

**PS 184M SHUANG WEN SCHOOL PARENT ASSOCIATION, INC.
NONPROFIT CORPORATE BYLAWS**

ARTICLE I: NAME

1.01 Name

The legal name of this corporation shall be PS 184M Shuang Wen School Parent Association, Inc. The business of the corporation will be conducted as PS 184M Shuang Wen School Parent Teachers Association. Within the Bylaws, “Association” means PS 184M Shuang Wen School Parent Association, Inc.

ARTICLE II: OBJECTIVES

2.01

The objectives of the Association shall be:

- (a) to provide support and resources to PS 184M Shuang Wen School for the benefit and educational growth of all students.
- (b) to promote and help develop a cooperative working relationship between parents and staff.
- (c) to foster and encourage parent and teacher communication and partnership on all levels.
- (d) to provide opportunities and training for parents and teachers to participate in school governance and educational decision-making.

ARTICLE III: MEMBERSHIP

3.01 Eligibility

Parent of students currently attending PS 184M Shuang Wen School are automatically members of the Association. “Parent” or “Parents” include parents by birth or adoption, step-parents, legally appointed guardians, foster parents, and persons in parental relation to a child currently

attending PS 184M Shuang Wen School. Parents of a child who is attending PS 184M Shuang Wen School full time while on the register of a citywide program are eligible to be members of the Association. At the beginning of each school year, the Association shall send a welcome notice to inform parents of their automatic membership status and voting rights. Membership shall be open to all teachers currently employed at PS184M.

3.02 Dues/Donations

The payment of dues cannot be a condition for participation or membership. However, each member shall be requested to make a voluntary donation of \$200.00 per student.

3.03 Voting Privileges

Each parent, step-parent, foster parent, legally appointed guardian and person in parental relation to a child / children currently enrolled at PS 184M Shuang Wen School shall be entitled to one vote. Each teacher currently employed at PS184M shall be entitled to one vote. Proxy voting or absentee balloting is prohibited. The right of a member to vote may be limited by the Conflicts of Interest restrictions outlined in Chancellor's Regulation A-660 (CR A-660).

ARTICLE IV: OFFICERS

4.01 Officers

The officers of the Association shall be: President or Co-Presidents, Vice President, Secretary, or Co-Secretaries, Treasurer or Co-Treasurer, and Title 1 Representative. The Association must elect the mandatory officers: president, secretary, and treasurer, in order to function. There shall be no qualifications for any office other than to be a parent of a child attending PS 184M Shuang Wen School.

4.02 Terms

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

4.03 Duties of Officers

(a) President/Co-Presidents: The president shall preside at all meetings of the Association and shall be an ex-officio member of all committees except the nominating committee. The president shall appoint chairpersons of the Association's committees with the approval of the executive

board. The president shall delegate responsibilities to other Association members and shall encourage meaningful participation in all parent and school activities. The president shall attend all regular meetings of the Presidents' Council and shall be a mandatory member of the school leadership team. The president shall meet regularly with the executive board members in accordance with these bylaws to plan the agendas for the general membership meetings. The president shall be one of the eligible signatories on checks. The president shall assist with the June transfer of the Association records to the incoming executive board. In the event that the Association elects co-presidents, the co-presidents must decide who will serve as the Presidents' Council member and who will serve as the mandatory member of the school leadership team and inform the general membership.

(b) Vice President: The vice president 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 shall assist with the June transfer of the Association records to the incoming executive board.

(c) Secretary/Co-Secretaries: The secretary shall record minutes at all Association meetings. The secretary's responsibilities shall include the preparation of notices, agendas, sign-in sheets, and materials for distribution. The secretary shall prepare the minutes of each Association meeting and shall distribute copies of the minutes at the next scheduled meeting for review and approval by the general membership. The secretary shall maintain custody of the Association's records on school premises. The secretary shall incorporate all amendments into the bylaws and shall ensure that signed copies of the bylaws with the latest amendments are on file in the principal's office. The secretary shall be responsible for reviewing, maintaining, and responding to all correspondence addressed to the Association. The secretary shall assist with the June transfer of all Association records to the incoming executive board.

