

## **DRAFT BYLAWS of Friends of Middle School 915, Inc.**

### **ARTICLE I: NAME, PURPOSE, OFFICE**

**Section 1.01 Name.** The name of the corporation shall be Friends of Middle School 915, Inc. (the “Corporation”, “PTA”, or “MS915 PTA”). The Corporation is a New York not-for-profit corporation. The Corporation shall be a Parent Teacher Association of public school 13K915 (“MS915”).

**Section 1.02 Purposes.** The purposes and powers of the Corporation shall be those set forth in the Corporation’s certificate of incorporation, as amended from time to time (the “Certificate of Incorporation”).

**Section 1.03 Office.** The principal office of the Corporation shall be located at Friends of Middle School 915, Inc., % Middle School 915, 105 Johnson Street, top floor, Brooklyn, New York 11201. The Corporation may change the location of the principal office or maintain additional offices at such other places both within or without the State of New York as the board of directors of the Corporation (the “Board”) may from time to time determine or the business of the Corporation may require.

### **ARTICLE II: MEMBERS**

Membership in the Corporation shall be limited to parents, legally appointed guardians and persons in parental relation to students currently attending MS915. Parents, legally appointed guardians or persons in parental relation to students currently attending MS915 are automatically members of the Corporation; no membership form is necessary. In the beginning of each school year, a welcome letter from the PTA shall inform parents of their automatic membership status and voting rights. The Corporation’s membership shall be open to all teachers currently employed at MS915. As per Chancellor’s Regulation A-660 (“Chancellor’s Regulation A- 660”), principals, assistant principals and supervisors, and parent coordinators are not eligible to become members of the Corporation while being employed by MS915, even if they have a child enrolled in MS915. All other categories of school staff are eligible for membership in the Corporation.

### **ARTICLE III: BOARD OF DIRECTORS**

**Section 3.01 Powers and Duties.** The Board shall have general power to control and manage the affairs and property of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and in these by-laws (these “Bylaws”). The number of directors constituting the Board shall be no fewer than three (3) and

no more than six (10) persons (each a “Director” and, together, the “Directors” or “Executive Board”). Each Director shall have one (1) vote. As to any matter upon which the Board may vote, the term “Entire Board” or “Executive Board” means the total number of Directors that would be entitled to vote on such matter, assuming for this purpose that no vacancies on the Board existed at the time of such vote.

**Section 3.02 Election and Term of Office.** The initial Directors shall be the persons named in the Certificate of Incorporation and such Directors shall serve until the first annual meeting of the Board and until their successors have been elected and qualified, or until such Director’s death, resignation or removal. To become a Director, a person shall be elected as an officer in accordance with Article VI of these bylaws. Succession, removal, filling of vacancies and terms of office shall be in accordance with Article VI and VII of these bylaws.

**Section 3.03 Resignation.** Any Director may resign from office at any time by delivering a resignation in writing to the Secretary (as defined below) of the Corporation. Any such resignation shall take effect at the time specified therein, and unless required by its terms, the acceptance of such resignation shall not be necessary to make the resignation effective.

**Section 3.04. Chairperson.** The chairperson of the Board (the “Chairperson”) shall preside at all meetings of the Board. Such Chairperson shall perform such other duties, and exercise such powers, as from time to time shall be prescribed by these Bylaws or by the Board. The President or one of the Co-Presidents (as defined below) shall serve as the Chairperson.

**Section 3.05. No Compensation of Directors.** Directors shall not be compensated for their services as Directors.

#### **ARTICLE IV: MEETINGS OF DIRECTORS**

**Section 4.01 Annual, Regular and Special Meetings.** Meetings of the Board (annual or regular) may be held on any day and place, and at such time and place, as the Board may from time to time fix. Regular meetings shall be held in accordance with the discussion of executive board meetings below. An annual meeting shall be held in September, and at such time the Board shall receive an annual report required by Section 519(c) of the N-PCL. Special meetings of the Board shall be called at any time and may be held at any place by the Secretary or by any Director upon written (including by electronic mail) demand of not less than a majority of the Entire Board, and in each case at such time and at such place as shall be fixed by the person or persons calling the meeting, provide that timing and location comply with these Bylaws.

**Section 4.02 Notice of Meetings.** Notice of meetings of the Board of Directors shall be as described in these Bylaws regarding meetings of the Executive Board and in compliance with Chancellor’s Regulation A-660.

