

BY LAWS

OF THE

Parent-Teacher Association of the  
High School of American Studies  
at Lehman College

APPROVED BY THE MEMBERSHIP ON NOVEMBER \_\_\_\_\_, 2018

Co-President, Nicole Rothschild \_\_\_\_\_

Co-President, Robert Maher *Robert Maher*

Co-Recording Secretary, Wendi Lee \_\_\_\_\_

Co-Recording Secretary, Nancy Mervish \_\_\_\_\_

## **Article I - Name**

The name of the association shall be: The Parent Teacher Association (PTA) of the High School of American Studies at Lehman College (HSAS).

## **Article II – Objectives**

The objectives of the association are to provide support and resources to the High School of American Studies at Lehman College (“the School” or HSAS) 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; to provide opportunities and training for parents to participate in school governance and decision-making; and to promote communication and consultation with local, city and statewide elected officials.

## **Article III - Membership**

### **Section 1. Eligibility**

Membership in the association shall be limited to parents, step-parents, adoptive parents, foster parents, legally appointed guardians, and persons in parental relation to students currently on the register of HSAS. Membership is automatic; no membership form is necessary. In the beginning of each school year, a welcome letter from the association shall inform parents and teachers of their automatic PTA membership status, voting rights and shall encourage their participation. Membership shall be open to all teachers currently employed at HSAS.

### **Section 2. Donations**

Dues are not a condition of participation or membership, voting or running for office. For budgetary purposes, the Executive Board may establish a suggested annual donation amount per student enrolled at HSAS. The amount of the suggested donation shall vary and will be determined by the Executive board at the beginning of each school year.

### **Section 3. Voting Privileges**

At any meeting of the members, each parent member in attendance shall be entitled to one vote and each teacher currently employed at HSAS shall be entitled to one vote. Proxy voting or absentee balloting is prohibited by the DOE. The right of a member to vote may be limited by the Conflicts of Interest restrictions outlined in Chancellor's Regulation A-660 (CR A-660).

## Article IV - Officers

### Section 1. Titles

The officers of the association shall be: a president or two co-presidents running jointly, vice president, recording secretary or two co-recording secretaries, fundraiser or two co-fundraisers running jointly, treasurer or two co-treasurers, communications secretary or two co-communications secretaries running jointly (formerly the membership secretary) and 3-4 members at large, with one at-large position held open for a 9<sup>th</sup> grade parent to fill in the fall. The executive board shall not exceed 14 in number. The PTA must elect one of the core officers of president, recording secretary and treasurer to be a functioning PTA. Hereafter the terms "president", "recording secretary", "fundraiser" and "treasurer" shall include co-presidents, co-recording secretaries, co-fundraisers and co-treasurers when elected.

### Section 2. Term of Office and Term Limits

The term of office shall be one (1) year from July 1st through June 30th.

Term limits for each officer position of the association shall be two (2) consecutive one (1) year terms in the same office, unless no other interested candidates for said office are nominated and a majority present at the Nominating Meeting votes to allow the nomination, in which case, the officer may be nominated for up to two (2) additional consecutive one (1) year terms in the same office. Eligibility for office is limited to parents, legally appointed guardians or persons in parental relation of students currently attending HSAS who are not employed at HSAS.

### Section 3. Duties of Officers

- 3.1 **President:** This title allows for a single president or two co-presidents, running jointly. The president shall preside at all meetings of the PTA and shall be an ex-officio member of all committees except the nominating committee. The president shall provide leadership for its members. The president shall appoint chairpersons of PTA committees with the approval of the Executive Board. The president shall delegate responsibilities to other PTA members and shall encourage meaningful participation in all parent activities. The president shall attend all regular meetings of the Bronx Presidents' Council or Bronx High School Federation and shall be a mandatory member of the HSAS School Leadership Team. The president shall meet regularly with the Executive Board members in accordance with these bylaws to plan the agendas for the general membership meetings. The president shall be one of the signatories on checks/accounts(s) of the Association, or if there are co-presidents, they shall be two of the signatories on checks/account(s) of the Association. The president or his/her designee shall represent the PTA on district/regional committees. The president shall assist with the June transfer of PTA records to the incoming Executive Board. If co-presidents, they shall have broad discretion in determining how to apportion the duties of president between themselves. In the event that the co-presidents are unable to act in unison to carry out their responsibilities, the issue shall be decided by vote of the Executive Board.

