-thirds (2/3) vote of the membership present at a meeting in which a quorum is present is required for approval. The Officer or Director shall be given the opportunity to submit in writing an explanation showing good cause which explains his/her reason for not attending these meetings for the Board and membership's consideration.

(b) Unsatisfactory Performance: Officers and Directors may also be removed for unsatisfactory performance through the process outlined below:

- At any membership meeting, a PTA member may make a motion to begin the process of removing an Officer or Director for

unsatisfactory performance, provided the Board of Directors is notified of the planned motion not less than ten (10) nor more than sixty (60) days before the membership meeting so that notice can be included in the membership meeting agenda.

- If the motion is approved by two-thirds (2/3) of the assembled members, the membership must select a review committee by majority vote. Board members may not serve on the review committee.
- The review committee will gather relevant information and present its findings to the membership to allow the members to make an informed decision about the motion. Findings must be presented in writing at a membership meeting within thirty (30) calendar days of the date the motion was presented. The PTA's notice and agenda must indicate that a vote will be taken by the membership regarding the removal of an Officer or Director.
- The result of the motion must be submitted in writing to the Principal and to the Division of Family and Community Engagement.

Section 29 Conflicts . Directors and Officers cannot have any direct or indirect interest in any business transaction, any financial interest, or any business dealing with the school, the community school district, PEP, a CEC, CCSE, CCHS, CCELL, D75 Council, or the Department of Education, including a contract. Waivers may be granted by the Department of Education Ethics Officer in appropriate circumstances.

Article VI - Officers Duties

Section 15 Titles The officers of the association shall be: Chinese and Spanish Bilingual Co-Presidents, Recording Secretary, and Treasurer. The association must elect the mandatory officers: Co-Presidents, Recording Secretary, and Treasurer, in order to be a functioning association. There shall be no qualifications for any office other than to be a parent of a child attending the PTA.

Section 16 Co-Presidents The Co-Presidents shall preside at all meetings of the association and shall be an ex-officio member of all committees except the nominating committee. The Co-Presidents shall appoint chairpersons of association committees with the approval of the Board. The Co-Presidents shall delegate responsibilities to other association members and shall encourage meaningful participation in all parent and school activities. The Co-Presidents shall attend all regular meetings of the Presidents' Council and shall be mandatory members of the school leadership team. The Co-Presidents shall meet regularly with the Board members in accordance with these bylaws to plan the agendas for the general membership meetings. The Co-Presidents shall be one of the

eligible signatories on checks. The Co-Presidents shall assist with the June transfer of association records to the incoming Board. *The Co-Presidents must decide who will serve as the Presidents' Council member and who will serve as the mandatory member of the school leadership team, and inform the general membership.*

Section 17 Recording Secretary The Recording Secretary shall record minutes at all association meetings. The Recording Secretary's responsibilities shall include the preparation of notices, agendas, sign-in sheets and materials for distribution. The Recording Secretary shall prepare and read the minutes of each association meeting and shall distribute copies of the minutes at the next scheduled meeting for review and approval by the general membership. The Recording Secretary shall maintain custody of the association's records on school premises. The Recording Secretary shall incorporate all amendments into the bylaws and shall ensure that signed copies of the bylaws with the latest amendments are on file in the Principal's office. The Recording Secretary shall be responsible for reviewing, maintaining and responding to all correspondence addressed to the association. The Recording Secretary shall assist with the June transfer of all association records to the incoming Board.

Section 18 Treasurer The Treasurer shall be responsible for all financial affairs and funds of the association. The Treasurer shall also be responsible for maintaining an updated record of all income and expenditures on school premises and shall be one of the signatories on checks. The Treasurer shall adhere to and implement all financial procedures established by the association. The Treasurer shall prepare and present a written report of all transactions at every Board and general membership meeting. This report must include income, refunds, reimbursements and other expenditures, and opening and closing balances for the reporting period. The Treasurer shall also prepare the association's interim and annual financial reports. The Treasurer shall make available all books and financial records for viewing by members upon request and for audit. The Treasurer will assist with the June transfer of all association records to the incoming Board.

Article VII - Election Procedures

Section 15 Candidate Statements . During the June membership election meeting, candidates will have an opportunity to address the membership prior to voting. If a candidate is not able to be present, another member may read the candidate's statement. The Nominating Committee may distribute candidate statements prior to the elections, but after nominations have been closed, and may host candidate forums. All candidates must be given an equal opportunity to participate. Other than

candidate statements distributed by the Nominating Committee, no materials in support of a candidate or slate of candidates may be distributed or posted on school premises or on the school's website by any candidate, supporter, PTA Board members or PTA committee members.