(d) Treasurer/Co-Treasurers: The treasurer shall be responsible for all financial affairs and funds of the Association. The treasurer shall also be responsible for maintaining an updated record of all income and expenditures on school premises and shall be one of the signatories on checks. The treasurer shall adhere to and implement all financial procedures established by the Association. The treasurer shall prepare and present a report of all transactions at every executive board and general membership meeting. This report must include income, refunds, reimbursements, and other expenditures, and opening and closing balances for the reporting period. The treasurer shall also prepare the Association's interim and annual financial reports. The treasurer shall make available all books and financial records for viewing by members upon request and for audit. The treasurer shall assist with the June transfer of all Association records to the incoming executive board.

(e) Title 1 Representative: The Title 1 Representative shall be responsible for all matters related to budgeting and spending monies received by PS 184M Shuang Wen School under the Title 1 program. If the school does not qualify for Title 1 status, this position shall not be filled.

4.04 Election of Officers

Officers shall be elected by the last day of each school year for a one-year term beginning July 1. Any timeline established by the Association to complete the nominations and election process must adhere to this timeframe. The principal should be notified of the date and time of the annual election by April 1, but must be notified no later than May 1.

Employees of PS 184M Shuang Wen School may not serve as members of the executive board. This restriction applies equally to employees who have a child currently attending PS 184M Shuang Wen School.

4.05 Notice of Election

The meeting notice and agenda for the spring general membership election meeting shall be distributed in accordance with CR A-660's notice requirements. All meeting notices and agendas shall be available in English and translated into languages spoken by parents in the school, whenever possible. The distribution date shall appear on all notices. If nominations have been closed, the election meeting notice shall list all candidates in alphabetical order by surname under the office for which they are nominated.

4.06 Contested Elections and Use of Ballots

(a) Written ballots are required for all contested offices. Candidates must be listed on ballots in alphabetical order by last name for each office. Candidates running for co-offices must be listed together and voted for as a team. Where possible, ballots should contain instructions in the languages spoken by parents other than English.

(b) Ballots must remain in the meeting room until the election meeting has been adjourned. Ballots must be counted immediately following the conclusion of voting and in the presence of any members and observers.

(c) Ballots must not be removed from the school. The Association must retain ballots on school premises for one year following the date of the election or until the determination of any grievance filed concerning the election, whichever is later.

4.07 Uncontested Elections

If there is only one candidate for an office, a member must make a motion to cast one vote to elect the candidate for office. A vote of the membership is required for approval of the motion. The result of the motion must be recorded in the minutes.

4.08 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. In the event that an office cannot be filled through succession, an expedited election must be held to fill the vacancy. Officers who wish to resign their positions once an election has been certified must submit their written resignation to the secretary and immediately turn over all Association records. The ranking of officers for succession purposes shall be: president (or remaining co-president), vice president, treasurer, secretary, Title 1 representative. In the case of Co-officers, in the event one co-officer resigns, the remaining co-officer may choose to continue acting alone for the remainder of his/her term, or may serve as a co-officer with someone who is duly elected to serve in that position.

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 4.06 of these bylaws.

4.09 Executive Board

- (a) The Officers of the Association shall comprise the Executive Board.
- (b) The Executive Board shall hold meetings at PS 184M Shuang Wen School monthly, September through June. Unless otherwise determined by the Executive Board, Executive Board meetings shall occur at 8:30 a.m. on the second Monday of each month unless such date falls on a legal or religious holiday, in which case the meeting shall be held on the following Monday.
- (c) The President or one of the Co-Presidents or any group of Executive Board members constituting a majority may convene a special meeting of the Executive Board at PS 184M Shuang Wen School provided that each member of the Executive Board shall receive notice of such special meeting at least 48 hours prior to the special meeting.

(d) Dates and times of Executive Board meetings shall be publicly posted on the school calendar at <http://www.ps184m.org/calendar> at least 48 hours prior to each meeting.

(e) The President or one of the Co-Presidents shall chair each Executive Board meeting. In the absence of the President or one of the Co-Presidents, the Vice President shall preside. In the absence of the President or one of the Co-Presidents and the Vice President, any willing officer may preside.

(f) Each member of the Executive Board shall be entitled to one vote. Executive Board meeting attendees who are not Executive Board members are not eligible to vote at Executive Board meetings.

(g) A majority of the Executive Board shall constitute a quorum for the transaction of business at each Executive Board meeting.

(h) Minutes need not be taken at Executive Board meetings except to record determinations of the Executive Board.

(i) All Association members are entitled to attend Executive Board meetings. Individuals who are not members of the Association may attend executive board meetings only with approval of the Executive Board. Executive Board meeting attendees who are not Executive Board members may participate in discussion only when recognized by the meeting chair.