3.2 **Vice President:** The vice president shall assist the president and shall assume the presidents' duties in his/her absence or at his/her request. The vice president shall be cognizant of all committee activities and shall see to their smooth functioning. The vice president, in the absence of the president or treasurer, as the case may be, shall be one of the signatories on checks/account(s) of the Association. The vice-president, in case of temporary absence, shall assume or assign the duties of the recording secretary in his/her absence.

3.3 **Recording Secretary:** The recording secretary, or co-recording secretaries, shall maintain the official record of the PTA on school premises and shall facilitate the transfer of PTA records to the new board in June. The secretary shall prepare and make the minutes of each association meeting and shall distribute copies of the minutes at the next scheduled meeting, or before by email or newsletter, for review and approval by the general membership. The secretary shall be responsible for reviewing, maintaining and responding to all correspondence regarding the association, including correspondence received in the PTA's email inbox. Working with the Communications Secretary and the Parent Coordinator, the Recording Secretary will send out to the General Membership agendas for upcoming meetings and all notices required by these Bylaws by either backpack, U.S. mail, email, newsletter, PTA website or school website. 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.

3.4 **Treasurer:** The treasurer, or co-treasurers, shall be responsible for all financial affairs and funds of the association. The treasurer shall also be responsible for maintaining an updated record of income and expenditures on school premises and shall be one of the signatories on checks/account(s) of the Association. The treasurer shall adhere to and implement all financial procedures established by the association. The treasurer shall keep a record of the deposit of monies collected. Records will include the reason and amount of the deposit. A notice or letter of acknowledgement of monetary gifts will be sent to donors. The treasurer shall disburse the funds of the PTA as authorized by the Annual Budget adopted by the Membership, taking proper documentation for such disbursements. All such disbursements will be signed by two signatories, one of which shall be the treasurer, or in his/her absence, the president(s) and will be accompanied by proper documentation that gives details of the expenditure. The treasurer shall prepare and present a written report of all transactions at every executive 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 and provide the December 31<sup>st</sup> interim and June annual accounting reports. He/she shall make available all books or financial records for viewing by members upon request and for audit. The treasurer shall prepare and assist the recording secretary with the June transfer of all PTA records to the incoming executive board. The Treasurer shall also prepare any annual filings relating to the Association's status as a 501(c)3 tax-exempt organization.

3.5 **Fundraiser:** The fundraiser, or co-fundraisers, shall be responsible for all fundraising activities, including but not limited to chairing the fundraising

committee, conducting annual solicitations and developing and implementing all fundraising activities. This officer shall present all PTA fundraising initiatives to the membership for approval during a regularly scheduled meeting. The fundraiser shall also send a letter of acknowledgement upon receipt of all donations, as required by the Internal Revenue Service (IRS).

- 3.6 **Communications Secretary**: The Communications Secretary, formerly the Membership Secretary, shall chair the Membership Committee and in partnership with the Parent Coordinator will be responsible for publishing the PTA's newsletter to be distributed to the membership by email or other method as chosen by the membership. The Communications Secretary shall also supervise the maintenance of the PTA's website by approving all content and notices prior to posting. A newsletter of the PTA shall be published at least monthly in accordance with the meeting schedule of the PTA, but may be published with greater frequency as determined by the Communications Secretary in consultation with the officers.
- 3.7 **Members at Large**: There may be 3-4 Members at Large, with one seat held open for a 9<sup>th</sup> grade parent to fill in the fall. These officers shall assist in the execution of PTA objectives including, but not limited to, member outreach, community outreach, and fundraising. Members at Large are automatic members of the Membership and Fundraising Committees, will help coordinate guest speakers for PTA meetings, conduct sales of Spiritwear, and at general meetings will ensure that all members sign-in and will help with distribution of materials pertinent to that meeting.

