

BYLAWS OF
NYC iSchool Parents Association, Inc.

APPROVED BY THE MEMBERSHIP on _____

Article I - Name

The name of the association shall be NYC iSchool Parents Association, Inc.

Article II - Objectives

The objectives and purpose of the NYC iSchool Parents Association, Inc. (“the Association” or the “PA” or “the Corporation”) are to provide support and resources to the school for the benefit and educational growth of the children; to develop a cooperative working relationship between the parents and staff of our school; to develop parent leadership and build capacity for greater involvement; to foster and encourage parent participation on all levels; and to provide opportunities and training for parents to participate in school governance and decision-making.

Article III - Membership

Section 1 Eligibility

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

Section 2 Donations

Donations are not a requirement for membership, voting or candidacy. However, each family is encouraged to make a voluntary donation in an amount with which it is comfortable. Suggested donation amounts may be established from time to time by the Executive Board, and if such committee is established, in consultation with the Fundraising Committee to enable the PA to meet its budget.

Section 3 Voting Privileges

Each parent/guardian of a child currently enrolled at NYC iSchool shall be entitled to one vote. Every member has the right to vote on all matters presented at general membership meetings. Voting must be in person. Voting by proxy, absentee ballot, email, or conference call is not permitted. The right of a member to vote may be limited by the Conflicts of Interest restrictions outlined in CR A-660.

Article IV – Officers

Section 1 Titles

The officers of the Association shall be: president or co-presidents, vice-president or co-vice-presidents, secretary or co-secretaries, treasurer or co-treasurers. The Association

must elect the mandatory officers (president, secretary, and treasurer) in order to be a functioning PA. There shall be no qualifications for any office other than to be a parent/guardian of a child attending NYC iSchool.

Section 2 Term of Office and Term Limits

The term of office shall be for one year, from July 1st through June 30th. All parent members are eligible to run for any office.

There are no term limits for each officer position of the Association.

Section 3 Duties of Officers

PA/PTA officers, and particularly the three mandatory officers—president, recording secretary, and treasurer—are responsible for running the day-to-day affairs of the PA/PTA; communicating with members to inform them and hear their concerns; representing parents/guardians on their school’s School Leadership Team; attending meetings of the appropriate President’s Council; and voting for members of the Community or Citywide Education Councils.

3.1. President or Co-Presidents: The president or co-presidents shall preside at all meetings of the Association and shall be an ex-officio member of all committees except the Nominating Committee. The president or co-presidents shall appoint chairpersons of PA committees with the approval of the Executive Board. The president or co-presidents shall delegate responsibilities to other PA members and shall encourage meaningful participation in all parent and school activities.

The president or designated co-president (see bylaws provision below) shall attend all regular meetings of the district President’s Council and shall be a core member of the school leadership team.

a. President’s Council

Co-presidents must decide which one will serve on the President’s Council. If the president is unable to serve on the President’s Council, he/she must nominate a designee to serve in his/her stead. The designee:

- Must be a member of the PA/PTA. 
- Must be approved by a vote of the membership. Once approved, the designee may not be removed by the president who nominated him/her without a vote of the membership. 

b. School Leadership Team

The PA/PTA president is a mandatory member of the SLT. (See Chancellor’s Regulation A-655) The PA/PTA president is responsible for communicating to the membership information discussed at SLT meetings, including the CEP and the public view of the budget from DOE’s Galaxy budgeting system.

- In the case of co-presidents, the remaining PA/PTA officers must decide which one will serve on the SLT. 
- If a president is unable to serve on the SLT, he/she must nominate a designee to serve in this position. The designee must be approved by the membership. 

The president or co-presidents shall meet regularly with the Executive Board members in accordance with these bylaws to plan the agendas for the general membership meetings. The president or either of the co-presidents or his/her designee shall represent the Association on district committees. The president or co-presidents shall assist with the June transfer of Association records to the incoming Executive Board.

3.2 Vice-President or co-Vice-Presidents: The vice-president or co-vice-presidents shall assist the president or co-presidents and shall assume the president's or co-presidents' duties in his/her or their absence or at the president's or co-presidents' request. The vice-president or co-vice-presidents shall assist with the June transfer of PA records to the incoming Executive Board.

