

EXECUTION COPY

BYLAWS
OF
MNS/PTA Inc.

ARTICLE I

The name of the Association shall be: MNS/PTA Inc. (hereinafter the "PTA").

ARTICLE II

Objectives

1. To provide support and resources to the school for the benefit and educational growth of the children.
2. To promote and help develop a cooperative working relationship between the parents and staff of our school.
3. To develop parent leadership and build capacity for greater involvement.
4. To foster and encourage parent participation on all levels.
5. To provide opportunities and training for parents to participate in school governance and decision-making.

ARTICLE III

Membership

Section 1. Eligibility. Membership in the PTA shall be limited to parents, by birth or adoption; step parents, foster parents, legally appointed guardians or; "persons in parental relation" to students currently attending the Manhattan New School (hereinafter referred to as MNS) as well as all teachers currently employed at MNS. In the beginning of each school year, a welcome letter from the PTA shall inform parents, by birth or adoption; step parents, foster parents, legally appointed guardians; or "persons in parental relation" to students currently attending MNS about the PTA and encourage their participation.

Section 2. Donations. Each family shall be requested to make a voluntary donation. The Executive Board will decide the amount of the suggested donation. Donations are not a requirement for membership, voting or running for office.

Section 3. Voting Privileges. Each parent or guardian (as defined in Section 1) of a child/children currently enrolled at MNS shall be entitled to one vote. Proxy voting or absentee balloting is prohibited. Each teacher currently employed at MNS shall be entitled to one vote.

Section 4. Conflicts of Interest. PTA members must be careful to avoid acting in circumstances in which their personal interests conflict with their interests as PTA members. Applicable rules for determining conflicts of interest are set forth in Chancellor's Regulation A660, Section I.E.4.

ARTICLE IV

Officers

Section 1. Titles. The officers of the PTA shall be: President or Co-Presidents (up to two), Vice President or Co-Vice Presidents (up to three), Treasurer or Co-Treasurers (up to two), Assistant Treasurer or Co-Assistant Treasurers (up to two), Recording Secretary, and Corresponding Secretary. Pursuant to Chancellor's Regulation A-660, the PTA must elect the mandatory core officers (President, Recording Secretary and Treasurer) in order to be a functioning PTA. Such elections must be conducted in accordance with Chancellor's Regulation A-660, Section I.G.

In the event that no eligible Parent is interested in running for a sole officer position, the PTA may take nominations for the office to be split among co-officers. Each co-officer must assume the duties of such office as outlined below.

Section 2. Term of Office. The term of office shall be from July 1st through June 30th. Officers shall be elected in the spring for a one year term beginning July 1st and ending June 30th of the following year and shall continue to serve as long as they have a child enrolled in the school and are not employed at MNS.

All efforts shall be made for the election of the Kindergarten and PreK (if applicable) Delegates to be held no later than the October general membership meeting. No Kindergarten or PreK Delegate may be elected prior to the September/October general membership meeting. The election of Kindergarten and PreK Delegates shall be conducted in accordance with the Expedited Elections procedure set forth in Chancellor's Regulation A-660, Section F.4.

Section 3. Term Limits. Each officer position shall be limited to two consecutive one year terms in that position. A parent may be elected to serve a third term provided no other parent is nominated and willing to serve.

Section 4. Duties of Officers and Grade Delegates.

Section 4.1 President or Co-Presidents: The President or Co-Presidents shall preside at all meetings of the PTA and shall be ex officio members of all committees except the Nominating Committee. The President or Co-Presidents shall provide leadership for the PTA's members. The President or Co-Presidents shall appoint Chairpersons of PTA committees with the approval of the Executive Board. The President or Co-Presidents shall delegate responsibilities to other PTA members and shall encourage meaningful participation in all parental activities. The President or Co-Presidents will actively solicit advice from the Executive Board to plan the agenda of the general membership meetings. The President or Co-Presidents shall be signatories on checks. The President or Co-Presidents shall act as liaisons between the parent body and the school administration.

