

**AMENDED BY-LAWS
OF
BROOKLYN PUBLIC SCHOOL 9 PTO, INC. (the “Corporation” or “PTO”)**

Preamble

These By-laws have been adopted in order to comply with the requirements of New York State’s Not-For Profit Corporation Law and the New York City Department of Education Regulation of the Chancellor issued January 19, 2017, as such may be amended from time to time (“Chancellor’s Regulation A-660”). (Such regulations are posted on <http://schools.nyc.gov/RulesPolicies/ChancellorsRegulations/default.htm>.) Chancellor’s Regulation A-660 states that in the absence of by-laws that conform to the requirements of that regulation, the PTO may not conduct any activities, including elections and fundraisers. Furthermore, Chancellor’s Regulation A-660 provides that actions taken in violation of by-laws are subject to challenge under grievance procedures set forth in Section V.B. of such regulations and may be cancelled and/or declared void upon review.

**Article I
Membership**

Section 1. Membership

Membership in the Corporation shall be limited to Brooklyn P.S. 9 (“P.S. 9”) Parents (defined as parents by birth or adoption, step-parents, legally appointed guardians, foster parents of, and persons in parental relation to, students currently attending P.S. 9) and all teachers currently employed by P.S. 9 (“Teachers”). P.S. 9 Parents and Teachers are automatically members of the PTO (“Members”); no membership form is necessary. In the beginning of each school year, a welcome letter from the Corporation shall inform Parents of their automatic membership status and voting rights. Membership shall not be open to non-teaching staff members employed at P.S. 9, unless the Members vote to so provide by amending these By-laws in accordance with Article IX hereof.

Section 2. General and Special Membership Meetings

The Corporation shall conduct at least one general membership meeting each month from September through June. The general membership meetings of the Corporation shall be held on the 2nd or 3rd Monday, Tuesday, Wednesday or Thursday of each month. The meeting must start between 6:00 pm and 6:45 pm or between 8:15 am and 8:45 am. In accordance with Chancellor's Regulation A-660, at the beginning of every school year, the Executive Board must survey the parent members to determine whether the day and time of the general membership meeting should be changed. General meetings shall not be scheduled on a holiday, whether school, governmental or religious.

Meetings shall be held at P.S. 9, except in extenuating circumstances. The Officers (as defined below) will make the scheduling determination for the year's meetings no later than August 1 prior to the beginning of the school year.

All Members may attend and participate during general membership meetings and may speak to agenda items subject to restriction in these By-laws. Observers may speak and otherwise participate, if acknowledged by the President.

The annual membership meeting for the election of Directors and Officers ("Annual Meeting") shall be held between the third Wednesday in May and the third Friday in June.

Special meetings of the membership or executive board shall be called to deal with a matter(s) of importance that cannot be postponed until the next regularly scheduled 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(s) of the meeting will be.

In addition, upon receipt of a written request from five (5) Members, the President must call a special membership meeting within five working days of the request and with forty-eight (48) hours' written notice to Members.

Section 3. Notice of Meetings

Written notice of each membership meeting shall be distributed in all applicable languages, where possible. A ten-calendar-day notice shall be required prior to the scheduled meeting. The date of distribution shall appear on all notices. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

Section 4. Quorum & Adjournments of General and Special Membership Meetings

A quorum of 8 Members shall be required in order to conduct official Corporation business, including a minimum of 2 officers and 6 parent members. In the absence of a quorum, the Members present in person may have non-binding discussions but cannot authorize the expenditure of funds or vote on any business. Notice of a new meeting is not required if the time and place for the new meeting are announced at the meeting at which an adjournment is taken, and at the new meeting any business may be transacted that might have been transacted at the meeting as originally called.

Section 5. Organization

The President of the Corporation shall preside at all meetings of the Members or, in the absence of the President, an acting President shall be chosen to preside by the Members present. The Recording Secretary of the Corporation shall act as Recording Secretary at all meetings of the Members, but in the absence of the Recording Secretary, the presiding officer may appoint any person to act as Recording Secretary of the meeting.