3.3 Secretary or co-Secretaries: The secretary or co-secretaries shall maintain the official record (minutes) of the proceedings and actions of all Association meetings. The secretary's or co-secretaries' responsibilities shall include the preparation of notices, agendas, sign-in sheets and materials for distribution. The secretary or co-secretaries shall prepare and distribute the minutes of each Association meeting and shall make copies of the minutes available upon request. The secretary or co-secretaries shall maintain custody of the Association's records on school premises. The secretary or co-secretaries 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 or co-secretaries shall be responsible for reviewing, maintaining and responding to all correspondence addressed to the Association. The secretary or co-secretaries shall assist with the June transfer of all PA records to the incoming Executive Board.

3.4 Treasurer or co-Treasurers: The treasurer or co-treasurers shall be responsible for all financial affairs and funds of the Association. The treasurer or co-treasurers shall also be responsible for maintaining an updated record of all income and expenditures on school premises. The treasurer or co-treasurers shall adhere to and implement all financial procedures established by the Association. The treasurer or co-treasurers shall be prepared to present and provide copies of financial reports at all Association meetings. The treasurer or co-treasurers shall also prepare and provide copies of the interim and annual financial reports. The treasurer or co-treasurers shall make available all books or financial records for viewing by members upon request and for audit. The treasurer or co-treasurers shall assist with the June transfer of all PA records to the incoming Executive Board.

3.5 Members-at-Large: There can be up to eight Members-at-Large. The Members-at-Large shall be voting members of the Executive Board but not officers. Members-at-Large shall be expected to undertake a leadership role in a major fundraising or community-building event and/or act as parent class representatives. At least three of the Member-at-Large positions will be elected in the Spring for the upcoming school year and a minimum of two of these positions will be held for incoming members to be elected in the fall. The fall election will be held no later than the October general membership meeting.

Section 4 Election of Officers

The yearly election of mandatory officers (president, treasurer, and recording secretary) of the Association must be between April 1st and the last day of school for a one-year term beginning July 1. Any timeline established by the PA to complete the nominations and election process must adhere to this timeframe. The principal must be notified in writing of the date and time of the election by April 1st.

Members of any Community or Citywide Education Councils are not eligible to serve as elected officers of the Association. Employees of the school, including parent coordinators, may not serve as Association officers.

Co-officers must run together as a slate in order to serve together.

Nominating Committee: A Nominating Committee must be established during the April general membership meeting. The Nominating Committee shall consist of three to five members. The majority of the committee members must come from the general membership. The remaining members of the Nominating Committee shall be selected by the president, subject to the approval of the Executive Board. The Nominating Committee shall choose one of its members to serve as chairperson. No person employed at NYC iSchool shall be eligible to serve on the Nominating Committee.

Members of the Nominating Committee are not eligible to run for office. An eligible member of the Nominating Committee may be considered as a candidate if she/he immediately resigns from the Nominating Committee in writing.

The Nominating Committee shall solicit candidates from the membership. The Nominating Committee will also be responsible for conducting the election meeting. This includes the following:

- a. Canvassing the 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 in the school, 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. Ensuring that an opportunity is provided to all members allowing for nominations, including self-nomination, to be taken from the floor and then officially closed during the May meeting;
- f. Scheduling the election at a time that ensures maximum participation;
- g. Ensuring that only eligible members receive a ballot for voting;

- h. Ensuring that the election is certified by the principal or his/her designee immediately following the election;

If a nominating committee cannot be formed, the Association must proceed with an expedited election – a single meeting where all nominations are taken from the floor for all offices immediately prior to the election. Should this expedited process not result in the election of mandatory officers, the matter will be referred to the Office for Family Engagement and Advocacy.

- 4.1. Notices: The meeting notice and agenda for the spring general membership election meeting shall be distributed in accordance with CR A-660's notice requirements and sent to all parents at least 10 calendar days prior to any PA/PTA election. All meeting notices and agendas shall be available in English and translated into languages spoken by parents in the school, whenever possible.

The Notice of Election Meeting must be in writing and must include:

- a. Date, time, and location of election. 
- b. A list of all executive board positions to be filled. 
- c. A statement that the only qualification for all offices is that the candidate be a parent of a child in the school. 
- d. The mechanism(s) by which parents can become candidates for PA/PTA office and the date nominations close. 
- e. For expedited elections, a statement that all nominations will be taken from the floor at the election meeting. 
- f. Candidates' names may be included only if nominations are already closed. 
- g. Date that notification was distributed to all parents and means of distribution. 