The President or designated Co-President (or designee) shall represent the PTA on District Committees. The President or the designated Co-President (or their designee) shall attend all meetings of the Presidents' Council and the President or the designated Co-President shall be a core member of the School Leadership Team and the school's Safety Committee. In the case of Co-Presidents, they shall decide among themselves (any disputes to be resolved by vote of the Executive Board) who will be the member of the School Leadership Team, the Presidents' Council and any other committees where only one of the Co-Presidents is required. If the President who is the member of the Presidents' Council is unable to attend the Presidents' Council meetings, the President must transfer all voting rights to a designee of her/ his choosing. Designees must be approved by vote of the membership. The results of the vote must be recorded in the minutes of the meeting. The President or Co-Presidents shall assist with the June transfer of PTA records to the incoming Executive Board.

Section 4.2 Vice President or Co-Vice Presidents: The Vice President or Co-Vice Presidents shall assist the President or Co-Presidents and assume the President's or Co-Presidents' duties in the temporary absence of either one. The Vice President or Co-Vice Presidents(s) shall provide guidance and direction for the Grade Delegates and Committee Chairs (including event data and recordkeeping), and are responsible for overseeing by-law and regulation interpretation and enforcement and insurance maintenance. They shall assist with the June transfer of PTA records to the incoming Executive Board.

Section 4.3 Recording Secretary: The Recording Secretary shall write meeting minutes; keep track of all motions and related calls for consensus and votes; cast the record of votes during elections; prepare sign-in sheets at meetings; and distribute monthly draft and adopted meeting minutes to the membership. The Recording Secretary shall maintain custody of the books and records pertaining to the PTA except those of the Treasurer. Prior to the conclusion of the Recording Secretary's term, she/he must make the necessary arrangements to provide the PTA's bylaws, meeting notices, agendas, and minutes from both the general membership meetings and the Executive Board meetings to the newly elected Recording Secretary. The Recording Secretary shall assist with the June transfer of PTA records to the incoming Executive Board.

Section 4.4 Corresponding Secretary: The Corresponding Secretary shall be responsible for communication and should prepare responses to correspondence (mail or email) at the request of the President or Co-Presidents. The Corresponding Secretary shall prepare minutes in the absence of the Recording Secretary. The Corresponding Secretary shall maintain an updated list of the Membership and shall be responsible for preparing and distributing notices of all PTA meetings and events. The Corresponding Secretary shall assist with the June transfer of PTA records to the incoming Executive Board.

Section 4.5 Treasurer or Co-Treasurers: The Treasurer or Co-Treasurers shall be responsible for all financial funds and affairs of the PTA. They shall also be responsible for maintaining an updated record of income and expenditures and shall be signatories on checks. They shall be prepared to present and provide copies of financial reports at all PTA meetings. They shall also prepare and provide the January 31st and June annual accounting reports. They shall make available all books and financial records for viewing by members upon request and for audit. The Treasurer or Co-Treasurers shall be responsible for addressing the "Tax matters" as defined in the Internal Revenue Code and other relevant taxing authorities. The Treasurer or Co-Treasurers shall chair the Budget Committee. Prior to the conclusion of a Treasurer or Co-Treasurer's term, she/he must make necessary arrangements to provide all financial records as well as information on the method of record-keeping used by the PTA to the newly elected Treasurer or Co-Treasurers during the June transfer of records.

Section 4.6 Assistant Treasurer or Co-Assistant Treasurers: The Assistant Treasurer or Co-Assistant Treasurers shall assist the Treasurer or Co-Treasurers in fulfilling their duties, as described above, and these responsibilities may include payroll, deposits and tracking of online revenue and expenditure sources. An Assistant Treasurer or a Co-Assistant Treasurer will not be a signatory on checks.

Section 4.7 Grade Delegates: The Grade Delegates (members of the Executive Board pursuant to Article V) shall facilitate communication between the parents in their grade, teachers and the PTA. Each group of Grade Delegates is responsible for the planning and execution of two or three PTA-sponsored events in the course of the school year, to be determined at the first Executive Board meeting of the school year. This can include a grade-wide cocktail party for community building. They are responsible for meeting with all class parents in their grade, coordinating with class parents on PTA events when applicable, and disseminating PTA information, as appropriate. The Grade Delegates are the eyes, ears, and voice of the PTA within each grade and have responsibility for dissemination and facilitation of PTA communication. All PTA Delegates should have an annual group meeting across the grades to discuss best practices.

Section 4.8 School Leadership Team Membership. The President or the designated Co-President of the PTA shall automatically serve as a core member of the School Leadership Team. All other parent members shall be elected by the general membership. No person employed at MNS shall be eligible to serve as a parent member representative on the School Leadership Team.