**School Leadership Team (SLT) Membership**: No other executive board member except president shall automatically serve as a core member of the school leadership team. Candidates for co-president must disclose prior to the election, which co-president will assume the school leadership team position reserved for the president. The other co-president is eligible for election to the school leadership team in his/her own right. If the president or both co-presidents are unable to serve as member to the school leadership team, another elected Executive Board member may be selected by the Executive Board as a replacement member of the school leadership team, subject to approval of the General Membership. It is the responsibility of the school leadership team members to solicit issues and ideas from the Executive Board and the General Membership, to attend school leadership team meetings, to report back to the board and the membership on the activities and progress of the school leadership team.

#### **Section 4. Election of Officers/School Leadership Team Parent Members**

The PTA shall conduct its elections in accordance with the timeline and rules specified by the DOE A-660 regulations in effect at the time.

Officers shall be elected by the last day of each school year for a one-year term beginning July 1. The PTA reserves one member at large seat for a 9<sup>th</sup> grade parent to be voted on in the fall; the election to fill that office and any other open position on the executive board shall follow the Expedited Election Process

in Section 4.6. Any timeline established by the association to complete the nominations and election process must adhere to this timeframe. The principal should be notified of the date and time of the annual election by April 1 but must be notified no later than May 1.

Employees of HSAS may not serve as members of the executive board. This restriction applies equally to employees who have a child currently attending HSAS.

4.1. Nominating Committee: A nominating committee must be established during the April general membership meeting. The nominating committee shall consist of two to five members. One member shall come from the Executive Board, when possible, and the remaining members of the nominating committee shall be selected by the president, subject to the approval of the executive board. The nominating committee shall choose one of its members to serve as chairperson. No person employed at HSAS shall be eligible to serve on the nominating committee. No person who is running for office may serve as a member of the nominating committee. An eligible member of the nominating committee may be considered as a candidate if he/she immediately resigns from the committee in writing to the Executive Board.

The nominating committee shall solicit candidates from the membership in writing. Notices should be translated from English into languages spoken by HSAS parents as requested, whenever possible. The nominating committee will also be responsible for conducting the election meeting. They may seek assistance from the school's parent coordinator during all steps of the election process, as needed.

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 an opportunity for nominations, including self-nominations, to be made from the floor during the meeting prior to the election meeting; nominations then close until the election meeting, where the floor re-opens to accept any new nominations, and then closes to conduct the vote;
- 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 association 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.

4.2. **Notices:** The meeting notice and agenda for the spring general membership election meeting shall be distributed in accordance with CR A-660's notice requirements. All meeting notices and agendas shall be available in English and translated into languages spoken by parents in the school as requested, 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.

4.3. **Campaigns:** Candidates may address the PTA membership at a PTA meeting prior to the election meeting or through a candidate statement to be distributed to the membership prior to the election. A candidate need not be present at the time of the election to be eligible to run.

4.4. **Contested Elections and the Use of Ballots:**

- Written ballots are required for all contested offices. They will be distributed to eligible voters at the election meeting.
- Candidates must be listed on ballots in alphabetical order by last name for each office.
- Candidates running for co-president must be listed together and voted for as a team; other co- office candidates may run individually.
- Where possible, ballots should contain instructions in the languages spoken by parents other than English.
- Ballots must remain in the meeting room until all the ballots have been counted and the election meeting has been adjourned.
- Ballots must be counted immediately following the conclusion of voting and in the presence of at least three observers from the general membership members.
- When two or more candidates are tied for the highest number of votes, a run off election must be conducted among those candidates only. Whenever possible, run-off elections should be held at the same meeting.
- Ballots must not be removed from the school. The association 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.

4.5. **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.