(j) Any action required or permitted to be taken by the Executive Board may be taken without a meeting if all Executive Board members consent to the adoption of a resolution authorizing the action. Such consent may be sent by electronic mail. The resolution and consents thereto by the Executive Board members shall be filed with the minutes.

ARTICLE V: COMMITTEES

5.01 Standing Committees

The Association shall appoint standing committee chairpersons and create sub-committees as deemed necessary.

5.02 Standard Ad Hoc Committees

Ad-hoc committees may be established by Executive Board approval. Chairpersons of ad hoc committees will not be allowed to vote on Executive Board issues. Standard ad hoc committees may include: Nominating, Audit, and Bylaws.

(a) Nominating Committee: Discussion of the upcoming election and the need for volunteers on the Nominating Committee shall be raised at the February general meeting. The Nominating Committee must be established during the March general membership meeting. The Nominating Committee shall consist of three to five members. Members of the committee must come from the general membership. The Nominating Committee shall choose one of its members to serve as chairperson. No person employed at PS 184M Shuang Wen School shall be eligible to serve on the Nominating Committee. No person who is running for office may serve as a member of the Nominating Committee.

The Nominating Committee shall solicit candidates from the membership in writing. Notices should be translated into languages spoken by parents in the school, whenever possible. The Nominating Committee will also be responsible for conducting the election meeting.

The Nominating Committee's duties include the following:

- Canvassing the membership for eligible candidates;
- Preparing and distributing all notices of any meeting pertaining to the nomination and election process, in accordance with CR A-660;
- Preparing ballots, attendance sheets, a ballot box, tally sheets, and all other materials pertaining to the election;
- Verifying the eligibility of all interested candidates prior to the election;
- Ensuring that an opportunity for nominations, including self-nominations, be taken from the floor and then officially closed during the May meeting;
- Scheduling the election at a time that ensures maximum participation;
- Ensuring that only eligible members receive a ballot for voting;
- Ensuring that the election is certified by the principal or his/her designee immediately following the election.

If a Nominating Committee cannot be formed, the Association must proceed with an expedited election - a single meeting where all nominations are taken from the floor for all offices immediately prior to the election.

The election of parent members to the School Leadership Team (SLT) may take place during the same meeting as officer elections. Once the election of PTA officers has concluded, the election of parent members to the SLT may begin. SLT parent members shall bear responsibilities indicated in the Bylaws of the School Leadership Team of P.S. 184M Shuang Wen School and Chancellor's Regulation A-655.

(b) Audit: An Audit Committee may be formed in to conduct an internal audit of all financial affairs of the Association. The Audit Committee must be selected by the general membership and be composed of a majority of general members. The Treasurer shall make all books and records available to the Audit Committee. The Audit Committee shall prepare a written report to be presented to the membership at a general membership meeting or upon completion of their review and investigation.

(c) Bylaws: A Bylaws Committee shall be formed approximately every three years, or more frequently if necessary, to review, revise, and update the Association bylaws.

5.03 Meetings and Action of Committees

Minutes shall be kept of each meeting of any committee and shall be filed with the Association's records. The Executive Board may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

Communication: When active, committees shall make reports at monthly PTA meetings at the request of the President / Co-President. Members of committees should make all efforts to communicate with the Executive Board on a regular basis as to the Committee's activities, including scheduling of events. Information to be disseminated to the general membership via students' backpacks must be approved by the Executive Board and the administration prior to distribution.

ARTICLE VI: GENERAL MEMBERSHIP MEETINGS

6.01 General Membership Meetings

General membership meetings of the Association shall be held monthly, September through June. A schedule of proposed general membership meeting dates stating when and at what time these meetings are held shall be prepared by the Executive Board for distribution at the first general membership meeting of the school year. Unless otherwise determined by the Executive Board, general membership meetings shall occur at 6:00 p.m. on the Wednesday following the second Monday of each month unless such Monday or Wednesday falls on a legal or religious holiday, in which case the meeting shall be held on the following Wednesday.

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.

Notice must be sent at least 10 calendar days prior to the scheduled meeting, unless the meeting date has been included on the yearly school calendar distributed to all members and/or posted on the school website more than 10 days prior to the scheduled meeting. Additional reminders may be provided within 10 days of a meeting using signs on the front door of the school and other locations, along with other forms of communication to the membership, such as telephone messages from the school to all members.