Section 16 Notices : The meeting notice and agenda for the general membership election meeting shall be distributed in accordance with the requirements under these Bylaws and CR A-660; provided, however, in any case in which the requirements under CR A-660 conflict with the requirements under law, the law shall prevail. All meeting notices and agendas shall be available in English and translated into languages spoken by parents in the school whenever possible. The distribution date shall appear on all notices. If nominations have been closed, the election meeting notice shall list all candidates in alphabetical order by surname under the office for which they are nominated.

Section 17 Contested Elections and the Use of Ballots

Written ballots are required for all contested offices. Candidates must be listed on ballots in alphabetical order by last name for each office. Candidates running for co-offices must be listed together and voted for as a team. Where possible, ballots should be translated into languages spoken by parents in the school.

Ballots must remain in the meeting room until the election meeting has been adjourned. Ballots must be counted immediately following the conclusion of voting and in the presence of any members and observers.

Ballots must not be removed from the school. The PTA must retain ballots on school premises for one year following the date of the election or until the determination of any grievance filed concerning the election, whichever is later.

Section 18 Uncontested Elections If there is only one candidate for an office, a member must make a motion to cast one vote to elect the candidate for office. A vote of the membership is required for approval of the motion. The result of the motion must be recorded in the minutes.

Section 19 Expedited Election Process . Expedited elections shall be held to fill Officer vacancies in the event they cannot be filled through succession. The Board of Directors shall be responsible for announcing vacancies and distributing written notice of the expedited election. All nominations must be taken from the floor, immediately prior to the election. If the election is contested, written ballots must be used in accordance with these Bylaws.

Article VIII - Committees

Section 15 General Provisions . The Board of Directors may, by resolution passed, designate one or more committees. Each committee shall consist of one or more Officers or Directors of the PTA. The Board may designate one or more Officers or Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the Board of Directors may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the PTA, and may authorize the seal of the PTA to be affixed to all papers that may require it; but no such Committee shall have the power or authority in reference to the following: amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending the sale, lease or exchange of all or substantially all of the PTA's property and assets, recommending a dissolution of the PTA or a revocation of dissolution, or adopting, amending or repealing any Bylaws of the PTA. The Co-Presidents may appoint the committee's chairperson with the approval of the Board. Only chairpersons of the committees will be allowed to vote on Board issues.

Section 16 Nominating Committee . A Nominating Committee shall be formed by the Board during the April general membership meeting and shall consist of three to five members. The majority of the committee must come from the general membership and the remaining members shall be selected by the Co-Presidents, subject to the approval of the Board. The Nominating Committee shall ensure that annual elections are held in an inclusive manner and provide opportunity for the full and fair participation of all PTA members. Neither the Co-Presidents nor any person employed by the school nor any person running for office may be a member of the Nominating Committee. The Nominating Committee shall elect its chairperson and is a temporary committee.

The Nominating Committee shall solicit candidates from the membership in writing. Notices should be translated into languages spoken by parents in the school whenever possible. The Nominating Committee will also be responsible for conducting the election meeting.

The Nominating Committee's duties include the following:

- canvassing the membership for eligible candidates;
- preparing and distributing all notices of any meeting pertaining to the nomination and election process, in accordance with CR A-660;

- preparing ballots, attendance sheets, a ballot box, tally sheets and all other materials pertaining to the election;
- verifying the eligibility of all interested candidates prior to the election;
- ensuring that an opportunity for nominations, including self-nominations, to be taken from the floor and then officially closed during the annual membership meeting;
- scheduling the election at a time that ensures maximum participation;
- ensuring that only eligible members receive a ballot for voting;
- ensuring that the election is certified by the principal or his/her designee immediately following the election.

If a Nominating Committee cannot be formed, the membership must proceed with an expedited election – a single meeting where all nominations are taken from the floor for all offices immediately prior to the election.

Section 17 Committee Rules . Unless the Board of Director’s otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Directors or in rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article V of these Bylaws.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of such committee may be taken without a meeting if all members of such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the committee shall be filed with the minutes of proceedings of such committee.

Any one or more members of such committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 18 Service of Committees . Each committee of the Board of Directors shall serve at the pleasure of the Board. The designation of any such

committee and the delegation thereto of authority shall not alone relieve any director of his duty under law to the PTA.

