

BYLAWS
OF
PARENT TEACHER ASSOCIATION
OF PS 452, INC.

AMENDED BY THE MEMBERSHIP
ON NOVEMBER 26th, 2013
Effective December 1, 2013

Co-Presidents:

Suzanne Kerr

Date Signed

E. Morrison

Beth Morrison

12/1/13

Date Signed

Article I – Name

The name of the Corporation shall be Parent Teacher Association of PS 452, Inc. (the “Corporation”). The principal place of business of the Corporation shall be located at 100 West 77th Street, 2nd Floor, New York, NY 10024, but it may be located at such other places within the State of New York as the Board of Directors (the “Board”) may from time to time determine.

Article II – Objectives

The objectives of the Corporation are:

- (a) To provide support and resources to Public School 452, located at 100 West 77th Street, 2nd Floor, New York, New York (“PS 452”), for the benefit and educational growth of the school’s children through enrichment programs such as those focusing on dance, architecture, music, theater, technology, foreign language and chess;
- (b) To provide support and resources for programs that benefit the students and teachers of PS 452 such as wellness programs, student field trips and staff and principal professional development programs;
- (c) To provide support and resources to new and existing classroom and extracurricular activities by maintaining a fund or funds for the benefit of PS 452 to be used in connection with such activities and for any necessary maintenance or repairs;
- (d) To develop a cooperative working relationship between the parents and staff of PS 452;
- (e) To develop parent leadership and build capacity for greater parental involvement; and
- (f) To foster and encourage parent participation, and to provide opportunities and training for parents to participate, in school governance and decision-making.

Article III – Members

Section 1 Eligibility

Parents of students currently attending PS 452 and teachers at PS 452 are automatically members of the Corporation. Parents include parents by birth or adoption, step-parents, legally appointed guardians, foster parents, and persons in parental relation to a child currently attending PS 452. Parents of a child who is attending PS 452 full time while on the register of a citywide program are automatically members of the PS 452. At the beginning of each school year, the Corporation shall send a welcome letter to inform parents of their automatic status as members and voting rights.

Section 2 Donations

No dues or donations are required for membership, voting or candidacy. Members will be given the opportunity to make a voluntary donation to the Corporation.

Section 3 Voting Privileges

Each parent of a child currently enrolled at PS 452 and each teacher at PS 452 shall be entitled to one vote. Proxy voting or absentee balloting is prohibited. The right of a member to vote may be limited by the Conflicts of Interest restrictions outlined in New York City Department of Education (“DOE”) Chancellor’s Regulation A-660 (CR A-660) or the Corporation’s Conflict of Interest Policy. Except for the election of directors or as otherwise provided herein, any corporate action may be authorized by a majority of the votes cast at such meeting.

Article IV – Board of Directors

Section 1 Powers and Number

The Board shall have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The number of directors constituting the Board shall be at least three (3). The number of directors may be increased or decreased, but no decrease shall shorten the term of any incumbent director.

Section 2 Composition

The Board shall be composed of the elected officers of the Corporation as set forth in Article V below. Such officers shall be members of the Corporation and must be elected by the members as provided in these bylaws. Employees of PS 452 shall be ineligible to serve as an elected officer of the Corporation (applicable to employees paid from DOE funding sources only, pursuant to Chancellor’s Regulation A-660). Officers shall be expected to attend all meetings of the Board.

Section 3 Meetings

Regularly scheduled meetings of the Board shall be held monthly, September through June on Tuesdays at 8:45 am at least one week prior to the general membership meeting. The secretary or co-secretaries of the Corporation shall notify each member of the board no less than seven (7) calendar days before the meeting of time, date and place of said meeting. Notice of all Board meetings shall be hand delivered or sent via first-class or electronic mail.

Section 3.1 Special Board Meetings Special meetings of the Board may be convened by the president or co-presidents, and must be convened by the president or co-president upon the written request of three (3) Board members. Notice to the Board members of special meetings shall be the same as for regular Board meetings.

Section 3.2 Emergency Meetings Notwithstanding the notice provisions in this Section 2, in emergency situations where immediate action of the Board is required, the president or co-president may conduct a meeting via telephone or email poll of the members of the Board in

lieu of a physical meeting. In such instances, the president or co-presidents shall make every reasonable effort to contact every member of the Board. A majority of the members of the entire Board must agree that an emergency exists and quorum must be present for any vote taken at an emergency meeting to be effective.