All meetings, including committee and Executive Board meetings, must be held in the Association's home school. Under no circumstances are Association meetings to be held in private residences or commercial venues (e.g., restaurants and private clubs).

All eligible members may attend and participate in general membership meetings.

Non-members may only speak or otherwise participate, if acknowledged by the presiding officer.

Under no circumstances is rude and uncooperative behavior acceptable in Association meetings or other dealings, whether with fellow Association members or school staff. Reports from school staff, students, or other volunteers may result in losing the privilege of serving on a committee and attending meetings. In addition, members will be called out of order if their comments and input is contrary or disruptive to what is on the meeting agenda, and the meeting will continue as scheduled.

6.02 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
- Treasurer's Report
- Principal's Report
- School Leadership Team Report
- Committee Reports
- Old Business
- New Business
- Adjournment

All of the reports listed previously might not be available at each general meeting, in which case those reports will be excluded from the agenda for that meeting.

6.03 Quorum

A quorum of at least eight members of the Association, including a minimum of two members of the Executive Board and six parent members, shall be required in order to conduct official Association business.

6.04 Minutes

Minutes of the previous meeting shall be available in written form for review, comment, and/or approval at the following general membership meeting. If unforeseen circumstance precludes having minutes from the previous meeting at the following meeting, these minutes will be available at the next following meeting. The minutes of any Association meeting must be made available to any member upon request.

6.05 Special Membership Meetings

A special membership meeting may be called to deal with a matter of importance that cannot be postponed until the next general membership meeting. The president may call a special membership meeting with a minimum of 48 hours notice to parents stating precisely what the topic of the meeting will be. Formal notice may also be provided using signs on the front door of the school and other locations, along with other forms of communication to the membership, such as telephone messages from the school to all members.

Upon receipt of a written request from eight (8) association members, the president must call a special membership meeting within five calendar days of the request and provide 48 hours written notice to parents.

6.06 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: FINANCIAL AFFAIRS

7.01 Fiscal Year

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

7.02 Signatories

The President or Co-Presidents, Vice President, Treasurer, or Secretary may be authorized to sign checks. All checks require at least two signatures. The two signatories of a check may not be related by blood or marriage. Under no circumstances may spouses, siblings, in-laws, or other relatives or members of the same household sign the same Association check. An Association member may not sign a check, if she/he has any direct or indirect financial interest in the expenditure. For instance, a member may not sign a check to any company owned in whole or in part by that member.

7.03 Budget

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

- (a) The outgoing Executive Board must review the current budget, annual financial status, accounting, expenditures, and outstanding bills and prepare a proposed budget for the next school year.
- (b) The proposed budget must be presented to and approved by the membership no later than the June general meeting.
- (c) The incoming Executive Board must review the proposed budget in September for presentation and discussion during the September general meeting. Budget amendments may be proposed at this time.
- (d) The Treasurer must present the budget process for membership approval no later than the October general meeting.
- (e) The counting and handling of any cash, checks, or money orders received by the Association, must be completed by at least two Association members. These Association members cannot be related by blood or marriage. Funds must be counted in the school on the same day of receipt. The Association's financial records must display the total amount of funds and the signatures of the Association members who participated in counting the funds.
- (f) The principal's written consent is required when a fundraising activity is held during school hours or on school property.

(g) All funds should be deposited in the bank account by authorized Association members within one business day of receipt, to the extent practical, but in any event, no longer than three business days. If the deposit will not be made within one business day, the Treasurer must ensure that all funds are secured in a locked location on school premises. The Treasurer must obtain written acknowledgement from the principal, when Association funds are secured in the school. Under no circumstances may fundraiser proceeds be stored in a member's place of work or residence.

(h) Documentation related to every transaction must be maintained at the school (e.g., cancelled checks, deposit receipts, purchase orders, Association minutes related to the financial transactions, etc.).

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

All expenditures not included in the budget at the time of its adoption must be approved by vote of the general membership.

The Executive Board is authorized to make an emergency expenditure not to exceed \$1,500.00 with a two-thirds approval of the Executive Board. Emergency expenditures are appropriate for the following purposes: operational expenses and other expenses deemed necessary by the Executive Board. These expenditures shall be reported to the membership at the next general meeting, by the Treasurer. The minutes of the general meeting must reflect a vote taken by the Association to accept this action.