Article IX - Indemnification and Insurance

- Section 15 Authorized Indemnification . Unless clearly prohibited by law or Section 2 of this Article, the PTA shall indemnify any person (“Indemnified Person”) made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the PTA, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Director or Officer of the PTA, or (b) in addition is serving or served, in any capacity, at the request of the PTA, as a director or officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the PTA shall have consented to such settlement) and reasonable expenses, including attorneys’ fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.
- Section 16 Prohibited Indemnification . The PTA shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.
- Section 17 Advancement of Expenses. The PTA shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the PTA, pay or promptly reimburse the Indemnified Person’s reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the PTA, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article. An Indemnified Person shall cooperate in good faith with any request by the PTA that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 18 Indemnification of Others . Unless clearly prohibited by law or Section 2 of this Article, the Board of Directors may approve PTA indemnification as set forth in Section 1 of this Article or advancement of expenses as set forth in Section 3 of this Article, to a person (or the testator or intestate of a person) who is or was employed by the PTA or who is or was a volunteer for the PTA, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the PTA in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 19 Determination of Indemnification . Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-laws.

Section 20 Binding Effect . Any person entitled to indemnification under these By-laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-laws with respect to any event, action or omission occurring prior to the date of such amendment.

Insurance . The PTA is not required to purchase directors' and officers' liability insurance, but the PTA may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the PTA for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Directors, Officers, employees or volunteers of the PTA for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the PTA.

Article X - Section 8 Nonexclusive Rights . The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the PTA with any Director, Officer, employee or

volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

Article XI - Conflicts of Interest

Section 1 Definition of Conflicts of Interest . A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence PTA policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any family member (spouse, domestic partner, grandparents, parents, children, grandchildren, great grandchildren, brothers or sisters (whether whole or half blood), and spouses of these individuals); or (c) any organization in which he or a family member is a director, trustee, officer, member, partner or more than 10% of the total (combined) voting power. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

Section 2 Disclosure of Conflicts of Interest . A Director or Officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or Officer learns of the conflict; and (d) on the annual conflict of interest disclosure form.

The Recording Secretary of the PTA shall distribute annually to all Directors, Officers and key employees (as identified by the PTA), a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the PTA and whether the process for approval set forth in this policy was used. Such disclosure form may require disclosure of other relationships that may not constitute an actual conflict of interest, but which are required to be disclosed in order for the PTA to comply with its annual reporting requirements.

Section 3 Approval of Contracts and Transactions Involving Potential Conflicts of Interest . A Director or Officer who has or learns about a potential conflict of interest should disclose promptly to the Recording Secretary of the PTA the material facts surrounding any potential conflict of interest, including specific information concerning the terms of any contract or transaction with the PTA. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction, including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the PTA and the arrangements are consistent with the best interests of the PTA. Fairness includes, but is not limited to, the concepts that the PTA should pay no more than fair market value for any goods or services which the PTA receives and that the PTA should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the PTA.

Section 4 Validity of Actions . No contract or other transaction between the PTA and one or more of its Directors or officers, or between the PTA and any other corporation, firm, association or other entity in which one or more of its Directors or Officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or Officer or Officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or Officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or Officers. Common or interested Directors or Officers may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or Officer should not be present at the meeting.

Section 5 Employee Conflicts of Interest . An employee of the PTA with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the PTA decisions which are the subject of the conflict will be determined. The Co-Presidents shall be responsible for determining the proper way for the PTA to handle PTA decisions which

involve unresolved employee conflicts of interest. In making such determinations, the Co-Presidents may consult with legal counsel.

The Co-Presidents shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the Co-Presidents have approved.

Article XII - Financial Affairs

Section 1 Fiscal Year . The fiscal year of the PTA shall run from July 1 through June 30.

Section 2 Signatories . One of the Co-Presidents and the Treasurer shall be authorized to sign checks. All checks require at least two (2) signatures. The two (2) signatories of a check may not be related by blood or marriage. Under no circumstances may spouses, siblings, in-laws or other relatives or members of the same household sign the same PTA check. A PTA member may not sign a check if she/he has any direct or indirect interest in the expenditure.

Section 3 Budget and Fundraising

(a) Budget Process: The Board of Directors shall be responsible for the development and/or review of the budget process, which includes:

- The outgoing Board of Directors must review the current budget, annual financial status, accountings, expenditures and outstanding bills and prepare a draft budget for the next school year.
- The draft budget must be presented to and approved by the membership no later than the June meeting.
- The incoming Board of Directors must review the draft budget in September for presentation and discussion during the September membership meeting. Budget amendments may be proposed at this time.
- The Board of Directors must present the budget for membership approval no later than the October membership meeting.
- The counting and handling of any cash, checks, or money orders received by the association, must be completed by at least 2 association members. These association members cannot be related by blood or marriage. Funds must be counted in the school on the same day of receipt. The association's financial records must display the total amount

of funds and the signatures of the association members who participated in counting the funds.