Section 3.3 Reporting on Corporation Activities At each Executive Board meeting, the president or co-presidents should ensure that all Corporation related activities conducted since the previous Executive Board meeting are summarized and recorded in the minutes of the Corporation. At the first Executive Board meeting of the school year, any activities conducted during the summer should also be summarized and recorded in the minutes of the Corporation.

Section 4 Voting

Unless otherwise required by law, regulation or elsewhere explicitly provided in these bylaws, the vote of a majority of the Board members present and eligible to vote at the time of the vote, provided a quorum is present, shall be the act of the Board. Each member of the Board shall be entitled to one vote. An action of the Board may be rescinded at a general membership meeting by a majority vote of those present and eligible to vote, provided that a quorum is present at such meeting.

Section 5 Quorum

At least one-third (1/3) of the entire Board of Directors shall constitute a quorum, allowing for official business to be transacted.

Section 6 Ratification

Board action must be ratified by a majority vote at the following general membership meeting. An act of the Board that is not ratified by the members will not be binding on the Corporation except as otherwise provided in these bylaws.

Article V – Officers

Section 1 Titles

The officers of the Corporation shall be:

- (a) president or co-presidents,
- (b) vice president or co-vice presidents of community affairs,
- (c) vice president or co-vice presidents of communications,
- (d) vice president or co-vice presidents of fundraising,
- (e) secretary or co-secretaries,

- (f) treasurer or co-treasurers,
- (g) up to two (2) parent(s)-at-large representatives (one of which must represent the incoming Kindergarten class).

The Corporation must elect the mandatory officers: president, secretary, and treasurer, in order to be a functioning parent teacher association. There shall be no qualifications for any office other than to be a parent of a child attending PS 452.

Section 2 Term of Office and Term Limits

The initial officers shall be the persons named in the Certificate of Incorporation who shall serve until the first annual meeting of the members. The term of office shall be one year, from July 1st through June 30th of the following year, except for parent(s)-at-large, whose term of office shall be from November 1st through October 31st. All parent members are eligible to run for any office.

Term limits for each officer position for the Corporation shall be two (2) consecutive one-year terms. The candidate who has served the maximum number of terms may be elected to serve an additional term provided no other interested candidate is nominated and is willing to serve.

Corporation members who are employed by PS 452, including parent coordinators, or are members of the Community or Citywide Education Councils are not eligible to run for office, except that a Corporation member who is employed by PS452 but not paid through the DOE funding sources may run for office. However, such an individual must recuse him/herself from voting in any matter for which a potential conflict of interest exists in accordance with the Conflicts of Interest restrictions outlined in Chancellor's Regulation A-660 and the Corporation's Conflict of Interest Policy. If during a officer's term, he/she is no longer a parent with a child attending PS 452, said officer must resign immediately and the vacancy shall be filled in accordance with these bylaws.

Section 3 Duties of Officers

Section 3.1 President or Co-Presidents

- (a) The president (or co-presidents) shall preside at all meetings of the Corporation and shall be an ex-officio member of all committees except the nominating committee. The president shall appoint chairpersons of the committees of the Corporation with the approval of the Board. The president shall delegate responsibilities to the members of the Corporation and shall encourage meaningful participation in all parent and school activities. The president shall attend all regular meetings of the Presidents' Council and shall be a mandatory member of the school leadership team. The president shall meet with the principal to discuss parent involvement issues. The president shall provide leadership for the members of the Corporation. The president shall meet regularly with the Board in accordance with these bylaws to plan the agendas for the general membership meetings. The president shall be an eligible signatory on checks of the Corporation. The president may attend OFEA professional development seminars relating to Corporation leadership. The president shall assist with the June transfer of the Corporation's records

to the incoming Board. In the event that the Corporation elects co-presidents, the remaining Board members in consultation with the members of the Corporation will determine which co-president will serve as the core member on the School Leadership Team and which co-president will serve as the school's representative to the District Presidents' Council. The president shall report at each meeting of the general membership and the Board, and shall present a written annual report to the general membership at the Annual Meeting in May. The offices of president or co-president are considered the same office for the purpose of term limits. For example, if an individual serves as president and then co-president the following year, such individual has reached the limit of two (2) consecutive one-year terms.

- (b) Presidential Dispute Resolution. If there are co-presidents and they disagree, such co-presidents shall present their disagreements to the Board, which shall decide the matter in dispute by majority vote of the remaining Board members.