**Section 4.03 Quorum and Action.** Except as hereinafter provided, a majority of the Entire Board shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of the Directors present may adjourn the meeting until such a quorum is obtained. Except as otherwise provided by law or by these Bylaws, at any meeting of the Board at which a quorum is present, the vote of a majority of the Directors present at the time of the vote shall be the act of the Board.

**Section 4.04 Meeting by Conference Telephone.** Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment or by electronic video screen communication allowing all persons participating in the meeting to speak to and hear each other at the same time. However, if required by Chancellor's Regulation A-660, members not present in person at meetings of the executive board do not count for quorum and cannot vote.

**Section 4.05 Action Without a Meeting.** Any action permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or the committee, as the case may be, consent to the adoption of a resolution authorizing the action. Such consent may be written or sent by electronic mail. The resolution and the written consents thereto by the Directors or committee members shall be filed with the minutes of the proceedings of the Board or the committee.

## **ARTICLE V: COMMITTEES**

**Section 5.01 Committees of the Board.** Subject to the following sentence, the Board may designate three or more Directors to constitute one or more committees to serve at the pleasure of the Board, each of which, to the extent authorized by the Board, shall have the authority of the Board with the exception of any authority the delegation of which is prohibited by Section 712 of the N-PCL. The Board, by a majority of the Entire Board may designate three or more Directors to constitute an executive committee ("Executive Committee") (or similar committee however denominated) which, to the extent authorized by the Board, shall have the authority of the Board with the exception of any authority the delegation of which is prohibited by Section 712 of the N-PCL.

**Section 5.02 Committees of the Corporation.** PTA Committees, other than committees of the Board, may be established with the approval of the Board, except for (1) the nominating committee (which is a temporary committee established and governed by the rules set out in these bylaws); and (2) any review committee formed to gather information and make recommendations related to PTA officers' unsatisfactory performance (which shall be established and governed by the rules set forth in these bylaws). No such committee of the Corporation shall have the authority to bind the Board.

**Section 5.03 Term and Duty.** Each member of a committee 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 such Director's duty to the Corporation under Section 717 of the N-PCL.

**Section 5.04 Vacancies.** If any vacancy shall occur in any committee for any reason, including an increase in the number of members thereof, the vacancy may be filled at any meeting of the Board.

**Section 5.05 Meetings and Notice.** Each committee may hold meetings at such time or at such place as it shall determine from time to time. No notice shall be required for meetings for which the time and place have been fixed. Written, electronic, oral or any other mode of notice of the time and place shall be given for meetings of each committee that are not fixed, in sufficient time for the convenient assembly of the committee unless such notice has been waived. The notice of any meeting need not specify the purpose of the meeting. Any requirements of furnishing a notice shall be waived by any committee member who submits a waiver of notice (such waiver of notice may be written or electronic), whether before, at commencement or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such committee member. Each committee shall keep a record of its proceedings.

**Section 5.06 Quorum and Vote.** At all meetings of a committee, the presence in person of three members of the membership of such committee shall be necessary and sufficient to constitute a quorum, and except as otherwise provided by law or by these Bylaws, the act of a majority of the members present, at any meeting at which there is a quorum present, shall be the act of the committee. If a committee has less than three members, all members must be present to constitute a quorum.

## **ARTICLE VI: OFFICERS**

**Section 6.01 Officers, Election and Term of Office.** The initial officers ("Initial Officers") shall include a president ("President"), a treasurer ("Treasurer") and a secretary ("Secretary"), and thereafter the Board may hold an election for these and other such other officers and assistant officers as set forth in these Bylaws. One (1) person may hold more than one office in the Corporation except that no one person may hold the offices of both President and Secretary and/or Treasurer; provided that if one person holds more than one office, that person is only entitled to one vote on issues on which the executive board votes. Eligibility for office is limited to parents of, legally appointed guardians of, or persons in parental relations with students at MS915 and who are not employed at MS915. The officers together comprise the Board of Directors of the Corporation and may be referred to as the "Executive Board." The officers shall

be elected for a one (1) year term, beginning July 1 and ending June 30 of the following year. Officers will be elected at a June meeting of the General Membership of the Corporation, and each shall continue in office until such officer's successor shall have been elected and qualified, or until such officer's death, resignation or removal. The officers shall each have such powers and duties as are set forth herein and as generally pertain to their respective offices and such powers and duties as from time to time may be conferred upon them by the Board. Co-officers must run together as a slate in order to serve together.

**Section 6.02 Other Agents.** The Board may from time to time appoint such other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board may from time to time determine.