A member of the Executive Board is authorized to make an out of pocket expenditure not to exceed \$200.00 with a two-thirds approval of the Executive Board. Out of pocket expenditures are appropriate for the following purposes: operational expenses. These expenditures shall be reported to the membership at the next general meeting, by the Treasurer. The minutes of the general meeting must reflect a vote taken by the Association to accept this action.

Any donations to the Association and fundraisers organized by the Association which are targeted to a specific line-item / group other than the Association General Fund (“targeted donations / fundraisers”) must be approved by a majority of the Executive Board and all fundraisers must be approved by the Association at a regularly scheduled association general meeting.

7.04 Audit

The president shall request volunteers to form an Audit Committee of three to five 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 of general members.

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 the Audit Committee.

Additional duties of the Audit Committee may include examining all relevant financial statements and records of disbursements, verifying all Association equipment, and ensuring compliance with bylaw provisions for the transaction of funds.

The Audit Committee shall prepare a written audit report to be presented to the membership at a general membership meeting upon completion of the financial review and investigation. This report shall be included for review and discussion during the June transfer of records.

7.05 Financial Accounting

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

The Treasurer 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 and at least one other officer shall transport all funds to the bank. Deposit slips shall identify the source of all deposited funds. All parties involved in financial transactions shall initial the deposit slips. All financial records of the Association including checkbooks, ledgers, cancelled checks, invoices, receipts etc., shall be maintained and secured on school premises.

7.06 Use of Funds

Association funds shall only be used to further the objectives stated in section 2.01, subject to a determination by a two-thirds majority of the executive board.

7.07 Spending Limit

The Association shall not spend more than one quarter of its funds during any ninety day period unless any such spending is approved by a two-thirds majority of the executive board and by a two-thirds majority of the general membership.

ARTICLE VIII: CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

8.01 Contracts and Other Writings

Except as otherwise provided by resolution of the Executive Board, all contracts, deeds, leases, mortgages, grants, and other agreements of the Association shall be executed on its behalf by the Treasurer or other persons to whom the Association has delegated authority to execute such documents in accordance with policies approved by the Executive Board.

8.02 Loans

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name.

ARTICLE IX: MISCELLANEOUS

9.01 Books and Records

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its as required by CR-660 and all applicable law. In addition, the Association shall keep a copy of the Association's Articles of Incorporation and Bylaws as amended to date.

9.02 Conflict of Interest

The Association shall adopt and periodically review a Conflict of Interest Policy to protect the Association's interest when it is contemplating any transaction or arrangement which may benefit any officer, employee, affiliate, or member of a committee with Board-delegated powers.

9.03 Nondiscrimination Policy

The officers, committee members, employees, and persons served by this Association shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Association not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

9.04 Bylaw Review and Amendments

These bylaws may be amended at any regular meeting of the Association by a two-thirds vote of the members present, provided the amendment was presented in writing to the membership at the previous meeting, and appears in the notice of the meeting at which it is to be amended.

Amendments are effective immediately unless otherwise specified. A thorough review of these bylaws shall be conducted every three years. All provisions of these bylaws must conform to CR A-660 and Department of Education guidelines.

Any member may present a motion at a general membership meeting to amend a provision of the bylaws not in compliance with CRA-660. Amendments bringing 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.

These bylaws may be amended at any regular meeting of the Association by a two-thirds vote of the members present, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the Association to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of Executive Board members. An amendment that does affect the voting rights of Executive Board members further requires ratification by a majority vote of a quorum of Executive Board Members at an Executive Board meeting.

(c) that all amendments be consistent with the Articles of Incorporation.

9.05 Education Council Selectors

In the case of Co-Presidents, Co-Secretaries, and/or Co-Treasurers, the remaining Executive Board members will vote to choose who will be the Community Education Council, Citywide Council on High Schools, or District 75 Council selector(s).

9.06 June Transfer of Records

Outgoing Executive Board members must ensure that records are transferred to the newly elected Executive Board members, including all parent contact information obtained during their term of office. Transfers must occur on school premises, in the presence of the principal, the next practicable day after the election. 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.

9.07 Severability

The invalidity or unenforceability of any provision in these Bylaws shall not affect the validity or enforceability of the remaining provisions.

ARTICLE X: AMENDMENT OF ARTICLES OF INCORPORATION

10.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Executive Board. Such amendment will be binding only if approved by a two-thirds vote of the members of the Association.