Section 6. Order of Business

The order of business at general membership meetings of the Corporation shall include:

- Call to Order
- Reading and Approval of Minutes
- President's Report
- Treasurer's Report
- School Leadership Team Report
- Old Business
- New Business
- Adjournment

Where the following reports are available, the Corporation shall include the following items in its order of business:

- Principal's Report
- Committee Reports
- Parent Coordinator's Report

Section 7. Voting

At any meeting of the Members, each Member present in person shall be entitled to one vote. Upon demand by any Member, any vote for Directors, Officers or upon any question before the meeting shall be by ballot. Proxy voting or absentee balloting is prohibited.

Section 8. Action by the Members

Except as otherwise provided by statute or by these By-laws, any corporate action authorized by a majority of the votes cast at a meeting of Members shall be the act of the Members.

Section 9. Special Actions Requiring Vote of Members

A majority of the votes cast at a meeting of the Members is required for (i) any amendment of or change to the certificate of incorporation; or (ii) a petition for judicial dissolution.

Section 10. Minutes

Minutes of the previous general or special membership meeting shall be available for review in written form and read for approval at the next general membership meeting. The minutes must be made available to any Member upon request.

Section 11. By-Law Availability

The PTO must give the principal a copy of these By-laws and any related amendments. These documents shall be made available in the principal's office. The PTO must make a copy of the By-laws and related amendments available at every meeting and to Members upon reasonable request.

Section 12. Donations

Donations are not a requirement for membership, voting or running for office. Each Member shall be requested to make a voluntary annual donation of \$25.00.

Section 13. Parliamentary Authority

All procedural questions not covered by these By-laws shall be governed by *Robert's Rules of Order Newly Revised*, provided they are not inconsistent with law, policy, regulation and these By-laws.

Article II Board of Directors

Section 1. Powers and Number

The property, affairs and activities of the Corporation shall be managed and controlled and its powers exercised by the Board of Directors. The Board shall consist of at least three directors. Each Director shall be at least eighteen (18) years of age. All Directors must be Members of the Corporation, and Directors may be Teachers employed at P.S. 9; however, Parent Coordinators and paid employees of the community and citywide education councils in the district or city shall be ineligible to serve as Directors of the Corporation.

Section 2. Election and Term of Office

The initial Directors shall be the persons named in the Certificate of Incorporation, and they shall serve until June 30th following the first Annual Meeting (as defined in Article I, § 2 of these By-laws). Thereafter, the Directors shall be elected at each Annual Meeting to hold office for one-year terms beginning July 1; provided, however, that any Director elected to fill a vacancy shall hold office until the effective date of the next election of Directors. Directors may be elected to three consecutive, one-year terms. A Director may be elected for a fourth term provided no other interested candidate is nominated and willing to serve. Directors shall be elected at the Annual Meeting by a plurality of the votes cast. Within five calendar days of conducting an election, the results of the election must be certified and reported to the appropriate District Family Advocate of the Office for Family Engagement and Advocacy (“OFEA”).

Section 3. Newly-Created Directorships and Other Vacancies

Newly-created directorships and other vacancies, whether resulting from the death, resignation or removal of a Director, may be filled by vote of a majority of the Directors then in office, regardless of their number, and the Directors so elected shall serve until the next Annual Meeting.

Section 4. Resignations

Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

Section 5. Removal

See Article IV regarding disciplinary action against Directors.

Section 6. Meetings

Meetings of the Board must be held at P.S. 9, except in extenuating circumstances, and under no circumstances may meetings of the Board be held in private residences. All Board meetings shall be open to the full membership of the Corporation. Regularly-scheduled meetings of the Board shall be held monthly, September through June, on dates and times agreed upon by consensus of the Board. Special meetings of the Board shall be held whenever called by a majority of the Board or the President, in each case at such time as shall be fixed by the person or persons calling the meeting. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 7. Quorum and Voting

Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these By-laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 8. Action by the Board or Board Committee

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. All such unanimous written consents by the members of the Board or any Board committee shall be filed with the minutes of the proceedings of the Board or committee thereof.

Section 9. Notice of Board Meetings; Waivers of Notice

Notice of the date and time of each special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be distributed to each Director at his or her residence or usual place of business (or at such other address as he or she may

have designated in a written request filed with the Recording Secretary), at least seven days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by electronic mail or fax or given personally or by telephone, no less than 48 hours before the time at which such meeting is to be held, unless the meeting must be held within 48 hours. No notice need be given of any adjourned meeting. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 10. Minutes

Board Meeting Minutes (including any unanimous written consents for action taken without a meeting) shall be available for inspection upon request by any Member.