**Section 6.03 Removal, Resignations and Vacancies.** Any officer of the Corporation may be removed for cause under the following reasons:

- a) failing to fulfill the duties of such officer's office as outlined under the provisions of this Article VI;
- b) accruing three (3) consecutive unexcused absences from officer or general meetings;
- c) posing a threat to the safety and well order of the Corporation or larger school community;
- d) exercising behavior unbecoming the office as determined by the general membership;
- e) by the recommendation of the investigatory entity, any officer who commits a violation of the law.

Any officer may be removed for unsatisfactory performance by a vote/recommendation of the majority of the Board or a motion from a member and two-thirds vote of the membership. The motion to remove an officer and the vote on removal must not occur during the same meeting. Once a motion or recommendation has been made to remove an officer, a review committee should be formed. The committee will gather information and provide the Corporation with a recommendation in writing, within 30 days of the motion to remove an officer. The vote on a motion to remove an officer will take place at the next general membership meeting, after the review committee's written recommendation has been completed. The meeting notice must include the vote on removal. The content of the motion and the result of the vote must be included in the minutes and submitted to and filed with the Principal and the superintendent's office.

Any officer may resign by giving written notice to the Board. The resignation shall take

effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Officers who wish to resign their positions once an election has been certified must submit their written resignations to the Secretary and immediately turn over all Corporation records.

A vacancy occurs when an officer resigns or is removed from the position. In the case of any vacancy in any office, the Board can decide to fill the vacancy through succession or hold an expedited election to nominate a successor to fill the unexpired portion of the term to be voted on by the general members of the Corporation, provided that, when an office is shared by two people, the remaining co-officer may decide to continue to serve alone or to resign and allow succession or an expedited election.

When an office is not filled through succession, an expedited election may be held to fill the vacancy (and must be held to fill a mandatory officer position). An officer may choose to retain such officer's current position and not assume the higher ranking office. The ranking of officers for succession purposes shall be:

- Vice President-Community Events
- Vice-President-Fundraising
- Secretary
- Treasurer
- Assistant Treasurer
- Sixth Grade Representative

**Section 6.04 President.** The President position can be held by two people who share the responsibilities of the position. The President shall exercise general supervision over the affairs of the Corporation, subject, however, to the control of the Board and the Executive Committee, if any. The President shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him/her or them but are not limited to the following:

- preside at all meetings of the Corporation;
- keep the Board fully informed about the affairs of the Corporation; is an ex-officio member of all committees except the nominating committee;
- appoint Corporation committee chairpersons with the approval of the Board;
- encourage meaningful participation in all parent and school activities;

- provide opportunities for members' leadership development;
- delegate responsibilities to members of the Corporation as needed;
- attend all regular meeting of the presidents' council, or confer with and send a duly appointed designee;
- be a core member of the school leadership team ("School Leadership Team"), or confer with and send a duly appointed designee;
- meet regularly with the other officers;
- plan the agenda for the general membership meetings;
- have the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature; and
- is one of the eligible signatories on the checks.

In the event that the Corporation elects Co-Presidents, only one Co-President (or a designee) will serve as the core member on the School Leadership Team and one Co-President (or a designee) will serve as the school's representative to the region/district president's council. If the position is shared by two people, each co-president has one vote whenever officers are entitled to vote on an issue.

**6.05 Vice President – Community Events.** The Vice President – Community Events shall oversee all community events (events that seek to strengthen our school community, and do not have fundraising as a primary aim); these events may change from year to year, depending on volunteer interest and availability. The Vice President – Community Events shall also act as an assistant to the president and shall preside in his or her absence. At the request of the president, any vice president may, when necessary, act as the executive office of the PTA.

**6.06 Vice President – Fundraising.** The Vice President – Fundraising chairs and oversees PTA work raising funds and marshalling resources to support school programming. Vice President – Fundraising shall be empowered to sign checks in the absence of the treasurer/assistant treasurer or president. At the request of the president, any vice president may, when necessary, act as the executive office of the PTA.