Section 3.2 Vice President or Co-Vice Presidents

The vice president (or co-vice presidents) shall act as assistants to the president and shall assume the duties of the president in the absence/incapacitation, or at the request, of the president. In the absence/incapacitation of both co-presidents, one co-vice president may countersign checks with the treasurer. The vice president also shall be responsible for coordinating the administrative functions of the Corporation. The vice president shall assist with the June transfer of the Corporation's records to the incoming Board.

There are 3 vice president positions on the board:

- (a) Community Affairs,
- (b) Communications,
- (c) Fundraising.

The vice president (or co-vice president) of community affairs shall serve as the chair for the Community Affairs committee and keep the PTA apprised of all community affairs issues.

The vice president (or co-vice president) of communications shall serve as the chair for the Communications committee and oversee all aspects of PTA communications to the school community in consultation with the president (or co-presidents). The following are specifically included as vice president (or co-vice president) of communications responsibilities, however not considered exclusive or exhaustive:

- (a) Weekly flier distributed via back pack mail,
- (b) Weekly email PTA newsletter,
- (c) Website management,
- (d) Event fliers
- (e) PTA liaison communication management,
- (f) Communication via PS 452 administration to school community,
- (g) Annual school directory

- (h) Monitor official PTA email correspondence

The vice president (or co-vice president) of fundraising shall be responsible for the development and coordination of fundraising efforts and for implementing the fundraising plan that he/she plans together with the treasurer and the Board, for the year. The vice president (or co-vice presidents) of fundraising shall prepare a fundraising calendar as well as fundraising updates for Board meetings and general membership meetings. The vice president (or co-vice presidents) of fundraising shall be responsible for the coordination of specific fundraising subcommittees. The vice president (or co-vice presidents) of fundraising shall serve as chair of the Fundraising committee, and an ex-officio member of each fundraising subcommittee.

Section 3.3 Recording Secretary or Co-Secretaries

The secretary (or co-secretaries) shall maintain the official record (minutes) of the proceedings and actions of all Corporation meetings. The secretary's responsibilities shall include the creation and maintenance of the official PTA calendar, preparation of notices, agendas, sign-in sheets and materials for distribution. The secretary shall prepare the minutes of each meeting of the Corporation, shall distribute copies of the minutes at the next scheduled meeting for review and approval by the general membership, and shall make minutes available upon request. The secretary must keep track of all motions and related calls for consensus and votes. The secretary shall maintain custody of the Corporation's records on premises at the principal place of business of the Corporation. The secretary shall incorporate all amendments into the bylaws and shall ensure that signed copies of the bylaws with the latest amendments are on file in the principal's office. The secretary shall be responsible for reviewing, maintaining and responding to all correspondence regarding the Corporation. The secretary shall assist with the June transfer of all records of the Corporation to the incoming Board. The secretary shall notify Board members of the date, time and place of all Board meetings no less than seven (7) calendar days before the meeting.

Section 3.4 Treasurer or Co-Treasurers

The treasurer (or co-treasurers) shall be responsible for all financial affairs and funds of the Corporation. The treasurer responsibilities include but are not limited to: managing the budget process, serving as the Board liaison with the audit process and an accountant for tax purposes, maintaining a cash flow analysis, managing the PayPal and treasurer Gmail accounts, reviewing and advising regarding the corporation's insurance coverage, checking the lockbox, assist the pledge drive chairs with deposits and record keeping, providing petty cash and making bank deposits. The treasurer shall also be responsible for maintaining an updated record of all income and expenditures on school premises and shall be one of the signatories on checks of the Corporation. The treasurer shall adhere to and implement all financial procedures established by the Corporation. The treasurer shall be prepared to present and provide copies of financial reports at all Corporation meetings. The treasurer shall also prepare and provide copies of the interim and annual financial reports. The treasurer shall make available all books or financial records for viewing by members upon request and for audit. The treasurer may attend OFEA professional development seminars relating to financial affairs. The treasurer shall assist with the June transfer of all records of the Corporation to the incoming Board. The treasurer shall review and execute all obligations of treasurer in Chancellor's Regulation A-660.