(a) **School Leadership Team Nominations and Elections:** School Leadership Team Parent member representative elections will be held in accordance with term limits as set forth in the School Leadership Team Bylaws. Notice of School Leadership Team

vacancies and election information will appear on the May general membership meeting notice. Nominations for School Leadership Team Parent members will be taken at the May general membership meeting. Nominations may be from the floor or in writing to the President or Co-Presidents and will be closed at this meeting. Nominees need not be present to submit their names or to be nominated by another member.

(b) Election: Notice of the Election of School Leadership Team members will be included in the notice of the general membership meeting. Election of School Leadership Team members shall take place following the election of the Executive Board at the May general membership meeting.

(c) Vacancy: A vacancy shall be filled by a special expedited election held at a general membership meeting.

Section 5. Election of Officers and Grade Delegates The election of officers of the PTA for each school year must be held by the last day of school in June. Any timeline established by the PTA to complete the nominations and election process must adhere to this timeframe.

Section 5.1 Formation of Nominating Committee. The Nominating Committee shall be established during the February general membership meeting. The Nominating Committee shall consist of three to five members selected by vote of the membership. No person employed at MNS may serve on the Nominating Committee. Members of the Nominating Committee are not eligible to run for office. The Nominating Committee shall choose one of its members as Chairperson.

Section 5.2 Nominating Committee Duties. The Nominating Committee shall seek out the membership in writing, in English and other languages as appropriate, for recommendations of candidates for all offices. The Nominating Committee will also be responsible for conducting the election process. This includes the following:

- D Canvassing the membership throughout the months of February through May for all eligible candidates in ways that maximize member participation. Any written notices soliciting recommendations must be distributed to the entire membership.
- D 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, wherever possible.
- D Preparing ballots, attendance sheets, ballot box, tally sheets and all other materials pertaining to the election.
- D Determining and verifying the eligibility of all interested candidates, prior to the election; eligibility shall be determined in consultation with the principal and his/her designee. Parent members are eligible to run for any office, provided that: (i) they have not been prohibited by the Chancellor, the Chancellor's designee, or the Chief Family Engagement Officer; (ii) they are not excluded by a term limit provision present in the bylaws; and (iii) they meet the criteria for membership. Parent members with one child graduating and another child entering the school may only

run for a non-mandatory office during spring elections. The principal must certify to the membership that the candidates being considered are eligible to run for office;

- D Reporting the names of previously nominated candidates during the May meeting.
- D 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 May Meeting (the same meeting at which the election will be held).
- D Informing the Principal, in writing, of the date and time of the election no later than April 1st. If the Principal is not so notified by May 1st, he/s he must request a scheduled date and time for the election meeting from all Executive Board members. If the Executive Board members fail to respond within seven calendar days, the Principal must notify all parents and convene a meeting in May to form a nominating committee and schedule elections.
- D Ensuring that only eligible members receive a ballot for voting. The principal or his/her designee must verify each individual's eligibility to vote by confirming the individual qualifies as a member of the PTA prior to the distribution of ballots.
- D Completing the spring election during the May meeting.
- D Ensuring that the election is certified by the Principal or his/ her designee immediately following the election (see Section 6).
- D Maintaining on file (on school premises) the ballots from any contested election for a period of one year or until a determination of any grievance filed, whichever is longer.

Section 5.3 Notices. The meeting notice and agenda for the spring general membership election meeting shall be distributed not less than ten calendar days prior to the event. The notice should include a list of all Executive Board positions, an acknowledgement that the only qualification for all offices is that the candidate be a parent of a child in the school, term limits (if applicable) and how parents can be nominated for office. All meeting notices and agendas shall be available in English and translated, wherever possible. The distribution date shall appear on all notices. The notice shall list all candidates in alphabetical order by surname under the office for which they were nominated. The meeting notice for the Pre-K and Kindergarten grade delegate elections in the fall shall be distributed with at least ten calendar days notice and shall describe the duties and responsibilities of the Pre-K and Kindergarten grade delegates.

Section 5.4 Elections and Use of Ballot.