**Section 6.07 Secretary.** The Secretary position can be held by two people who share the responsibilities of the position. If the position is shared by two people, each co-secretary has one vote whenever officers are entitled to vote on an issue. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be

assigned to such Secretary by the Board, the President, or the Executive Committee, if any, which duties may include powers elsewhere assigned or delegated to other officers. The duties of the Secretary shall include but are not limited to the following:

- record minutes at all Corporation meetings and meetings of the Board;
- prepare and read the minutes at Corporation meetings;
- Oversee and maintain Corporation records on school premises and/or in appropriate online files, and, if there be one, the seal of the Corporation;
- distribute copies of the minutes for review and approval by the general membership; serve or cause to be served all notices of the Corporation including notices of meetings of the Board;
- prepare agendas, sign-in sheets and materials for distribution (the MS915 Parent Coordinator may assist with these responsibilities);
- incorporate all amendments into the Bylaws;
- ensure that signed copies of the Bylaws with the latest amendments are on file in the Principal's office;
- may be responsible for reviewing, maintaining and responding to all correspondence addressed to the Corporation;
- in cooperation with the MS915 Parent Coordinator, may be responsible for the Corporation's social media accounts, website, and email and other communication to membership; and
- assist with the June transfer of Corporation records, including all pertinent user ids and passwords, to the incoming officers.

**Section 6.08 Treasurer.** The Treasurer shall perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to such Treasurer by the Board, the President, or the Executive Committee, if any, which duties may include powers elsewhere assigned or delegated to other officers. The duties of the Treasurer shall include but are not limited to the following:

- responsible for all financial affairs and funds of the Corporation;

- responsible for the custody of all funds, securities and property owned by the Corporation and shall keep full and accurate accounts of all receipts and disbursements of the Corporation on school premises;
- responsible for the deposit of all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board;
- exhibit to any Director or officer at all reasonable times the Corporation's books of account and records;
- prepared and present a written report of all transactions at every Corporation meeting (which includes income, refunds, reimbursements and other expenditures, and opening and closing balances for the reporting period); prepare the Corporation's interim and annual financial reports;
- make available all books and financial records for viewing by members upon request and for audit;
- render a statement of the financial condition of the Corporation at the annual meeting of the Board;
- is one of the signatories on checks;
- adhere to and implement all financial procedures established by the Corporation; and
- assist with the June transfer of Corporation records, including all pertinent user ids and passwords, to the incoming officers.

**Section 6.09 Assistant Treasurer** The Assistant Treasurer shall be the assistant to the treasurer and is empowered to sign checks in the absence of the Treasurer.

**Section 6.10 Sixth Grade Representatives** One sixth grade representative shall be designated as an assistant to the Vice President-Fundraising and one sixth grade representative shall be designated as an assistant to the Vice President-Community Events. Election for these positions will occur in September under the direction of remaining members of the executive board, to allow for participation of incoming sixth grade families on the executive board.

**Section 6.11 Compensation.** Subject to Section 10.09 of these Bylaws, no officer or agent of the Corporation shall be compensated for services rendered to the Corporation.

**Section 6.12 Executive Board Meetings.** Regularly scheduled meetings of the executive

board shall be held monthly, September through June, at a date and time to be decided by the executive board no later than September 15th each year. If the date of a regularly scheduled meeting shall fall on a legal or religious holiday or any other days on which no classes are held or there is a conflict with a school event, the meeting shall be rescheduled to an available date convenient to the executive board. All members of the Corporation are entitled to attend meetings of the executive board, but may only participate in discussions with permission of the board.

## **ARTICLE VII: ELECTIONS OF OFFICERS**

**Section 7.01 Election Timing.** The yearly election of officers of the Corporation must be held by the last day of each school year. Any timeline established by the Corporation to complete the nominations and election process must adhere to this timeframe. The principal of MS915 (“Principal”) must be notified in writing of the date of the election by April 1.

**Section 7.02 Special Expedited Election Process.** Special Expedited elections shall be held to fill vacancies in the mandatory officer positions (President, Secretary and Treasurer) in the event they cannot be filled through succession. The President or Executive Committee shall be responsible for announcing vacancies in any or all of the core mandatory officer positions. Written notice (that complies with Chancellor’s regulation A-660) of vacancies and the special election meeting must be communicated to the general membership at least ten (10) calendar days prior to any election.