**4.5 Officer Vacancies:**

All officer vacancies must be filled by succession of the next highest ranking officer. For example, a vacancy in the position of president will be filled by the vice-president or next highest ranking officer. Upon the resignation or removal of a co-officer, the remaining co-officer must choose whether to serve alone for the remainder of the term or resign so that the position can be filled by succession or expedited election. In the event that an office cannot be filled through succession, an expedited election must be held to fill the vacancy. Officers who wish to resign their positions once an election has been certified must submit their written resignation to the recording secretary and, at that time, shall turn over all PTA records to the secretary. In the event of the resignation of the recording secretary, he/she must transfer records to the co-presidents. The ranking of officers for succession purposes shall be: President, Vice President, Recording Secretary, Treasurer, Communications Secretary, Fundraiser, Members at Large.

**4.6 Expedited Election Process:**

Expedited elections shall be held to fill vacancies in the event they cannot be filled through succession. The executive board 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 Section 4.3 of these bylaws.

**Section 5. Education Council Selectors**

The three mandatory officers of the Association shall be the selectors for the parent members of the Community Education Councils (CECs), the Citywide Council on High Schools (CCHS), and the Citywide Council for District 75 (CCD75), which occurs once every two years. In the case of co-presidents, co-recording secretaries and/or co-treasurers, the remaining executive board members will vote to choose which co-officer will be the designates selector.

**Section 6. June Transfer of Records**

All PTA Records must be maintained for 6 years. The outgoing PTA Executive Board shall arrange for the orderly transfer of records and information of the PTA, which shall include an overview of PTA transactions for the school year, to the incoming Executive Board. One executive board meeting will be scheduled during the month of June for this purpose. Any members of the Executive Board may request the assistance of the district presidents' council during this process.

## **Section 7. Certification of the Election**

The results of the election shall be announced by the end of the election meeting by the chairperson of the nominating committee or by a member selected to conduct the nominations and election process. The principal is required to complete and sign the Election Certification form provided by the Department of Education. Copies of the Election Certification form must be forwarded to the appropriate Superintendent and the Office of Family and Community Engagement. A copy will also be maintained by the PTA. The original copy of the form remains on file in the principal's office.

## **Section 8. Special Expedited Election Process**

When an officer vacancy is created by resignation, the PTA executive board must notify the membership in writing within five calendar days and specify whether the vacancy will be filled by succession or expedited election.

- PTA Officers may choose to retain their positions and not succeed to a vacant office.
- Expedited elections shall be held to fill vacancies of the mandatory offices (president, secretary and treasurer) in the event they cannot be filled through succession. The Executive Board shall be responsible for announcing vacancies in any or all of the core mandatory officer positions.
- Vacancies must be announced to the general membership at least forty-eight hours prior to holding special election process to fill the vacancy.
- The Notice of Election Meeting will include a statement that all nominations will be taken from the floor at the election meeting.
- A parent member who is not seeking office will chair the meeting.

## **Section 9. Disciplinary Action**

Any officer who fails to attend 3 consecutive executive board meetings shall be removed from office by recommendation of the executive board or motion from a member. A two-thirds vote of the membership present is required for approval. The officer 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 general membership's consideration.

Association officers may also be removed for unsatisfactory performance through the process outlined below:

- At any general membership meeting, an association member may make a motion to begin the process of removing an executive board member for unsatisfactory performance.
- If the motion is approved by two-thirds of the assembled members, the general membership must select a review committee by majority vote. Executive board members may not serve on the review committee.
- The review committee will gather relevant information and present its findings to the general membership to allow the members to make an informed decision about the motion. Findings must be presented in writing at a general membership meeting within 30 calendar days of the date the motion was presented. The association's notice and agenda must indicate that a vote will be taken by the general membership regarding the removal of an executive board member.
- The result of the motion must be submitted in writing to the principal and to the Division of Family and Community Engagement.

## **Article V - Executive Board**

### **Section 1. Composition**

The property, affairs and activities of the PTA shall be managed, and its powers exercised, by the Executive Board. The Executive Board shall be composed of the elected Officers of the PTA. The number of Officers constituting the entire Executive Board after the first Annual Meeting of the members shall be up to fourteen (14) but in no event shall the entire Executive Board consist of less than three (3) Officers. Each Director must be at least eighteen (18) years of age and shall be limited to members who are not HSAS employees.