Section 11. Compensation

No compensation shall be paid to Directors.

Article III Officers

Section 1. Titles

The Officers of the Corporation shall be: President (or Co-Presidents), Recording Secretary, Treasurer, 1st Vice President, 2nd Vice President, Financial Secretary, and Parliamentarian (see By-laws provisions below). The Corporation must elect the mandatory core officers (President (or Co-Presidents), Recording Secretary and Treasurer) in order to be a functioning "Parent-Teacher Association" as defined in the Chancellor's Regulation A-660. Parent Coordinators and employees of P.S. 9 or the community and citywide education councils in the district shall be ineligible to serve as Officers of the Corporation.

To the fullest extent allowed by law, the Board may delegate to any Officer any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties. One person may hold more than one office in the Corporation, except that no one person may hold the offices of President and Secretary concurrently. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 2. Terms of Office, Term Limits

Officers shall be elected at the Annual Meeting to hold office for one-year terms beginning July 1. Officers shall be elected by the third Friday in June. Eligibility for office is limited to Members. An Officer may be elected to serve three consecutive, one-year terms. The candidate may be elected for a fourth term provided no other interested candidate is nominated and willing to serve. Officers shall be elected at the Annual Meeting by a plurality of the votes cast. A list of all Officers, without home addresses and phone numbers, shall be compiled and maintained by the Corporation and available in the principal's office to all Members. Within five calendar days of conducting an election, the results of the election must be certified and reported to the appropriate OFEA District Family Advocate.

Section 3. Duties of Officers

- 3.1 **President (or Co-Presidents):** The President or any Co-President (the "President(s)") shall convene all meetings of the Members, and shall be an ex-officio member of all PTO committees except the PTO Nominating Committee. The President(s) shall provide leadership for the Members. The President(s) shall appoint chairpersons of PTO committees with the approval of the Board. The President(s) shall delegate responsibilities to other Members and shall encourage meaningful participation in all Parent and school activities. The President(s) shall attend all regular meetings of the district Presidents'

Council and shall be a core member of the P.S. 9 School Leadership Team, a team responsible for developing an annual school comprehensive educational plan (the “School Leadership Team”). The President(s) shall meet with the Principal and Parent Coordinator to discuss parent involvement issues, and shall attend OFEA professional development sessions. In the event that the Members elect Co-Presidents, the PTO Nominating Committee will determine which Co-President will serve as the school’s representative to the district Presidents’ Council. The President(s) shall meet regularly with the Board members in accordance with these By-laws to plan the agendas for the general membership meetings. The President or any Co-President shall be one of the signatories on checks. The President(s) or the President(s) designee shall represent the PTO at district and/or borough meetings. The President(s) shall assist with the June transfer of the Corporation’s records to the incoming Board.

- 3.2 **1st Vice President (or Co-Vice President):** The 1st Vice President shall assist the President(s) and shall assume the President’s duties if no President is in attendance, or at any President’s request. The 1st Vice-President may be one of the signatories on all checks, if designated by the Board. The 1st Vice-President shall assist with the June transfer of the Corporation’s records to the incoming Board. In the event that the President or any Co-Presidents resigns or is unable to fulfill his/her duties, the 1st Vice President will assume the resigned President’s role without election and with notification to the Members.
- 3.3 **2nd Vice President (or Co-Vice President):** The 2nd Vice President shall assist the President(s) and 1st Vice President and shall assume the duties of the 1st Vice President in his/her absence. In the event that the President(s) and 1st Vice President resign and are unable to maintain their duties, the 2nd Vice President shall assume the President’s role without election and with notification to the Members.
- 3.4 **1st and 2nd Recording Secretaries:** The Recording Secretaries shall write and maintain the official record (minutes) of the proceedings and actions of all meetings of the Corporation, except Board Meetings, and keep track of all motions and related calls for consensus and votes. The responsibilities shall include the preparation of notices, agendas, sign-in sheets and materials distributed. The Recording Secretaries shall prepare and shall distribute monthly draft and adopted membership meeting minutes to the Members for approval. He/she shall maintain custody of the Corporation’s records on school premises. The Recording Secretaries shall sign and incorporate all amendments into the By-laws and shall ensure that

signed copies of the Corporation's By-laws with the latest amendments are on file in the principal's office. He/she shall cast the record of votes during elections. The Recording Secretaries shall be responsible for reviewing, maintaining and responding to all correspondence addressed to the Corporation. The Recording Secretaries shall assist with the June transfer of all records of the Corporation to the incoming Board.