- 4.2. Contested Elections and Use of Ballots:

- a. Written ballots shall be used in all contested elections.
- b. Names of candidates shall appear on the ballot in alphabetical order by surname under the title of the office(s) for which they were nominated. Names of candidates for the positions of co-presidents must be listed as a team.
- c. Ballots shall be distributed once voter eligibility has been established.
- d. Ballots must remain in the meeting room (or in the principal's office with the documented chain of command) until all ballots have been counted and the election meeting has been adjourned.
- e. Ballots shall be counted immediately following the conclusion of voting and in the presence of at least three observers from the general membership.
- f. Ballots shall be retained on school premises for one year or until the determination of any grievance filed concerning the election, whichever is later.

- g. Run-off Elections: When two or more candidates are tied for the highest number of votes, a run-off election must be conducted among those candidates only, preferably at the same meeting.

4.3. Uncontested Elections:

If there is only one candidate for an office, a member must make a motion for the recording secretary to cast the electing ballot for the entire assembly to elect the candidate to office. That action must be recorded in the minutes.

4.5 Reserving Offices for Fall Elections

- a. To accommodate parents of incoming students (freshmen), two non mandatory positions shall be held for an election in the fall. The fall election will be held no later than the October general membership meeting.
- b. Election to follow rules of spring general election membership meeting.

4.6 Officer Vacancies:

All officer vacancies must be filled by succession of the next highest-ranking officer. For example, a vacancy in the position of president will be filled by the vice-president or next highest-ranking officer.

Upon the resignation of a co-officer, the remaining co-officer has the option of serving alone or resigning. 

If a PA/PTA has one or two mandatory officer vacancies that cannot be filled by succession prior to the start of the school year, the remaining executive board members must conduct an expedited election to fill all mandatory officer vacancies by October 15. 

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 Association records. The ranking of officers for succession purposes shall be: first president, then vice-president, secretary and treasurer.

4.7 Expedited Election Process:

Expedited elections shall be held to fill vacancies in the event they cannot be filled through succession. The Executive Board shall be responsible for announcing vacancies and distributing written notice of the expedited election. All nominations must be taken from the floor, immediately prior to the election. If the election is contested, written ballots must be used in accordance with Section 4.3 of these bylaws.

Section 5 Education Council Selectors

In accordance with Chancellor’s Regulation D-140, in the case of co-presidents, co-secretaries, and/or co-treasurers, the remaining Executive Board members will determine who will be the CEC, CCSE, CCELL or CCHS selectors.

Section 6 **Maintaining and Transferring PA/PTA Records**

6.1 June Transfer of Records

The outgoing PA Executive Board shall arrange for the orderly transfer of records and information of the PA, which shall include an overview of all PA transactions for the school year, to the incoming Executive Board. At least one meeting will be scheduled during the month of June for this purpose. Any member of the Executive Board may request the assistance of the President's Council during this process.

6.2 The following PA/PTA records must be kept for 6 years: bylaws and related amendments; meeting notices, agendas, and minutes; records of officer elections other than ballots; and financial records. (See Section III for more information regarding retention of financial records). ^L_{SEP} Other PA/PTA records should be kept as long as needed.

6.3 Responsibilities of individual officers ^L_{SEP}

Prior to the conclusion of their respective terms:

- a. The president must make arrangements to provide to the newly elected president complete login information for all the PA/PTA's accounts (e.g., email, website, memberships, bank and other financials), as well as the password to the PA/PTA's computer and any keys to desks, filing cabinets, and safes. ^L_{SEP}
- b. The recording secretary must make arrangements to provide to the newly elected recording secretary the PA/PTA's bylaws, meeting notices, agendas, and minutes from both general membership and executive board meetings.
- c. The treasurer must make arrangements to provide to the newly-elected treasurer all the PA/PTA's financial records, the EIN and all information needed to access bank and other financial accounts, as well as information on the method of accounting and financial record keeping used by the PA/PTA.

Section 7 Disciplinary Actions

Any officer who fails to attend three (3) consecutive Executive Board or general membership meetings may be removed from office by recommendation of the Executive Board or motion from a member and two-thirds vote of the membership present. 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.

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

- At any general membership meeting, an association member may make a motion to begin the process of removing an Executive Board member for unsatisfactory performance.
- If above motion is approved by two-thirds of the assembled members, the general membership must select a review committee by majority vote.
- The majority of the review committee must be comprised from the general membership. An Executive Board member against whom charges are being contemplated may not serve on the review committee.