### **Section 2. Meetings**

Regularly scheduled meetings of the Executive Board shall be held before each regularly scheduled general meeting of the Association with the exception of general meetings that follow immediately after a school event. In such cases, the Executive Board shall meet immediately after the adjournment of the general membership meeting. Special meetings of the Executive Board shall be held whenever called by either a majority of the Executive Board or the President, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

### **Section 3. Voting**

Each member of the Executive Board shall be entitled to one vote.

### **Section 4. Quorum**

To allow for official business to be transacted, one third of the filled Executive Board positions shall constitute a quorum with the minimum number being three members. When calculating the minimum, any remainder in the result shall be rounded up to the next whole number. For example, the quorum for a 13 member Executive Board would be five (5) members.

## **Section 5. Compensation**

No compensation of any kind shall be paid to any officer for the performance of his or her duties as an Executive Board member. Subject to Article X below, this shall not in any way limit reimbursement of or payment for services provided to the PTA by the officer in any capacity separate from his or her responsibilities as an officer, provided that there is full disclosure of the terms of such compensation and the arrangement has been approved by the Executive Board. The provisions of this section shall not in any way limit reimbursement of or payment for services provided to the PTA by any organization with which an officer is affiliated.

# **Article VI – Meetings**

## **Section 1. General Membership Meetings**

- 1.1 The general membership meetings of the association shall be held monthly, September through June, on the second Monday or Tuesday of the month at 7:00 PM, unless such date falls on a legal or religious holiday or coincides with a previously scheduled school event, in which case the meeting shall be held on the following or previous Monday or Tuesday. If such an alternate date is also not possible, another day may be chosen, with written notice to the membership. Written notices and agendas shall be available in English and translated into languages spoken by parents in the school as requested, whenever possible. The date of distribution shall appear on all notices. Notice must be sent at least ten (10) calendar days prior to the scheduled meeting.
- 1.2 All eligible members may attend and participate during general membership meetings, and may speak to agenda items subject to restriction in these bylaws.
- 1.3 Observers may speak and otherwise participate, if acknowledged by presiding officer.
- 1.4 Written notice of the place, date and time of each general membership meeting shall be given to each member entitled to vote at such meeting by first-class mail, email, backpack or by personal delivery, not less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice of general membership meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.
- 1.5 The President shall preside at all meetings of the members or, in the absence of the President, the Vice President or another officer designated by the President.

## **Section 2. Order of Business**

The order of business at meetings of the association, unless changed by the Executive Board shall be:

- A. Call to order
- B. Principal's Report
- C. Distribution and approval of minutes
- D. President's Report
- E. School Leadership Team Report
- F. Treasurer's Report
- G. Committee Reports
- H. Old Business
- I. New Business
- J. Adjournment

### **Section 3. Quorum**

A quorum of 8 members of the association shall be required to conduct official business. (The quorum for a general membership meeting must include a minimum of 2 executive board members and 6 parent members.)

### **Section 4. Minutes**

Minutes of the previous general or special membership meeting shall be circulated electronically in advance of – and available in written form at – the next general membership meeting, where they will be presented for approval. The minutes must be made available upon request to any member.

### **Section 5. Special Membership Meetings**

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

### **Section 6. Parliamentary Authority**

All procedural questions not covered by these bylaws shall be governed by *Robert's Rules of Order*, latest revision, provided they are not inconsistent with law, policy, regulation and these bylaws.

## **Article VII – Committees**

### **Section 1. Standing Committees**

The co-presidents will appoint standing committee chairpersons with the approval of the executive board. Ad-hoc committees shall be established by executive board approval. The standing committees of the association are the following:

1.1 Membership: The membership committee shall be chaired by the Communications Secretary and shall maintain a current list of members. The committee shall be responsible for encouraging parent participation, outreach and recruitment. The membership committee shall also prepare material for the HSAS web site, which may contain messages from the principal, PTA president, a list of executive board members, all PTA meeting dates, student and parent events, school policies, PTA budget and any other material deemed appropriate by the association. Working with the parent coordinator and the Communications Secretary, the committee shall produce an emailed newsletter at least once a month.