- The Principal's written consent is required when a fundraising activity is held during school hours or on school property.
- All funds should be deposited in the bank account by authorized Board members within 1 business day of receipt, but in any event, no longer than 3 business days. If the deposit will not be made within 1 business day, the Board must ensure that all funds are secured in a locked location on school premises. The Board must obtain written acknowledgement from the principal when association funds are secured in the school. Under no circumstances may fundraiser proceeds be stored in a member's place of work or residence. Association funds must be taken to the bank for deposit by at least 2 authorized members.
- Documentation related to every transaction must be maintained at the school (e.g., cancelled checks, deposit receipts, purchase orders, association minutes related to the financial transactions, etc.)

(b) Budget Amendments: The budget may be amended by vote of the membership at any membership meeting.

(c) Expenditures Approvals: All expenditures not included in the budget at the time of its adoption or amendment must be approved by vote of the membership. Membership approval of expenditures must be reflected in the minutes of the meeting.

(d) Emergency Expenditures: The Board of Directors is authorized to make an emergency expenditure not to exceed \$100 with a two-thirds approval of the Board of Directors. Emergency expenditures are appropriate for the following purposes: assistance to the family of a student in distress, etc.. These expenditures shall be reported to the membership at the next PTA meeting in writing by the Treasurer. The minutes of the meeting must reflect a vote taken by the PTA to accept this action.

Section 4 Audits . The Co-Presidents shall request volunteers to form an Audit Committee of 3 to 5 persons. Board members who are not eligible signatories on association checks may serve on the Audit Committee. The majority of the committee shall be comprised of general members. The Audit Committee shall conduct an audit of all financial affairs of the association with the help of the Treasurer who shall make all books and

records available to them. Additional duties of the Audit Committee may include examining all relevant financial statements and records of disbursements, verifying all association equipment and ensuring compliance with bylaw provisions for the transaction of funds. The Audit Committee shall prepare a written audit report to be presented to the membership at a general membership meeting, upon completion of their review and investigation. This report shall be included for review and discussion during the June transfer of records.

Section 5 Financial Accounting

(a) Reports: The Treasurer shall prepare the Interim PTA Financial Report by January 31st and the Annual PTA Financial Report by the June meeting, including all income, expenditures, and other transactions. These reports shall be presented and reviewed by membership. Copies of these reports shall be provided to the principal.

(b) Record Keeping and Funds Transfers: The Treasurer shall be responsible for all funds of the PTA and shall keep accurate records in a form consistent with these Bylaws, the Internal Revenue Code and applicable Regulations of the Chancellor. In accordance with Chancellor's Regulation A-610, parents must obtain written approval from the Principal before collecting fundraiser proceeds from students. Only authorized Board of Directors officers shall transport funds to the bank; the Treasurer and Assistant Treasurer are authorized Board members, and the Board of Directors may authorize other Board members to transfer funds to the bank. Deposit slips shall identify the source of all deposited funds. All financial records of the PTA including checkbooks, ledgers, cancelled checks, invoices, receipts etc., shall be maintained and secured on school premises.

Article XIII - General

Section 1 Education Council Selectors . The Board of Directors (Co-Presidents, Recording Secretary and Treasurer) shall select the Parent Members who will be the Community Education Council, Citywide Council on High Schools or District 75 Council selector(s).

Section 2 June Transfer of Records . All PTA records must be maintained for six (6) years. Outgoing Board members must ensure that records are transferred to the newly elected Board members, including all parent contact information obtained during their term of office. Transfers must occur on school premises, in the presence of the principal, the next practicable day after the election. At least one meeting will be scheduled

during the month of June for this purpose. Any member of the Board may request the assistance of the Presidents' Council during this process.

Article XIV - Amendments and Regular Review of Bylaws

These Bylaws may be amended at any regular meeting of the members by a two-thirds (2/3) vote of the members present at a meeting in which a quorum is present, provided the amendment was presented to the membership at the previous meeting or at least ten (10) days prior to the meeting at which the amendment is to be presented for vote. Amendments are effective immediately unless otherwise specified.

A thorough review of these Bylaws shall be conducted by the Board of Directors every three (3) years.

These Bylaws as set forth above have been voted on and approved by the membership. The most recent amendment was approved, in accordance with the provisions of Article XII, at the membership meeting held on _____.

Signed By:

Co-President

Co-President

Recording Secretary

Filed with the Principal on
(Month) (Day) (Year)