- D PTA Executive Board Elections must be held by the last day of school in June.
- 0 Voting shall be by written ballot in accordance with Chancellor's Regulation A660. If there is only one candidate for each office, by motion and vote of the membership, the Recording Secretary shall be instructed to cast one vote for the entire slate and that action must be included in the minutes.
- 0 Names of candidates shall appear on the ballot in alphabetical order under the title of the office for which they were nominated.
- 0 Ballots shall be printed in English and other languages as appropriate.
- D Ballots shall be distributed following a member's signing of the verification sheet.
- 0 The elections shall be held during a general membership meeting in order to encourage maximum member participation.
- D Ballots shall be counted immediately following the election and in the presence of members.
- D Ballots must remain in the meeting room until the Election Meeting has been adjourned.
- D Ballots shall be retained for six months by the Chairperson of the Nominating Committee. If he/she will no longer be an eligible member after June 30th, the ballots shall be turned over to the incoming Recording Secretary.

Section 5.5 Candidate Rights in Contested Elections. During the election meeting, candidates in a contested election must be provided with an opportunity to address the membership prior to voting. Written statements may be distributed by a candidate at the election meeting (no other campaigning is permitted, see Section 5.7 below). If a candidate is not able to be present, another person may read the candidate's statement.

Section 5.6 Campaigning. No materials in support of a candidate or slate of candidates may be distributed or posted on school premises or on the school's website by any candidate, supporter, or the PTA. Any individual who violates this provision jeopardizes the candidate's eligibility to be elected to office. Candidates who violate this provision will be subject to disqualification and deemed ineligible for office for that election year and prohibited from serving on any PTA or PA executive board, school or district leadership team, school or district Title I Parent Advisory Council and CEC, CCSE, CCIIS, or CCELL.

Section 5.7 Presence for Vote. A candidate for office need not be present at the time of the election to be able to run. A candidate must make every effort to advise the nominating committee that she/he cannot attend the election.

Section 6. Certification of the Election. The Chairperson of the Nominating Committee or another member designated by the Chairperson shall announce the results of the election. The Principal (or his/her designee) shall be responsible for certifying the election according to the process laid out in Chancellor's Regulation A-660. At the time of certification, the Executive Board members may elect to permit the Division Family and Community Engagement (FACE) to forward its personal phone number and/or email address to the appropriate presidents' council.

Section 7. June Transfer of Records. All PTA records must be maintained for 6 years. 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. Outgoing Executive Board members may not retain copies of PTA records, including parent contact information. Transfers must occur on school premises.

Prior to the conclusion of a Recording Secretary's term, she/he must make the necessary arrangements to provide the PTA's bylaws, meeting notices, agendas and minutes from both general membership and Executive Board meetings to the newly elected Recording Secretary.

Prior to the conclusion of a Treasurer or Co-Treasurer's term, she/he must make the necessary arrangements to provide all financial records, as well as information on the method of record keeping used by the PTA to the incoming Treasurer or Co-Treasurers.

Section 8. Vacancies. The PTA shall notify the principal and membership in writing of any vacancy in an office within five calendar days and specify whether the vacancy will be filled by succession, an expedited election or a special election.

Section 8.1 A vacancy in an Executive Board officer position, other than the position of Grade Delegate, shall be filled by succession. The ranking of officers for purposes of succession is as follows: President or Co-Presidents, Vice President or Co-Vice Presidents, Treasurer or Co-Treasurers, Recording Secretary, Corresponding Secretary, Assistant Treasurer or Co-Assistant Treasurers.

Section 8.2 If a Mandatory Office cannot be filled by succession, the PTA must follow the expedited election process, as set forth in Chancellor's Regulation A-660.

Section 8.3 Officers who wish to resign their positions 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 Corresponding Secretary.

Section 9. Special Election Process. The Executive Board shall be responsible for announcing any vacancies that may occur, and ensuring that all vacancies are filled as soon as practical but in any case in no more than sixty days from the time the vacancy occurred. If a special election is to be held, it will be held at the next general membership meeting pursuant to the same procedures as the expedited election (set forth in Chancellor's Regulation A-660). A candidate is not required to be present at the meeting to be eligible to run in a special election.

Section 10. Disciplinary Action. Any officer or Executive Board member, who fails to attend three consecutive Executive Board meetings without good cause following written notice from the Executive Board, 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 PTA's notice and agenda must cite that a vote will be taken by membership as a disciplinary action against an Executive Board member.