**Section 7.03 Nominating Committee.** A nominating committee (“Nominating Committee”) may be established during the March general membership meeting of the Corporation. If a Nominating Committee can be established, the committee shall consist of three (3) to five (5) members and these members shall choose one of themselves to serve as chairperson of the Nominating Committee. No person employed at MS915 shall be eligible to serve on the Nominating Committee. Members of the Nominating Committee are not eligible to run for office. An eligible member of the Nominating Committee may be considered as a candidate if they immediately resign from the Nominating Committee in writing. The Nominating Committee shall canvass the membership for recommendations of candidates for all offices. The Nominating Committee will also be responsible for conducting the election process. This includes the following:

- Canvassing the membership for all eligible candidates;
- Preparing and distributing all notices at least ten (10) calendar days in advance of any meeting(s) pertaining to the nominations and election process in English and other languages spoken by parents in the school;
- Preparing ballots, attendance sheets, ballot box, tally sheets and all other materials

pertaining to the election;

- Determining and verifying the eligibility of all interested candidates, prior to the election;
- Ensuring that an opportunity is provided to all members allowing for nominations (this includes self-nomination) to be taken from the floor and then that the nominating process is officially closed at the May general membership meeting;
- Sending a reminder meeting notice to the membership at least ten (10) calendar days prior to the spring election meeting;
- Notifying the Principal of the date of the election in writing by April 1; Scheduling the election at a time that ensures maximum participation; Ensuring that only eligible members receive a ballot for voting;
- Completing the spring election during the period of time between April 1 and the last day of each school year, provided that the election is held at least 10 days after the nominating process closes at the May general membership meeting;
- Ensuring that the election is certified by the Principal or his/her designee immediately following the election;
- Maintaining on file (on school premises) the ballots from any contested election for a period of six (6) months or until a determination of any grievance filed, whichever is longer.

If the Nominating Committee is not/cannot be formed by the March general membership meeting, the Board must communicate that the nominations and election process outlined above will proceed under the direction of at least two (2) members of the Corporation who are not running for office. These members will be selected to serve in this role by vote of the general membership of the Corporation at the general membership meeting in March. They will perform the responsibilities and adhere to the timeframe outlined in this section of the Bylaws. They may also seek assistance in conducting nominations and the election from the appropriate region/district presidents' council and/or the Principal or his/her designee and/or the district or regional superintendent or his/her designee. If at least two (2) members of the Corporation who are not running for office are not/cannot be identified to conduct the nominations and election process, the Corporation 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 no later than the last day of each school year.

**Section 7.04 Voting Requirements.** There shall be one vote per member of the Corporation

for the child/children currently attending MS915. Each teacher currently employed at MS915 shall be entitled to one (1) vote. Voting by proxy or absentee ballot is prohibited.

**Section 7.05 Notices.** The meeting notice and agenda for the spring general membership election meeting shall be distributed not less than ten (10) days prior to the date. All meeting notices and agendas shall be available in English and translated, whenever possible. The notice shall comply with Chancellor's Regulation A-660 9and include date, time and location of the election, as well as the date the notice was distributed, among other things).

**Section 7.06 Contested Elections and Use of Ballots.**

- a) Written ballots shall be used in all contested elections.
- b) Names of candidates shall appear on the ballot in alphabetical order by surname under the title of the office(s) for which they were nominated. Names of candidates for the positions of Co-President or Co-Secretary must be listed as a team.
- c) Ballots shall be printed with voting instructions in English and other languages spoken by parents in the school.
- d) Ballots shall be distributed once voter eligibility has been established.
- e) Ballots must remain in the meeting room and shall be counted immediately following the election and in the presence of the members of the Corporation.
- f) Ballots shall be retained for six (6) months by the chairperson of the Nominating Committee, by an officer of the Corporation, or the Secretary.

**Section 7.07 Uncontested Elections.** In uncontested elections, members of the Corporation may vote by show of hands or by acclamation to accept the slate of incoming officers.

**Section 7.08 Campaigning.** During the election meeting (which may be a special meeting or the June general membership meeting), candidates must be provided with an opportunity to address the general membership of the Corporation prior to voting. If a candidate is not able to be present, another person may read the candidate's statement. The Nominating Committee may distribute candidate statements prior to the election meeting, but after nominations have closed, and may host candidate forums in which all candidates must have equal opportunity to participate. No other 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 or the Corporation. Any individual who violates this provision jeopardizes the candidate's eligibility to be elected to office. Candidates who violate this provision will be subject to disqualification and deemed ineligible for office for that election year.

**Section 7.09 Certification of the Election.** The results of the election shall be announced by the chairperson of the Nominating Committee or by a member selected to conduct the nominations and election process.