Section 3.5 Parent(s)-at-Large

Up to two (2) members shall hold the position of parent-at-large, with at least one (1) parent-at-large coming from the incoming Kindergarten class. An expedited election will be held for the election of the parent(s)-at-large no later than the October general membership meeting. The parent-at-large shall represent the parent members at all Board meetings and general membership meetings. The parent-at-large is expected to chair a committee or event. The parent-at-large shall assist the vice president (or vice presidents) of communication with the communications responsibilities as listed in Section 3.2 above. In addition, the parent-at-large may assist in all Board functions, fundraising projects, and committee functions.

Section 3.6 School Leadership Team

The president or designated co-president shall automatically serve as a core member of the School Leadership Team. All other parent member representatives shall be elected by the members.

- (a) School Leadership Team Nominations and Elections: School Leadership Team parent member representative elections will be held in accordance with term limits as set forth in the School Leadership Teams Bylaws. Notice of School Leadership Team vacancies and election information will appear on the April general membership meeting notice. Nominations for School Leadership Team parent member representatives will be taken at the April meeting, and may be submitted from the floor or in writing to the president or co-presidents. Nominations will be closed at this meeting. Nominees need not be present at the meeting to submit their names (i.e., nominees may submit their own names by proxy) or to be nominated by another member.
- (b) Election: Notice of the election of School Leadership Team members will be included in the notice of the general membership meeting. Election of School Leadership Team members shall take place following the election of the Corporation's Board at the May general membership meeting.
- (c) Vacancy: A vacancy shall be filled by a special expedited election held at a general membership meeting.

Section 4 Election of Officers

Section 4.1 Mandatory officers (president or co-presidents, secretary or co-secretaries, treasurer or co-treasurers) shall be elected between the third Wednesday in May and the third Friday in June for a one-year term beginning July 1. Any timeline established by the Corporation to complete the nominations and election process must adhere to this time frame. All non-mandatory officers can be elected in the same time frame, or the election of one or more non-mandatory officers may be held in the fall. The principal of PS 452 must be notified in writing of the date of the election by May 1.

Section 4.2 Parent-at-large officer(s) shall be elected between the 1st Tuesday and the 3rd Friday in October for a one-year term beginning November 1st. Any timeline established by the Board to complete the nominations and election process must adhere to this time frame. The principal must be notified in writing of the date of the election by September 29.

Section 5 Nominating Committee

Section 5.1 A nominating committee must be established during the March general membership meeting.

- (a) The nominating committee may consist of one (1) to three (3) members. The committee must consist of more individuals from the general membership than incumbent officers. The nominating committee shall choose one of its members to serve as its chairperson. No person employed by PS 452 shall be eligible to serve on the nominating committee. No person 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 upon resigning from the nominating committee in writing.
- (b) If a nominating committee is not/cannot be formed by the end of March, the Board shall communicate to the members that the nominations and elections process outlined below 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 majority vote of the general membership at the April general membership meeting. They will perform the responsibilities and adhere to the time frame outlined in this section of the Bylaws. They may also seek assistance in conducting nominations and the election from the appropriate District Presidents' Council and/or the principal or his/her designee and/or the District Superintendent or his/her designee.
- (c) 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, an expedited nominations and election process as outlined in Chancellor's Regulation A-660 will be conducted by the appropriate Region/District Presidents' Council and/or the District or Regional Superintendent or his/her designee by no later than the third Friday in June of each school year. All nominating committee decisions shall be approved by a majority of members present and voting at the time of the vote, provided a quorum is present.

Section 5.2 The nominating committee shall solicit candidates from the general membership in writing, in English and other languages as appropriate, for recommendations of candidates for all offices. The nominating committee will also be responsible for conducting the election meeting. This includes, without limitation, the following:

- (a) Canvassing the general membership for eligible candidates;
- (b) Preparing and distributing all notices of any meeting pertaining to the nomination and election process, in accordance with CR A-660. Notices should be translated into languages spoken by parents of children at PS 452 whenever possible;
- (c) Preparing ballots, attendance sheets, a ballot box, tally sheets and all other materials pertaining to the election;
- (d) Verifying the eligibility of all interested candidates prior to the election;

- (e) Reporting the names to date of eligible candidates during the April meeting;
- (f) Ensuring that an opportunity is provided to all members allowing for nominations, including self-nomination, to be taken from the floor and then officially closing nominations during the May meeting;
- (g) Notifying the principal of the date of the election in writing by May 1;
- (h) Scheduling the election at a time that ensures maximum participation;
- (i) Ensuring that only eligible members receive a ballot for voting;
- (j) Ensuring that the election is certified by the principal or his/her designee immediately following the election; and
- (k) Maintaining on file (on school premises) the ballots from any contested election for a period of six (6) months or until a determination is made on any grievance filed, whichever is longer.