1.2 Budget: The budget committee shall consist of at least three (3) persons and be chaired by the Treasurer. (See Article VIII, Section 3). The committee shall be responsible for:

- a) the development and/or review of the budget process which includes:
  - a timetable for adoption
  - an authorization for making emergency expenditures
  - a process for counting, securing and depositing all monies received
  - minimal expenditures for executive board members, if applicable
  - the process for the establishment of an audit committee and its responsibilities
- b) presenting the budget process for membership approval which must be voted on by no later than the October membership meeting.
- c) a written review of the prior year's budget for discussion at the May membership meeting.
- d) preparing a proposed budget for adoption by the membership by the June membership meeting.

1.3 Audit: The audit committee shall prepare an audit of all financial affairs of the organization. The treasurer shall make all books and records available to them. The audit committee shall prepare a written report to be presented to the membership by the June meeting or earlier upon completion of their review and investigation, as applicable.

1.4 Fundraising: The fundraising committee shall provide support and guidance to the fundraising officer regarding all fundraising activities, including annual solicitations and developing and implementing all fundraising activities and gift acknowledgement activities. The committee shall help ensure that all fundraisers are presented to the membership for a vote during a regularly scheduled meeting where a quorum is achieved. Membership approval must be reflected in the minutes of the meeting.

## **Article VIII – Financial Affairs**

### **Section 1. Fiscal Year**

The fiscal year of the association shall run from July 1 through June 30.

## **Section 2. Signatories**

The president, treasurer and vice president shall be authorized to sign checks. All checks require at least two signatures. Signatories shall not be related by blood or marriage. An association member may not sign a check if she/he has any direct or indirect interest in the expenditure.

## **Section 3. Budget**

The executive board shall be responsible for the development and/or review of the budget process, which includes:

- 3.1 The outgoing executive board must review the current budget, annual financial status accounting, expenditures and outstanding bills and prepare a proposed budget for the next school year.
- 3.2 The proposed budget must be presented to and approved by the membership *no later than* the June meeting.
- 3.3 The incoming executive board must review the proposed budget in September for presentation and discussion during the September meeting. Budget amendments may be proposed at this time.
- 3.4 The executive board must present the budget process for membership approval no later than the October meeting.
- 3.5 The previously-approved budget may be amended by vote of the general membership at any membership meeting.
- 3.6 All expenditures not included in the budget at the time of its adoption must be approved by resolution of the membership.
- 3.7 Emergency expenditures or advances of up to \$50,000 can be made with 2/3 approval of the executive board, provided the funds will be used directly by HSAS for per session and OTPS expenditures as documented by the school. These expenditures shall be reported to the general membership at the next association meeting by the treasurer. The minutes must reflect a vote taken to accept this action.

## **Section 4. Audit**

- 4.1 The president shall request volunteers to form an audit committee of three to five (3-5) persons. Executive Board members, if they are not check signatories, may serve. The majority of the committee should be comprised from the general membership.
- 4.2 The audit committee shall prepare an audit of all financial affairs of the organization with the help of the treasurer who shall make all books and records available to them.
- 4.3 Additional duties of the audit committee may include the examination of all relevant financial statements, records of disbursements, verification of all equipment, and ensuring compliance of bylaw provisions for the expenditure of funds.
- 4.4 The audit committee shall prepare a written report to be presented to the membership by the June meeting or earlier upon completion of their review and investigation, as applicable. This report shall be included for review and discussion during the June transfer of records.