## **ARTICLE VIII: CORPORATION MEMBERSHIP MEETINGS**

**Section 8.01 The Corporation's General Membership Meetings.** Regularly scheduled meetings of the general membership shall be held monthly, September through June, except in December. Unless changed after consultation with the membership at the September or October general membership meetings, general membership meetings shall be held at 6:00 p.m. on the third Thursday of the month. If the date of a regularly scheduled meeting shall fall on a legal or religious holiday or any other days on which no classes are held or there is a conflict with a school event, the meeting shall be rescheduled to an available date on the second, third or fourth week of the month. All members of the Corporation are entitled to speak at general membership meetings in accordance with parliamentary rules of order; non-members may only participate in discussions with permission of the president. Unless allowed otherwise by law/regulation, all general membership meetings must be held in the Corporation's home school, and Committee meetings may be held at locations convenient to the members, but may not be held in private homes. The order of business at general meetings of the Corporation, unless charged by the Board, shall be:

- a) Call to Order
- b) Principal's Report
- c) President's Report
- d) Treasurer's Report
- e) Committee Reports + Upcoming Events
- f) School Leadership Team Report
- g) Reading and Approval of Minutes
- h) Adjournment

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

**Section 8.02 The Corporation's Special Membership Meetings.** A special membership

meeting of the Corporation shall be called to deal with a matter(s) of importance that cannot be postponed until the Corporation's next general membership meeting. The President or Co-Presidents may call a special membership meeting of the Corporation with a minimum of forty-eight (48) hours written notice to members of the Corporation stating precisely what the topic of the meeting will be. In addition, upon receipt of a written request from five (5) association members, the President or Co-Presidents must call a special membership meeting of the Corporation within five (5) working days of the request and with forty-eight (48) hours written notice to parents.

**Section 8.03 Parliamentary Authority.** If no different meeting rules of order are adopted by the Corporation, *Robert's Rules of Order – Newly Revised* will be deemed to apply, provided that it is consistent with laws, policies, rules and regulations.

**Section 8.04 Meeting by Conference Telephone.** Any one or more Corporation members may participate in a General Membership meeting by means of a conference telephone or similar communications equipment or by electronic video screen communication allowing all persons participating in the meeting to speak to (or otherwise comment) and hear each other at the same time. However, if required by Chancellor's Regulation A-660, members not present in person at meetings of the executive board do not count for quorum and cannot vote.

#### **ARTICLE IX: SCHOOL LEADERSHIP TEAM MEMBERSHIP AND ELECTIONS**

The President or designated Co-President of the Corporation shall automatically serve as a core member of the School Leadership Team (or shall appoint a designee). As per Chancellor's Regulation A-655, all other parent member representatives of the School Leadership Team shall be elected by the members of the Corporation, who are also parents of children enrolled in MS915. The School Leadership Team elections may take place during the same meeting as officer elections. The election of School Leadership Team parent members must take place after the election of the Corporation's mandatory officers. School Leadership Team elections may follow the procedure for expedited elections under Section 7.02 of these Bylaws. SLT Parent members must commit to regularly attend SLT meetings, participate collaboratively in decision-making, and support the work of the SLT by assuming appropriate and proportionate responsibilities as needed.

#### **ARTICLE X: BOOKS, RECORDS, CONTRACTS AND FINANCIAL AUTHORITY**

**Section 10.01 Books and Records.** There shall be kept at the office of the Corporation and/or in the Corporation's online storage system (e.g., google drive through the school's google account) correct and complete books and records of account of the activities and transactions of the Corporation, including a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of all Corporation general membership meetings.

**Section 10.02 Financial Report.** The Treasurer shall prepare the Interim PTA Financial Report by January 31 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 members of the Corporation. Copies of these reports shall be provided to the Principal.

**Section 10.03 Annual Report.** There shall be presented to the Board, within six (6) months after the end of the Corporation's fiscal year, a report verified by the President and Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountants selected by the Board showing in appropriate detail, including as required by Section 519(c) of the N-PCL, the financial condition and results of operations of the Corporation for its preceding fiscal year. This annual report shall be filed with the records of the Corporation.

**Section 10.04 Fundraising Activity Reports.** Fundraising activity reports shall be prepared by the officers of the Corporation upon completion of the fundraising activity, as required by Chancellor's Regulation A-660. The Principal's written consent is required when a fundraising activity is held during school hours or on school property.

**Section 10.05 Execution of Instruments.** The Board, or the Executive Committee, if any, is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time and in what manner on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences or indebtedness, to enter into contracts or to execute and deliver other documents and instruments. Funds are to be deposited to the determined bank or depository within one (1) business day whenever possible, and in any event within three (3) business days as per Chancellor's Regulation A-660. As per Chancellor's Regulation A-660, the possession and use of credit cards, debit cards and withdrawal slips are strictly not permitted.