Section 5.3 Additional Nominations

At the April general membership meeting, the nominating committee chairperson shall present the nominating committee's list of nominees, and shall accept nominations from the floor for any or all Board positions.

Section 5.4 Notices

The nominating committee shall ensure that notice of names of all nominees for Board positions are published and furnished to all parents by the third Friday in May of each school year. The meeting notice and agenda for the Spring general membership election meeting shall be distributed not less than ten (10) school days prior to the election date, in accordance with Chancellor's Regulation A-660's notice requirements. All meeting notices and agendas shall be available in English and translation, wherever possible. The distribution date shall appear on all notices. The notice shall contain a list of nominees in alphabetical order under the title of each office sought, along with a brief biographical statement furnished by each candidate to the nominating committee.

Section 5.5 Contested Elections and Use of Ballots

- (a) A written ballot 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 co-positions must be listed as a team.
- (c) Ballots shall be printed with voting instructions in English and other languages spoken by parents of children at PS 452 whenever possible.
- (d) Ballots shall be distributed once voter eligibility has been established.
- (e) Ballots shall be counted immediately following the election and in the presence of the members.
- (f) Ballots shall be retained for six (6) months by the chairperson of the nominating committee or if there is no nominating committee, by an officer. If the chairperson will no longer be an eligible member after June 30, the ballots shall be turned over to the incoming secretary.

Section 5.6 Uncontested Elections If there is only one (1) candidate for an office, a member must make a motion for the recording secretary to cast one vote to elect the candidate for office. A vote of the members is required for approval of the motion. The result of the vote must be recorded in the minutes.

Section 5.7 Certification of the Election and Installation of Officers

The results of the election shall be announced by the chairperson of the nominating committee or another committee member designated by the chairperson. The installation of new officers shall be held during the June general membership meeting.

Section 5.8 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. If a vacancy occurs in a shared office, the remaining co-officer may assume the role solely. In the event that an office cannot be filled through succession or by a remaining co-officer, 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 secretary and immediately turn over all Corporation records. In the event of the resignation of the secretary or co-secretary, he/she must transfer records to the president or co-presidents.

The ranking of officers for succession purposes shall be:

President
Vice President
Secretary
Treasurer
Parent-At-Large

Section 5.9 Expedited Election Process

Expedited elections shall be held to fill any vacancies in the event they cannot be filled through succession. In the case of an expedited election a nomination committee does not need to be formed. The Board shall be responsible for announcing vacancies and distributing written notice of the expedited election to members. 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 5.5 of Article V these bylaws.

The Board shall also nominate a President's Council alternate to serve as the representative to the Presidents' Council in the event that the president or co-president are unable or do not wish to serve in this capacity. This appointment shall be ratified by a majority rule vote of the members of the Corporation at the first duly convened meeting of each year. The president or co-presidents shall notify the President's Council alternate if the president or co-president will not be attending an upcoming Presidents' Council meeting.

Section 5.10 Special Election Process

A special election shall be held to fill any vacancy in the mandatory officer positions (president or co-president, secretary or co-secretary, and treasurer or co-treasurer) in the event they cannot be filled through succession. The Board shall be responsible for announcing any vacancies in any or all of the core mandatory officer positions. Notice of any vacancies must be communicated to the general membership at least forty-eight (48) hours prior to holding the special election process to fill the vacancy. Officer vacancies can be filled at a special meeting provided there has been at least forty-eight (48) hours written notice to the general membership.

Section 6 Education Council Selectors

The president, treasurer and secretary shall vote on the parent members to serve on the Community Education Councils ("CECs") as outlined in Chancellor's Regulation D-140, on the Citywide Council on Special Education as outlined in Chancellor's Regulation D-150, and on the Citywide Council on High Schools as outlined in Chancellor's Regulation D-160. In the case of co-officers, the remaining Board members will decide which co-officer shall vote on the education council selectors.