## **Section 5. Financial Accounting**

- 5.1 The treasurer shall prepare and provide copies of the interim financial accounting report by January 31 and the annual financial accounting report by the June meeting including all income and expenditures, to be presented and reviewed by general membership. Copies of these reports shall be provided to the Principal. The treasurer shall be responsible for all monies of the association and shall keep accurate records in a form consistent with these bylaws and applicable Regulations of the Chancellor. The treasurer, selected other Executive Board members and additional persons as needed shall be designated and approved by the PTA Executive Board to collect, count, tally and record all orders and payments. The treasurer shall transport all funds to the bank and deposit slips shall identify the source of all monies deposited. All parties involved in these financial transactions shall initial the deposit slips. The treasurer shall make all authorized disbursements and shall, within the next two banking days thereof, deposit all monies of the association in a responsible banking institution selected by the association. PTA financial records must be available for inspection by members, upon request and reasonable notice, and at a mutually agreeable time. All collected monies for next day bank deposit must be secured on school premises.
- 5.2 There shall be kept on school premises correct books of account of the activities and transactions of the PTA, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws, and all minutes of meetings of the Executive Board. All financial records must be kept for a period of six (6) years.

## **Article IX – Office**

The principal office of the PTA shall be in Bronx County, State of New York. The PTA may also have offices at such other places within the State of New York as the Executive Board may from time to time determine or the business of the PTA may require.

## **Article X – Conflict of Interest**

### **Section 1. Purpose.**

The purpose of the conflict of interest policy is to protect the PTA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the PTA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations or applicable New York City Department of Education Regulation of the Chancellor.

### **Section 2. Definitions.**

- (a) Interested Person: Any Director, Officer, or member of a committee with Executive

Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. [1] [SEP]

(b) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: [1] [SEP]

- (1) An ownership or investment interest in any entity with which the PTA has a transaction or arrangement;
- (2) A compensation arrangement with the PTA or with any entity or individual with which the PTA has a transaction or arrangement; or
- (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the PTA is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, a person who has a financial interest may have a conflict of interest only if the Executive Board or the appropriate committee decides that a conflict of interest exists.

### **Section 3. [1] [SEP] Procedures.**

(a) Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Executive Board delegated powers considering the proposed transaction or arrangement. [1] [SEP]

(b) Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Executive Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Executive Board or committee members shall decide if a conflict of interest exists. [1] [SEP]

(c) Procedures for Addressing the Conflict of Interest: An interested person may make a presentation at the Executive Board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(1) The President, Co-President(s) or chairperson of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. [1] [SEP]

(2) After exercising due diligence, the Executive Board or committee shall determine whether the PTA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. [1] [SEP]

(3) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board or committee shall determine by a majority vote of the disinterested

directors whether the [L] transaction or arrangement is in the PTA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy: If the Executive Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response, and after making further investigation as warranted by the circumstances, the Executive Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Proceedings.**

The minutes of the Executive Board and all committees with Executive Board delegated powers shall contain: The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, the Executive Board's or committee's decision as to whether a conflict of interest in fact existed, the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement and a record of any votes taken in connection with the proceedings.

(a) Annual Statements. Each Director, Officer and member of a committee with Executive Board delegated powers shall annually sign a statement which affirms such person:

- (1) Has received a copy of the conflicts of interest policy;
- (2) Has read and understands the policy;
- (3) Has agreed to comply with the policy; and
- (4) Understands the PTA is charitable and in order to maintain its [L] federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

#### **Section 5. Periodic Reviews.**

To ensure the PTA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the PTA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes

and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Article XI – Non-Discrimination**

In all of its dealings, neither the PTA nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, or mental or physical handicap.

### **Article XII – Reference to Certificate of Incorporation**

References in these By-laws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted.

### **Article XIII – Amendments**

These bylaws may be amended at any regular meeting of the association by a two-thirds vote of the members present, 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. A thorough review of these bylaws shall be conducted every three (3) years.

These bylaws as set forth above have been voted on and approved by the Membership. The most recent amendment(s) were approved, in accordance with the provisions of Article XIII at the membership meeting held on **October 26, 2015**.

Signed by :

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Co-President

*Robert Maher*  
Co-President

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Co-Recording Secretary

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Co-Recording Secretary

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(Month) (Day) (Year)