**Section 10.06 Budget.** The Executive Board or, if formed, the budget committee, shall be responsible for the development and/or review of the budget process for each of the following:

- i) After consultation with the Principal, the outgoing officers must review the current budget, annual financial status, accounting, expenditures and outstanding bills and prepare a proposed budget for the next school year. The proposed budget must then be presented to and approved by the members no later than the general membership meeting in June.
- ii) After consultation with the Principal, the incoming officers must review the proposed budget in September for presentation and discussion during the general membership meeting in September. Budget amendments may be proposed at this time.

All expenditures not included or accounted for in the budget at the time of its adoption must be

approved by resolution of the general membership of the Corporation, incorporated into the budget by amendment. All requests for money or reimbursement must be made in writing and accompanied by a receipt or an invoice. The Executive Board is authorized to make an emergency expenditure not to exceed \$500 with a two-thirds approval by its officers. These expenditures shall be reported to the general membership of the Corporation at the next meeting of the Corporation in writing by the Treasurer. The minutes of the meeting must reflect a vote taken by the Corporation to accept this action.

#### **Section 10.07 Proper Handling of Funds.**

- a) The counting and handling of any cash, checks, or money orders received requires at least two non-related members to participate. Received monies shall be counted within the same day, recorded and be signed by the authorized members of the Corporation.
- b) No parent and/or staff member shall collect fundraising proceeds from any student without the written approval from the Principal.
- c) All funds shall be deposited in the bank account by authorized officers as soon as possible in accordance with Section 10.04 of these Bylaws. No funds shall be kept in a home of the member of the Corporation but shall be secured and locked in the school. The Corporation's funds should be taken to the bank for deposit by at least two authorized members of the Corporation.
- d) Documentation related to every transaction must be maintained at the school and/or in online record books, i.e. cancelled checks, deposit receipts, purchase orders, the Corporation's minutes related to the expenditure, etc.

**Section 10.08 Audit.** The President may request volunteers to form an audit committee of three to five (3-5) persons. Officers, if they are not check signatories, may serve. The majority of the audit committee chosen from the general membership of the Corporation, who are not on the Executive Board. If formed, 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. The audit committee may also recommend that an external audit of the Corporation's financial records be conducted. Additional duties of the audit committee may include the examination of all relevant financial statements and records of disbursements, verification of all Corporation equipment and ensuring compliance with provisions of the Bylaws for the expenditure of funds. The audit committee shall prepare a written report or provide copies of the external report to be presented to the general membership of the Corporation at a general membership meeting or upon completion of their review and investigation. This report shall be included for review and discussion during the June transfer of records.

**Section 10.09 Reimbursements.** A member of the Corporation may be reimbursed for out of pocket expenses if they submit receipts within 45 days of incurring the expense. Such expenses must be in accordance with the budget approved by the general membership or pursuant to emergency expenditures approved pursuant to the process set forth in section 10.06 of these Bylaws. Reimbursements must be made by check payable to the member of the Corporation and not in cash.

**Section 10.10 Signatories.** The President or one of the Co-Presidents, Vice President-Fundraising, and Treasurer (or Assistant Treasurer in the absence of the Treasurer) shall be authorized to sign checks. All checks require at least two signatures; one signature must be from the Treasurer (or Assistant Treasurer in the absence of the Treasurer). Signatories shall not be related by blood or marriage.

**Section 10.11 Transfer of Records.** The outgoing officers shall arrange for the orderly transfer of records and information of the PTA, which shall include an overview of all the Corporation's transactions for the school year, to the incoming officers. Any officer may request the assistance of the district or region president's council during this process.

## **ARTICLE XI: INDEMNIFICATION**

**Section 11.01 Indemnification.** The Corporation shall indemnify any person made or threatened to be made a party to any threatened, pending or completed, action, suit or other proceeding, whether civil, criminal, administrative, or investigative, including an action by or in the right of the Corporation to procure a judgment in its favor, and whether or not the claim asserted against such person is based on matters which antedate the adoption or any amendment of this Article XI, by reason of the fact that such person then is or was a Director or officer of the Corporation, where such service was at the request of the Corporation, against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses reasonably incurred in responding to or defending such proceeding (including reasonable attorneys' fees and disbursements) to the fullest extent that directors and officers are permitted to be indemnified by the laws of the State of New York in effect at the time such expenses, judgments, fines and amounts are paid, or at the time the acts or omissions complained of occurred, whichever gives the greater protection. Notwithstanding the foregoing, no indemnification may be made to or on behalf of any such person if in respect of the proceeding for which indemnification is sought a judgment or other final adjudication adverse to them establishes that (a) such person's acts were committed in bad faith or (b) such person's acts were the result of such person's active and deliberate dishonesty and were material to the cause of action so adjudicated or (c) such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled. The Corporation may also indemnify an agent (other than a Director or officer) to the same extent it shall indemnify a Director or officer, such indemnification to be made in a

particular instance as approved by the Board or provided by agreement approved by the Board.