Section 7 June Transfer of Records

The outgoing Board shall arrange for the orderly transfer of records and information of the Corporation, which shall include an overview of all transactions of the Corporation for the school year, to the incoming Board. At least one (1) Board meeting will be scheduled during the month of June for this purpose. The outgoing Board shall remain available to the incoming Board to render such assistance as may reasonably be requested in completing the audit of the fiscal year(s) during the outgoing Board's service, including without limitation providing information and documents needed for the year-end close of the financial books and records of the Corporation, the audit, and any related financial affairs. The involvement of the outgoing Board shall be subject to the authority of the incoming Board to fulfill their individual and collective responsibilities as Board members under the various laws, regulations and directives under which the Corporation operates. Any member of the Board may request the assistance of the Presidents' Council during this process.

Section 8 Disciplinary Action

Section 8.1 Any officer who fails to attend three (3) consecutive Board or general membership meetings shall be removed from office by recommendation of the Board or motion from a member, and two-thirds vote of the members present. Prior to the vote of the members, 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 Board's consideration.

Section 8.2 Officers may also be removed for unsatisfactory performance by following the procedure outlined below:

- (a) At any general membership meeting, a member may make a motion to begin the process of removing a Board member for unsatisfactory performance.
- (b) If the motion is approved by two-thirds of the assembled members, the members must select a review committee by majority vote. Board members may not serve on the review committee.
- (c) The review committee will gather relevant information and present its findings to the members to allow the members to make an informed decision about the motion. Findings must be presented in writing at a general membership meeting within thirty (30) school days of the date the motion was presented. The notice of meeting and meeting agenda must indicate that a vote will be taken by the members regarding the removal of a Board member.
- (d) The result of the motion must be submitted in writing to the principal, which the principal must forward to the appropriate superintendent.

Article VI – General Membership Meetings

Section 1 Annual General Membership Meeting

Section 1.1 The first annual meeting of the members of the Corporation shall be held at a date, time and place to be designated by the initial Board of Directors indicated in the Certificate in Incorporation. At such annual meeting the directors shall be elected, the report of the initial Board shall be received as required by law and such other business shall be transacted as shall properly come before the meeting. Subsequent to the first annual meeting of members, the annual meetings shall be held at the principal place of business of the Corporation within the State of New York at the May general membership meeting on the fourth Tuesday in May, on such date as shall be determined by the Board, or on any other date determined by the Board.

Section 1.2 The meeting notice and agenda for the annual general membership meeting shall be distributed in accordance with CR A-660's notice requirements. The annual meeting notice and agenda shall be available in English and translated into languages spoken by parents in the school whenever possible. The distribution date shall appear on all notices. If

nominations have been closed, the annual meeting notice shall list all candidates in alphabetical order by surname under the office for which they are nominated.

Section 2 General Membership Meetings

Section 2.1 The general membership meetings of the Corporation shall be held, whenever possible, on the fourth Tuesday of each month from September through June, at 6:30 p.m., unless such day falls on a legal or religious holiday, or a school closing. In such instances, the meeting shall be held on the following or previous week as determined by the Board. Dates and times may also vary to best attract a large number of members.

Section 2.2 Written notice of each general membership meeting shall be distributed in languages spoken by parents at the school, whenever possible. Notice must be sent at least ten (10) days prior to the scheduled meeting. The date of distribution shall appear on all notices. Notice of a general membership meeting need not be given to any member who submits a signed waiver of notice, whether before or after the meeting. The attendance of any member at a meeting in person without protesting the lack of notice of such meeting prior to its conclusion, shall constitute a waiver of notice by such member.

Section 2.3 Board and general membership meetings must be held at the principal place of business of the Corporation. Under no circumstances are said meetings of the Corporation to be held in private residences or commercial venues (e.g. restaurants and private clubs).

Section 2.4 All eligible members may attend and participate during general membership meetings and may speak to agenda items subject to restriction in these bylaws.

Section 2.5 Observers may speak and otherwise participate, if acknowledged by the chair.

Section 3 Provisions Applying to All Meetings

Section 3.1 Meetings shall be chaired by the president or co-presidents or in their absence by the vice president or co-vice president. Observers may speak and otherwise participate, if acknowledged by the chair. The chair shall have the right to limit discussion on motions.

Section 3.2 All meetings, including General, Board, Committee and Subcommittee meetings or the minutes thereof are to be open to all members and the general public. All meetings shall be publicized to the school population.