- 3.5 **Treasurer:** The Treasurer shall be responsible for all financial affairs and funds of the Corporation. The Treasurer shall also be responsible for maintaining an updated, neat and orderly record of all income and expenditures on school premises and shall be one of the signatories on checks. The Treasurer shall adhere to and implement all financial procedures established by the 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 the January 31st interim and June annual financial 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 all financial records and assist with the June transfer of all records of the Corporation to the incoming Board. The Treasurer shall attend OFEA professional development seminars.
- 3.6 **Financial Secretary:** The Financial Secretary shall work with the Treasurer and shall receive from the Treasurer all duplicate receipts which will be maintained in bound books that are properly labeled. All records should be open for inspection by any Member of the PTO upon request. Other duties include: assisting the Treasurer in the collection of all membership donations, fundraising and the collection of all monies; issuing receipts for all donations received; keeping a current record of all membership donations and providing one copy to the Recording Secretary.
- 3.7 **Parliamentarian:** The Parliamentarian shall maintain rules, regulations, law and order, keep time and keep the Corporation on task at all meetings.
- 3.8 **School Leadership Team Membership:** The President(s) of the PTO shall automatically serve as a core member of the School Leadership Team. The President(s) may designate another officer to attend the team meetings as a PTO representative. All other Parent member representatives shall be elected by the general membership.
- 3.9 **Elected Alternate Representative to Presidents' Council:** In the event no President is able to serve as the representative to a Presidents' Council meeting, the President(s) may designate any

Member to serve as a representative to that meeting. In the event no President is able to serve as the representative to the Presidents' Council for the duration of his or her term, an officer shall be designated by the President(s) to serve as a representative to the Presidents' Council until the next Annual Meeting.

- 3.10 **Corresponding Secretary:** Prepare any correspondence and publicity for the PTO as needed, including meeting announcements and periodic newsletter. Maintaining all master documents, creating annual and monthly calendars, and managing and ordering supplies for the PTO office.
- 3.9 **Parent Teacher Liaisons:** Liaison between teachers and the PTO to help communicate the needs of the teachers, students (and their parents) for grade specified.

Section 4. Election of Officers

The yearly election of Officers of the Corporation must be held at each Annual Meeting (as defined in Article I, § 2 of these By-laws). Any timeline established by the Corporation to complete the nominations and election process must adhere to this timeframe. Nominations must be closed prior to the third Wednesday in May. The principal must be notified in writing of the date and time of the election by April 1.

- 4.1 **PTO Nominating Committee:** A PTO Nominating Committee may be established during the February general membership meeting. If a PTO Nominating Committee is so established, such committee shall consist of three to five (3-5) Members. Parent Coordinators may not serve on the PTO Nominating Committee. The President, subject to the approval of the Board, shall select the remaining members of the PTO Nominating Committee. The PTO Nominating Committee shall choose one of its members to serve as chairperson. No person employed at P.S. 9 shall be eligible to serve on the PTO Nominating Committee.

Members of the PTO Nominating Committee are not eligible to run for office. An eligible member of the PTO Nominating Committee may be considered as a candidate if she/he immediately resigns in writing from the PTO Nominating Committee. The PTO Nominating Committee shall seek out the membership in writing, in English and other languages as appropriate, for recommendations of candidates for all offices. The PTO Nominating Committee will also be responsible for conducting the election process. This includes the following:

- canvassing the membership throughout the months of February-April for all eligible candidates
- preparing and distributing all notices at least ten calendar days in advance of any meeting(s) pertaining to the nominations and election process in English and other languages spoken by Parents in the school;