**Section 11.02 Reimbursement of Expenses.** The Corporation shall, to the fullest extent permitted by law, pay expenses incurred in defending any action or other proceeding against a current or former Director or officer referred to in Section 11.01 of this Article XI, including but not limited to reasonable attorneys' fees, in advance of the final disposition of such proceeding upon receipt of an undertaking by the person who may be entitled to such payment to repay such advances if, as and when it shall ultimately be determined by a court of competent jurisdiction that they are not entitled to be indemnified by the Corporation against such expenses.

**Section 11.03 Insurance Policy.** The Corporation shall have the power to purchase and maintain insurance (i) to indemnify itself for any obligation which it incurs as a result of its indemnification under the provisions of this Article XI, or to indemnify any person in instances in which the person may be indemnified pursuant to the provisions of this Article XI or, (ii) to the fullest extent such insurance is permitted by the laws of the State of New York, in instances in which the person may not otherwise be indemnified pursuant to the provisions of this Article XI.

## **ARTICLE XII: CORPORATE SEAL**

The Corporation need not have a corporate seal. If the Corporation desires to have a corporate seal, such seal shall be in such form as the Board shall prescribe.

## **ARTICLE XIII: FISCAL YEAR**

The fiscal year of the Corporation shall be July 1 – June 30.

## **ARTICLE XIV: AMENDMENTS**

**Section 14.01 Generally.** Except as otherwise provided by law, these Bylaws may be altered, amended or repealed by a proposal by the majority of Executive Board subject to approval by a two-thirds vote of the Corporation's general membership present at any general membership meeting, provided the amendment was presented in writing to the membership at the previous meeting and appears in the notice of the meeting at which it is to be amended. Amendments are effective immediately unless otherwise specified.

**Section 14.02 Review of Bylaws.** A thorough review of these Bylaws shall be conducted every three (3) years by the Board and the officers of the Corporation.

**Section 14.03 Chancellor's Regulation Amendments.** Notwithstanding the preceding Section 14.01, in the event these Bylaws do not comply with Chancellor's Regulation A-660, these Bylaws may be amended at any general membership or special membership meeting of the Corporation, without prior notice, by a two-thirds vote of the members present, upon motion of a

member (to be voted upon immediately after presentation of such motion), if the sole purpose of the proposed amendment is to amend these Bylaws to comply with Chancellor's Regulation A-660.

#### **ARTICLE XV: WHISTLEBLOWER POLICY**

The Corporation shall adopt a whistleblower policy in accordance with/if required by applicable law to provide procedures for the reporting of violations or suspected violations of laws or corporate policies, and protect from retaliation persons who report suspected improper conduct.

#### **ARTICLE XVI: CONFLICT OF INTEREST POLICY**

The Corporation shall adopt a conflict of interest policy in accordance with applicable law.

#### **ARTICLE XVII: COMMUNICATIONS**

As per Chancellor's Regulation A-660, all of the Corporation's email accounts, list serve, website, social media accounts and any other mode of communication linked to the Corporation must be used exclusively for Corporation purposes.

#### **ARTICLE XVIII PROHIBITION AGAINST LOANS AND DIVIDENDS**

The Corporation is prohibited from making any loan to any Director. The Corporation is also prohibited from declaring a dividend. This provision shall not, however, prohibit or restrict the transfer of funds on dissolution of the Corporation in accordance with the provisions of the Certificate of Incorporation or the making of grants or donations to any person, including one (1) or more companies that at the time of grant or donation is tax exempt under Code Section 501(c)(3).

#### **ARTICLE XIX: NON-DISCRIMINATION**

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability or any category protected by law.

#### **ARTICLE XX: REFERENCE TO CERTIFICATE OF INCORPORATION**

References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.

Approved and Adopted on \_\_\_\_\_, 2020.

By:

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President

Secretary