- The review committee will gather relevant information and present its findings to the general membership to allow the members to make an informed decision about the motion. The officer(s) against whom charges are being contemplated has the right to present relevant facts, documents and/or witnesses to the review committee.
- The 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 Association'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 officer(s).

Article V - Executive Board

Section 1 Composition

The Executive Board shall be composed of the elected officers of the Association and the Members-At-Large. The Executive Board may also include chairpersons of standing committees and a designee of the chairperson of the SLT. Persons employed at NYC iSchool shall be ineligible to serve as an elected officer or a Member-At-Large of the Association, even if they have a child at the school. Officers shall be expected to attend all Executive Board meetings.

Section 2 Meetings

Regularly scheduled meetings of the Executive Board shall be held monthly, September through June, on the second Wednesday of every month at 6:00 pm, unless such date shall fall on a legal or religious holiday, in which case the meeting shall be held on an alternate date.

A PA co-president will chair all executive board meetings. Should a co-president not be available the treasurer shall chair the meeting.

All PA/PTA members are entitled to attend meetings of the executive board. Member will attend as observers only unless chairing co-president agrees to hear their question or comment.

Section 3 Voting

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

Section 4 Quorum

3 members of the Executive Board, of whom at least one is an officer, shall constitute a quorum, allowing for official business to be transacted.

Article VI – General Membership Meetings

Section 1 General Membership Meetings

- 1.1. The general membership meetings of the Association shall be held on the second Wednesday of each month, from September through June, at 6:30 pm unless such day falls on a legal or religious holiday. In such instances, the meeting shall be held on the following Wednesday as determined by the Executive Board. The Executive Board shall have the power to reschedule general membership meetings in the event a scheduled general membership meeting conflicts with another school event. Written notice of each membership meeting shall be distributed in languages spoken by parents at the school, whenever possible. Notice must be sent at least ten days prior to the scheduled meeting. The date of distribution shall appear on all notices.
- 1.2. A PA co-president will chair all general membership meetings. Should a co-president not be available the treasurer shall chair the meeting.
- 1.3. All meetings, including committee and Executive Board meetings, must be held in the Association's home school. NYC iSchool is a high school with a high population of families traveling a considerable distance to the school and may seek an exception from the Chief Family Engagement Officer. Under no circumstances are PA meetings to be held in private residences or commercial venues (e.g., restaurants and private clubs).
- 1.4. All eligible members may attend and participate during general membership meetings and may speak to agenda items subject to restriction in these bylaws.
- 1.5. Observers may speak and otherwise participate, if acknowledged by the chair.

Section 2 Order of Business

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

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

Section 3 Quorum

A quorum of 8 members (2 Executive Board members, of whom at least one is an officer, and 6 parents) of the Association shall be required in order to conduct official Association business. In the absence of a quorum, the Association may have non-binding discussions.

Section 4 Minutes

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

Section 5 Special Membership Meetings

- 5.1 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 or co-presidents may call a special membership meeting with a minimum of 48 hours written notice to parents stating precisely what the topic of the meeting will be.
- 5.2 Upon receipt of a written request from 4 Association members, the president or co-president must call a special membership meeting within five working days of the request and at least with 48 hours written notice to parents.

Section 6 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

Section 1 Standing Committees

- 1.1 The Executive Board may choose to establish ad hoc committees. If a committee is to be established, the president will appoint a chairperson with the approval of the Executive Board. Chairpersons of ad hoc committees who are not Executive Board members may not vote on Executive Board issues.

Article VIII - Financial Affairs

Section 1 Fiscal Year

The fiscal year of the Association shall run from July 1st through June 30th.

Section 2

Signatories

The president or co-presidents, vice-president or co-vice-presidents, and treasurer or co-treasurer may be authorized to sign checks. All checks require the signature of at least two officers. Signatories on any check shall not be related by blood or marriage or be members of the same family or household. An Association officer may not sign a check if she/he has any direct or indirect interest in the expenditure.