Section 4 Order of Business – General Membership and Board Meetings

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

- (a) Call to Order
- (b) Reading and Approval of Minutes
- (c) President's Report
- (d) Treasurer's Report
- (e) Principal's Report
- (f) School Leadership Team Report

- (g) Committee Reports
- (h) Old Business
- (i) New Business
- (j) Adjournment

Section 5 Quorum at General Meetings

A quorum of at least: (a) nine (9) members, including a minimum of three (3) Board members and six (6) parent members of the Corporation, or (b) ten percent (10%) of the total members entitled to vote, whichever is greater, shall be required in order to conduct official Corporation business.

Section 6 Minutes

Minutes of the previous meeting shall be available in written form and read for approval at every general membership meeting. The minutes of any Corporation meeting must be made available upon request to any member.

Section 7 Special Membership Meetings

Section 7.1 A special membership meeting may be called to deal with a matter of importance that cannot be postponed until the next general membership meeting. The president may call a special membership meeting with a minimum of forty-eight (48) hours written notice to members stating precisely what the topic of the meeting will be.

Section 7.2 Upon receipt of a written request from three (3) Corporation members, the president must call a special membership meeting within five (5) working days of the request and with forty-eight (48) hours written notice to members.

Section 8 Parliamentary Authority

Meeting rules of order should be adopted for use as a guide and included in these bylaws. Where no meeting rules of order are adopted, *Robert's Rules of Order – Newly Revised* will be deemed to apply, provided that it is consistent with laws, policies, rules, and regulations.

Article VII - Committees

The president will appoint standing committee chairpersons with the approval of the Board. Ad-hoc committees shall be established by Board approval. The composition and structure of committees may vary each year. The Board will announce and post all active committees along with names of chairs. All committee chairs are expected to report on their activities to the Board either in person or in writing through a Board representative. All standing committees are required to hold open meetings at least five (5) times throughout the school calendar year. The standing committees of the Corporation are the following:

- (a) **Audit:** The Audit committee shall conduct an internal audit or shall recommend that an external audit of all financial affairs of the Corporation be conducted based upon its initial findings. The treasurer shall make all books and records available to the Audit committee. The Audit committee shall prepare a written report or provide copies of the external report to be presented to the members at a general membership meeting or upon completion of their review and investigation.
- (b) **Fundraising:** The vice president (or co-vice presidents) of fundraising shall serve as the Fundraising committee chair (or co-chairs). The Fundraising committee shall be responsible for planning, overseeing, and running fundraising activities and events.
- (c) **Budget:** The Budget committee shall be responsible for drafting: (1) a proposed budget each spring for approval by the members and (2) a written review of the prior year's budget, both of which must be presented for vote at the June general membership meeting. The Budget committee shall also present the budget process to the members. (See Article VIII, Section 3) The treasurer (or co-treasurers) shall serve as the Budget committee chair (or co-chairs).

Each committee shall have such authority as is specified in the resolution establishing it, subject to Board and Member approvals as provided herein, except no committee shall have any authority as to the following matters:

- (a) The submission to members of any action requiring member approval under the Not-for-Profit Corporation Law;
- (b) The filling of vacancies on the Board or on any committee;
- (c) The fixing of compensation of the trustees for serving on the Board or on any committee;
- (d) The amendment or repeal of these bylaws or the adoption of new bylaws; and
- (e) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Article VIII - Financial Affairs

Section 1 Fiscal Year

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

Section 2 Signatories

The president or co-presidents and the treasurer or co-treasurers shall be authorized to sign checks. All checks require at least 2 signatures. Under no circumstances may spouses, siblings, in-laws or other relatives or members of the same household sign the same check.

The authorized member may not sign a check if she/he has any direct or indirect interest in the expenditure.

Section 3 Budget

Section 3.1 The treasurer or co-treasurers shall form a budget committee at the start of each school year and establish a meeting schedule throughout the school year to manage inputs from all affected organizations. The budget committee shall consist of a minimum of three (3) persons and be chaired by the treasurer or co-treasurers. The committee shall be responsible for:

- A. A written review of the prior year's budget for discussion at the May general membership meeting;
- B. Preparing a proposed budget for adoption by the members at the June general membership meeting;
- C. The development and review of the budget process which includes:
 - (a) Review of 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 be presented to and approved by the Board and then, the members no later than the June meeting.
 - (b) Review of the proposed budget in September for Board approval and then for presentation and discussion during the September general membership meeting. Budget amendments may be proposed at this time.
 - (c) Presenting the budget process for approval of the Board and then the members no later than the October general membership meeting.