- preparing ballots, attendance sheets, ballot box, tally sheets and all other materials pertaining to the election immediately following the April meeting;
- determining and verifying the eligibility of all interested candidates, prior to the election;
- reporting the names of previously nominated candidates during the April meeting;
- ensuring that an opportunity is provided to all members allowing for nominations (this includes self-nomination) to be taken from the floor and then officially closed during the April meeting;
- sending a reminder meeting notice which includes the names of all eligible candidates and the officer positions they are seeking to the membership at least two (2) weeks prior to the spring election meeting;
- notifying the principal of the date of the evening only election by May 1;
- scheduling the election in the evening which will ensure maximum participation; ensuring that only eligible Members receive a ballot for voting;
- completing the spring election during the period of time between the third Wednesday in May and the third Friday in June of each school year;
- ensuring that the election is certified by the chairperson of the PTO Nominating Committee or by a Member selected to conduct the election immediately following the election (see Article III, Section 6);
- maintaining on file (on school premises) the ballots from any contested election for a period of six months or until a determination of any grievance filed, whichever is longer.

If a PTO Nominating Committee is not/cannot be formed by the end of February, the Board must communicate that the nominations and election process outlined above will proceed under the direction of at least two Members of the Corporation who are not running for office. These Members will be selected to serve in this role by vote of the general membership at the March general membership meeting. They will perform the responsibilities and adhere to the timeframe outlined in this section of the By-laws. They may also seek assistance in conducting nominations and the election from the appropriate region/district Presidents' Council and/or the principal or his/her designee and/or the district or regional superintendent of his/her designee.

If at least two 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 representative by no later than the third Friday in June.

- 4.2 Notices: The meeting notice and agenda for the Annual Meeting shall be distributed not less than ten (10) calendar days prior to the date. All meeting notices and agendas shall be available in English and translated, whenever possible. The distribution date shall appear on all notices. It shall list all nominees for the positions of Directors and Officers in alphabetical order by surname under the office for which they were nominated.
- 4.3 Voting Requirements: There shall be one vote per Member regardless of whether a Member has one or more children currently attending P.S. 9. Additionally, each teacher currently employed at P.S. 9 shall be entitled to one vote. Voting by proxy or absentee ballot is prohibited.
- 4.4 Contested Elections and Use of Ballot:
- Written ballot shall be used in all contested elections.
 - Names of nominees for the positions of Directors and Officers shall appear on the ballot in alphabetical order by surname under the title of the office(s) for which they were nominated. Names of candidates for the positions of Co-Presidents must be listed as a team.
 - Ballots shall be printed with voting instructions in English and other languages spoken by Parents in the school.
 - Ballots shall be distributed once voter eligibility has been established.
 - Ballots shall be counted immediately following the conclusion of voting and in the presence of at least three (3) Members.
 - Ballots shall be retained for six months by the chairperson of the PTO Nominating Committee or if there is no PTO Nominating Committee, by an Officer. If he/she will no longer be an eligible member after June 30, the ballots shall be turned over to the incoming Recording Secretary.
- 4.5 Uncontested Elections: In uncontested elections, Members may vote by show of hands or by acclamation to accept the slate of incoming Directors and Officers.
- 4.6 Reporting Election Results: Within five (5) calendar days of conducting an election, the results of the election must be certified and reported to the appropriate OFEA District Family Advocate.

Section 5. 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 of the Corporation's transactions for the school year, to the incoming Board. At least two meetings will be scheduled during the month of June for this purpose. Any member of the Board may request the assistance of the district or region Presidents' Council during this process.

Section 6. Certification of the Election

The results of the election shall be announced by the chairperson of the PTO Nominating Committee or by a Member selected to conduct the nominations and election process no later than three (3) days after the election is held.

Section 7. Removal

See Article IV regarding disciplinary action against Officers.

Section 8. Vacancies

All mandatory Officer vacancies must be filled by succession of the next highest-ranking Officer. For example, the 1st Vice-President or next highest-ranking Officer, the 2nd Vice President, will fill a vacancy in the position of President. The 2nd Vice President will fill a vacancy in the position of 1st Vice President. In the event that the core mandatory officers (President, Recording Secretary and Treasurer) cannot be filled through succession, a special expedited election must be held by the Members to fill those vacancies. Officers who wish to resign their positions once an election has been certified, must do so in writing to the Recording Secretary, and, at that time, shall turn over all records to the Recording Secretary. In the event of the resignation of the Recording Secretary, he/she must transfer records to the President, and an election must be held in accordance with the guidelines of Chancellor's Regulation A-660 Expedited Election Process.