Section 3

Budget

3.1 The Executive Board shall be responsible for the development and/or review of the budget process, which includes:

- a. Review of the current budget, annual financial status, accounting, expenditures and outstanding bills and to prepare a proposed budget for the next school year.
- b. Preparing a proposed budget for adoption by the membership at the June membership meeting; a copy of the budget shall be submitted to the principal upon approval by the membership
- c. The incoming Executive Board may review the proposed budget in September for presentation and discussion during the September meeting. Budget amendments may be proposed at this time.
- d. The counting and handling of any cash, checks, or money orders received at specific fund raising events, such as bake sales, parties, etc, require at least two non-related Association members to participate. Received monies shall be counted within the same day, recorded and be signed by the authorized Association members. All monies must be counted at the location of the fund raising event.
- e. No parent and/or staff member shall collect fundraising proceeds from any student without the written approval from the principal.
- f. All funds should be deposited in the bank account by authorized board members within 1 business day of receipt, but in any event, no longer than 3 business days. No funds shall be kept in a member's home but shall be secured and locked in the school.
- g. Financial records of the Association (e.g., all records reflecting income, expenditures, refunds and any other financial transactions) must be maintained on school premises for a period of six (6) years. Financial records must include interim and annual financial reports, bank statements, checkbook ledgers, deposit slips, minutes approving financial actions, and invoices. If applicable, cancelled or voided checks, vendor contracts, inventory lists of purchased or donated items, copies or records of tax exempt forms submitted for purchases, and any other record reflecting income, expenditures, or any financial transactions must also be maintained.
- h. No checks may be written payable to cash or petty cash.

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

- 3.3 All expenditures not included in the budget at the time of its adoption must be approved by resolution of the membership.
- 3.4 The Executive Board may authorize emergency expenditures in situations where the Association must expend funds to further its purposes prior to its next regularly scheduled meeting. Such emergency expenditures shall not exceed \$350 and will require a two-thirds approval by the Executive Board at an Executive Board meeting or via email. These expenditures shall be reported to the general membership at the next Association general membership meeting. At the next general membership meeting following such emergency expenditure, members must have the opportunity to vote on whether the emergency expenditure was an appropriate use of the funds. The minutes of the meeting must reflect a vote taken by the Association to accept this action.
- 3.5 A member may be reimbursed for out-of-pocket expenses if she/he submits receipts. Such expenses must be approved by the membership. Whenever possible, membership approval should be obtained prior to making an out-of-pocket expenditure. Permissible out-of-pocket expenditures are those directly related to the activities and purposes of the Association and shall be for no more than \$800 without a resolution approving such expenditure.
- 3.6 Plans for all fundraising activities conducted by the Association must be approved by the membership during a regularly scheduled meeting where a quorum is achieved. Membership approval must be reflected in the minutes of the meeting.
- 3.7 Funds raised for a particular purpose must be allocated solely for the designated purpose (e.g., funds raised for senior dues may only be used to fund payment of activities for students in that grade for that school year). Any funds remaining after full allocation to such designated purpose shall be applied for such other purposes as may be approved by a majority vote of the membership.

Section 4 Audit

- 4.1 The president may request volunteers to form an Audit Committee of 3 to 5 persons. Executive Board members who are not eligible signatories on Association checks may serve on the Audit Committee. The majority of the committee shall be comprised from the general membership.
- 4.2 The Audit Committee shall conduct an audit of all financial affairs of the Association with the help of the treasurer who shall make all books and records available to them. The Audit Committee may also recommend that an external audit of the Association's financial records be conducted.
- 4.3 Additional duties of the Audit Committee may include the examination of all relevant financial statements and records of disbursements, verification of all Association equipment and ensuring compliance with bylaw provisions for the transaction of funds.

- 4.4 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 5 Financial Accounting

- 5.1 A written Treasurer's report must be given at every general membership meeting. This report must include a statement of all transactions, including income, refunds, reimbursements and other expenditures and opening and closing balance for the applicable reporting period. Copied of such reports must be given to the Principal. The treasurer or co-treasurers shall prepare the Interim Financial Report by January 31st and the Annual Financial Report by the June meeting, including all income, expenditures, and other transactions. These reports shall be presented and reviewed by general membership. Copies of these reports shall be provided to the principal.
- 5.2 The treasurer or co-treasurers shall be responsible for all funds of the Association and shall keep accurate records in a form consistent with these bylaws and applicable Regulations of the Chancellor. In accordance with Chancellor's Regulation A-610, parents must obtain written approval from the principal before collecting fundraiser proceeds from students. The treasurer, co-treasurer or a designee 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. The treasurer or co-treasurers shall make all authorized disbursements and shall deposit all funds of the Association in a responsible banking institution selected by the Association. The use of withdrawal slips and ATM cash are prohibited. All records of the Association including checkbooks, ledgers, cancelled checks, invoices, receipts, etc., shall be maintained and secured on school premises.
- 5.3 The Association's financial records must be available for inspection by members upon request and reasonable notice, at a mutually agreeable time. All requests to review financial records must be made in writing and identify the records to be reviewed. The Association must provide an opportunity for members to review requested documents within a reasonable period of time. Reviews of financial records must be conducted in the presence of the Executive Board and 2 general members not affiliated with the request. All members present must sign a sheet identifying the reviewed documents present. Upon request, the Association must make every effort to provide members with copies of the documents reviewed.