Section 3.2 The budget may be amended by vote of the members at any general membership meeting.

Section 3.3 All expenditures not included in the budget at the time of its adoption must be approved by resolution of the members.

Section 3.4 The Board is authorized to make an emergency expenditure not to exceed \$1,000.00 (*one thousand dollars*) with a two-thirds (2/3) approval by the Board. These expenditures shall be reported to the members at the next Corporation meeting in writing by the treasurer. The minutes of the meeting must reflect a vote taken by the members to ratify this action.

Section 4 Audit

Section 4.1 The president shall request volunteers to form an audit committee of 2 to 5 persons. Board members who are not eligible signatories on Corporation checks may serve on the audit committee. The majority of the committee shall be comprised of members who are not officers.

Section 4.2 The audit committee shall conduct an audit of all financial affairs of the Corporation with the help of the treasurer or co-treasurer(s) 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.

Section 4.3 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 bylaw provisions for the transaction of funds.

Section 4.4 The audit committee shall prepare a written report or provide copies of the external report to be presented to the members 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 4.5 Any storage and security of data associated with the Corporation's activities will be in compliance with the current DOE guidelines.

Section 5 Financial Accounting

Section 5.1 The treasurer shall prepare the Interim Financial Report by January 31st and the Annual Financial Report by the June general membership meeting, including all income, expenditures, and other transactions. These reports shall be presented and reviewed by the members. Copies of these reports shall be provided to the principal.

Section 5.2 The treasurer or co-treasurers shall be responsible for all funds of the Corporation and shall keep accurate records in a form consistent with these bylaws and applicable regulations of the Chancellor. The treasurer or co-treasurers and at least one other Corporation officer, and additional persons as needed, shall be designated and approved by the Board to collect, count, tally and record all orders and payments. In accordance with Chancellor's Regulation A-610, parents must obtain written approval from the principal before collecting fundraising proceeds from students. In addition, the treasurer or co-treasurers shall be responsible for:

- (a) Counting and handling of any cash, checks, or money orders received by the Corporation, which must be completed by at least two (2) authorized members of the Corporation. Funds must be counted at the principal place of business of the Corporation, whenever possible, on the same day of receipt. The Corporation's financial records must display the total amount of funds and the signatures of the authorized members who participated in counting the funds.
- (b) Ensuring that no parent or staff member shall collect fundraising proceeds from any student without the written approval from the principal.
- (c) Ensuring that all funds shall be deposited in the bank account designated by the Corporation by authorized Board members within twenty-four (24) hours of receipt, whenever possible, and ensuring that no funds shall be kept in a member's home but shall be secured and locked in the school. The treasurer and at least one other officer of the Corporation shall transport all funds to the bank, and deposit slips shall identify the source of all deposited funds. All parties involved in financial transactions shall initial the deposit slips.
- (d) Ensuring that no checks shall be written payable to cash or petty cash.

- (e) Reimbursing members of the Corporation for authorized expenses, provided the member submits a receipt, the expenditure has been approved by the members, and the check for reimbursement is made out to the member.
- (f) Maintaining documentation related to every transaction at the school (e.g., checkbooks, ledgers, invoices, receipts, cancelled checks, purchase orders, Corporation's minutes related to the financial transactions, etc.).

Article IX – Amendments and Regular Review of Bylaws

These bylaws may be amended at any regular meeting of the Corporation by a two-thirds (2/3) vote of the members present, provided the amendment has been presented in writing to the members 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. All provisions of these bylaws must conform to Chancellor's Regulations A-660 and DOE guidelines. Any member of the Corporation may present a motion at a general membership meeting to amend a provision of the bylaws that is not in compliance with Chancellor's Regulations A-660. Amendments that bring the bylaws into compliance must be voted on immediately after the motion is presented, and a two-thirds (2/3) vote of the members present is required for approval of such an amendment.

These bylaws as set forth above have been voted on and approved by the members.

Signed By:

Co-President - Suzanne Kerr

E. Morrison

Co-President – Beth Morrison

Co-Secretary – Jenny Katzburg

Co-Secretary – Stacey Winter

 12/1/13

Date

Filed with the Principal on _____ (day/month/year)

Signature: Suzanne Kerr
Suzanne Kerr (Feb 9, 2014)

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Jennifer Katzburg (Feb 9, 2014)

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Stacey L Winter (Feb 9, 2014)

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