Article IV Disciplinary Action

Section 1. Meeting Attendance

Any Director who fails to attend three (3) consecutive Board meetings and any Officer who fails to attend three (3) consecutive general membership meetings shall be removed from office by recommendation of the Board or motion from a Member and two-thirds vote of the membership present. The Director or Officer, as the case may be, shall be given the opportunity to submit in writing for the Board's consideration and membership's consideration an explanation showing good cause, which explains his/her reason for not attending these respective meetings.

Section 2. Neglect of Duties

In instances in which any Director or Officer of the Corporation has been accused of being derelict and/or neglectful in his/her duties, the Director or Officer may be removed only after:

- A motion is presented by any Member during any general membership meeting to appoint a review committee. The motion must be approved by majority vote of the Members present.
- The majority of the review committee must be comprised from the general membership. Directors or Officers against whom charges are being contemplated may not serve on the review committee.
- The review committee must investigate, examine and obtain all relevant documents, interview all pertinent witnesses, etc., in order to conduct their fact-finding review. The committee must consider all pertinent facts and information. The Director or Officer against whom charges are being contemplated has the right to present relevant facts, documents and/or witnesses.
- The review committee must present its findings and recommendations during a general membership meeting within a period not to exceed sixty (60) calendar days from the date of the establishment of the review committee. The Corporation's notice and agenda must cite that a vote will be taken by the membership regarding disciplinary action. The general membership shall then vote to remove or absolve the Director or Officer.

Article V Committees

Section 3. Standing Committees

The Board may, by resolution adopted by a majority of the entire Board, establish standing committees of the Board, and Members may create standing PTO committees. The standing PTO committees are the following:

Membership: The membership committee shall be responsible for encouraging Parent and teacher participation, outreach and recruitment. The chairperson for the Membership committee shall make every effort to coordinate their outreach efforts and strategies with the school's Parent Coordinator. The membership committee shall also prepare a newsletter to all members which contains, at minimum, messages from the principal, President, list of Directors and Officers, all general membership meeting dates, student and Parent events, school policies, PTO budget and any other material deemed appropriate by the Corporation. The committee shall also be responsible for maintaining a current list of Members, which shall be available without home addresses and telephone numbers at every membership meeting.

Budget: The budget committee shall be responsible for drafting 1) a proposed budget each spring for approval by the membership, 2) a written review of the prior year's budget, both of which must be presented for vote at the May membership meeting, and 3) presenting the budget process. (See Article V, Section 4.)

Audit: The audit committee shall conduct an internal audit or shall recommend that an external audit of all financial affairs of the organization be conducted based upon their initial findings. The Treasurer shall make all books and records available to them. The audit committee shall prepare a written report or provide copies of the external report to be presented to the membership at a general membership meeting or upon completion of their review and investigation.

Section 4. Ad-Hoc Committees

The Board may, by resolution adopted by a majority of the entire Board, establish ad-hoc Board committees, and Members may create ad-hoc PTO committees.

Article VI
Financial Affairs

Section 1. Fiscal Year

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

Section 2. Signatories

The President or any Co-President and Treasurer shall be authorized to sign checks. The Board may designate other officers as signatories, but there may not be more than four (4) signatories at any time. All checks require at least two signatures. Signatories shall not be related by blood or marriage.

Section 3. Books

There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a 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 Members and of the Board of Directors.

Section 4. Budget

4.1 The budget committee shall consist of five (5) persons and be chaired by the Treasurer. The committee shall be responsible for:

- presenting the budget process for membership approval, which process must be voted on by no later than the October membership meeting
- a written review of the prior year's budget for discussion at the May membership meeting
- preparing a proposed budget for adoption by the membership at the May membership meeting
- The development and/or review of the budget process which includes:
 - The outgoing Board must review the current budget annual financial status, accounting, expenditures and outstanding bills and prepare a proposed budget for the next school year. The proposed budget must be presented to and approved by the membership no later than the May meeting.
 - In September, the incoming Board must review the previously-approved budget for presentation and discussion during the September meeting. Budget amendments may be proposed at this

time.