Article IX - Amendments

These bylaws may be amended at any regular meeting of the Association by a two-thirds vote of the members present, provided the amendment 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 bylaws shall be conducted every 3 years. All provisions of these bylaws must conform to Chancellor's Regulation A-660 and Department of Education guidelines. Any PA member may present a motion at a general membership meeting to amend a provision of the bylaws that is not in compliance with CR A-660. Amendments that bring the bylaws into compliance must be voted on immediately after the motion is presented. A two-thirds vote of the membership is required for approval.

In the event that these by-laws contain any provision that conflicts with Chancellor's Regulation A-660, the provisions of the regulation shall be deemed controlling. All remaining provisions of these bylaws that are not in conflict with the Regulation A-660 shall remain in full force and effect.

Article X – Disclaimers

1. Nothing herein shall authorize the Association to operate, maintain or manage a charter school, a nursery school, an elementary school, a secondary school, a college, university or to advertise or offer credit-bearing courses or degrees in New York State.
2. Nothing herein shall authorize the Association to operate or maintain a library, museum, archive or historical society or to own or hold collections.
3. Except as authorized by Title VIII or other applicable statute, nothing herein shall authorize the Association to engage in the practice of any profession in New York, engage in the training of any profession in New York or to use a professional title or term of any profession in New York in violation of Title VIII of the Education Law.
4. It is the intention of these bylaws that the Association be operated in a manner consistent with exemption under Section 501(c)(3) of the Internal Revenue Code (IRC).
5. It shall be the policy of the Association to complete all the steps in Part V of the Association's application for Recognition of Tax-Exempt Status in the event that they should ever be requested.
6. The Association hereby adopts as its policy the statement of Conflict of Interest as stated in Appendix A attached.

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

Signed By:

Print Name:

President

President

Recording Secretary

Recording Secretary

Date

Date

Date filed with Principal (Month) (Day) (Year)

Appendix A: Conflict of Interest Policy

- 1) PA/PTA members must be careful to avoid acting in circumstances in which their personal interests conflict with their interests as PA/PTA members.
 - a. Decision Making: PA/PTA decisions must be made by participation and vote of only those officers and members who do not have a conflict of interest. [L
ISEP]
 - b. Misuse of position: PA/PTA officers and members must not use their position to benefit themselves, family members, or business associates. [L
ISEP]
 - c. PA/PTA Officer Conflicts of Interest : PA/PTA officers must not have a direct or indirect interest in any business transaction, any financial interest, or any business dealing with the school where they are an officer. Therefore, PA/PTA officers cannot work for an organization, directly or indirectly, at their school during the school day, or at an after-school, evening, weekend, holiday, or summer program. PA/PTA officers who own a business cannot, directly or indirectly, do business with their school during the school day, or with an after-school, evening, weekend, holiday, or summer program. [L
ISEP] In extraordinary circumstances, waivers may be granted by the DOE Ethics Officer. PA/PTA members who have a conflict of interest as defined above may not run for an officer position unless and until they obtain a waiver from the DOE's Ethics Officer. Waivers will be granted only in extraordinary circumstances.
 - d. PA/PTA Members Conflicts of Interest: PA/PTA members who have any direct or indirect interest in any business transaction, any financial interest or any business dealing, as discussed in Appendix A Section 1.c, with their school must refrain from participation in any decision relating to that matter. Such interest, whether direct or indirect, must be disclosed to the membership and placed in the minutes of the meeting at which the disclosure was made.

Article I **Purpose**

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

1. Interested Person

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

2. Financial Interest

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

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. 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, 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**

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.

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.

3. Procedures for Addressing the Conflict of Interest

a. 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.

b. 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.

c. 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.

d. 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.

4. Violations of the Conflicts of Interest Policy

a. 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.

b. 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:

a. 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.

b. 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**

a. 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.

b. 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.

c. 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:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. 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:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the 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.