- 4.2 The budget may be amended by vote of the general membership at any membership meeting.
- 4.3 All expenditures not included in the budget at the time of its adoption must be approved by resolution of the membership.
- 4.4 The Board is authorized to make an emergency expenditure not to exceed \$250 with a two-thirds approval by the Board. The Treasurer shall report these expenditures in writing to the general membership at its next meeting. The minutes of the meeting must reflect a vote taken by the general membership to accept this action.

Section 5. Audit

- 5.1 The President shall request volunteers to form an audit committee of three to five (3-5) persons. Board members, if they are not check signatories, may serve. The majority of the committee shall be comprised from the general membership.
- 5.2 The audit committee shall conduct an audit of all financial affairs of the Corporation with the help of the Treasurer who shall make all books and records available to them. The audit committee may also recommend that an external audit of the Corporation's financial records be conducted. An external audit shall be conducted when the Corporation's revenue for the prior year was \$200,000.00 or more.
- 5.3 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 By-law provisions for the expenditure of funds.
- 5.4 The audit committee shall prepare a written report or provide copies of the external report to be presented to the membership 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 6. Financial Accounting

- 6.1 The Treasurer shall prepare and provide copies of the Interim Financial Accounting Report by January 31st and the Annual Financial Accounting Report by the September meeting including all income and expenditures, to be presented and reviewed by general membership. Copies of these reports shall be provided to the

principal.

- 6.2 The Treasurer shall be responsible for all monies of the Corporation and shall keep accurate records in a form consistent with these By-laws and Chancellor's Regulation A-660.
- No Parent and/or staff member shall collect fund-raising proceeds from any student without written approval from the principal.
 - Any two Officers are authorized to collect, count, and record all orders and payments. The counting and recording of any cash over \$500 received requires at least two Officers to participate. Received monies shall be counted within the same day and recorded by the same two Officers. All monies must be counted in school.
 - All funds shall be deposited within three business days of receipt in the bank account authorized by the Board. No funds shall be kept in a Director's, Officer's or any other Member's home, but shall be secured and locked in P.S. 9 until so deposited. Bank deposit slips shall identify the source of all monies deposited. All parties involved in these financial transactions shall initial the deposit slips.
 - Any of the President, Co-President and Treasurer may make authorized disbursements.
 - All financial records of the Corporation including checkbooks, ledgers, cancelled checks, invoices, deposit receipts, purchase orders, payment receipts, PTO minutes related to the expenditure, and any other documentation related to financial transactions must be maintained and shall be secured on school premises.

Article VII

Conflicts of Interest, Contracts and Services of Directors and Officers

See the Conflicts of Interest Policy attached to these By-laws.

Article VIII

Indemnification

The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by Sections 721 through 726 of the Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a Director or Officer of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

Article IX

Amendments

These By-laws may be amended or repealed by (i) the affirmative vote of a majority of the

entire Board; and (ii) a majority of the Members of the Corporation present at a meeting duly called for the purpose of altering these By-laws, provided, however that the amendment has been 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 By-laws shall be conducted every three (3) years by the membership. These By-laws shall not contain language that does not conform to Chancellor's Regulation A-660.

These By-laws as set forth above have been voted on and approved by the membership.

Adopted:	July 25, 2009
Amended:	September 20, 2011
Amended:	December 17, 2013
Amended:	November 14, 2017

Conflict of Interest Policy

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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.

Article II Definitions

Section 1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 2.1 An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- 2.2 A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- 2.3 A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization 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 Article III, Section 2 of the Conflict of Interest Policy, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

Section 1. 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 governing board delegated powers considering the proposed transaction or arrangement.

Section 2. 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/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 3. Procedures for Addressing the Conflict of Interest

- 1.1 An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- 1.2 The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- 1.3 After exercising due diligence, the governing board or committee shall determine whether the Organization 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.
- 1.4 If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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.

Section 4. Violations of the Conflicts of Interest Policy

- 1.1 If the governing 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.
- 1.2 If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing 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.

**Article IV
Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- 1.1 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, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- 1.2 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.

**Article V
Compensation**

- 1.1 A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- 1.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- 1.3 No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article VI
Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- 1.1 Has received a copy of the conflicts of interest policy,
- 1.2 Has read and understands the policy,
- 1.3 Has agreed to comply with the policy, and
- 1.4 Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article VII
Periodic Reviews**

To ensure the Organization 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:

- 1.1 Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- 1.2 Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization'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 VIII
Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.