Officers and Executive Board members accused of misconduct or neglect of duty may be removed only after:

- D Any PTA member presents a motion during any meeting of the PTA assembly to appoint a review committee. The motion must be approved by majority vote of the general membership present.
- D The majority of the review committee must be comprised of the general membership. Executive Board members being investigated may not serve on the committee.
- D The review committee must investigate, examine and review all relevant documents, interview witnesses, etc., in order to conduct their fact-finding review. All pertinent facts and information must be considered. The officer(s) against whom charges are being contemplated has the right to present relevant facts, documents and witnesses.
- D The committee must present its findings and recommendations during a general membership meeting within a period not to exceed sixty calendar days from the date of the establishment of the review committee. The PTA'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 PTA, the Grade Delegates (two or three from each grade) and Chairpersons of Standing Committees. Executive Board members shall be expected to attend all Executive Board meetings

and shall be subject to removal under Article IV, Section 10 unless a good and valid reason is rendered in writing. All meetings of the Executive Board and subcommittees must be open to the full membership of the PTA.

Section 2. Meetings. Regularly scheduled meetings of the Executive Board shall be held monthly during the school year on the last Wednesday at 7:00 p.m, unless the PTA General Membership Meeting of that month is held in the morning, in which case the Executive Board meeting will be held at 6pm the evening before the General PTA meeting, unless such day shall fall during a school holiday, in which case the meeting shall be held the preceding or following week, or unless a scheduling change is made with at least ten calendar days written notice. All Executive Board meetings must be held at MNS except in extenuating circumstances. Under no circumstances are any meetings of the Executive Board to be held in private residences. Written notice of each Executive Board 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.

Section 3. Voting. Each member of the Executive Board shall be entitled to one vote.

Section 4. Quorum. One more than half of the members of the Executive Board shall constitute a quorum allowing official business to be transacted.

Section 5. Minutes. Minutes must be taken of all Executive Board meetings and must be made available to all PTA members upon request.

Section 6. Contact Information. The Executive Board shall make available to the membership a list of the officers, including their names and either a personal telephone number or email address where members may contact that officer. The list shall not include home address.

ARTICLE VI

General Membership Meetings

Section 1. Meetings.

Section 1.1 General membership meetings of the PTA shall be held at least nine times during the school year, September through June, and such other time as the Executive Board may determine.

Section 1.2 Regularly scheduled meetings of the PTA shall be held monthly. These meetings will alternate monthly, between the evening and the morning. Evening meetings shall be held at 6 p.m. on the last Wednesday of the month. Morning meetings shall be held at 7:45 a.m. on the last Thursday of the month. The Executive Board shall have the power to reschedule general membership meetings in the event a scheduled general membership meeting falls on a legal or religious holiday or conflicts with another school or community event. Written notice must be sent at least ten (10) calendar days prior to the scheduled meeting, as set forth in Section 2.

Section 1.3 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).

Section 2. Notice. Written notice of each general 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.

Section 3. Attendance and Participation. All eligible members may attend and participate during the general membership meetings and may speak to agenda items subject to restrictions in these bylaws. Observers may speak and otherwise participate, if acknowledged by the Chair. Meetings must be non-exclusive and open to the general public in accordance with NYS Education Law.

Section 4. Order of Business. The suggested order of business at meetings of the PTA shall be:

- Call to order
- Approval of minutes
- Principal's report
- Treasurer or Co-Treasurers' report
- President or Co-P residents' Report
- Committee reports
- Old business
- New business
- Adjournment

Section 5. Quorum. A quorum shall consist of at least eight members, including a minimum of two Executive Board members (one of whom must be the President or one of the Co-Presidents) and six parent members. A quorum is required to conduct official PTA business. In the absence of a quorum, the PTA may have non-binding discussions.

Section 6. Minutes. Minutes of the previous general or special membership meeting shall be available in written form and read for approval at the next general membership meeting. The minutes must be available upon request to any member and shall be filed in the principal's office if practicable.

Section 7. Special Meetings.

A special membership meeting shall be called to deal with a matter(s) of importance that cannot be postponed until the next general membership meeting. The President or Co- Presidents may call a special membership meeting with a minimum of forty-eight hours written notice (email is sufficient for these purposes) to parents stating precisely what the topic of the meeting will be. In addition, upon receipt of a written request from five PTA members, the President or Co -Presidents must call a special membership meeting within five calendar days of the request and with forty-eight hours' written notice to parents.

Section 8. Parliamentary Authority. Robert's Rules of Order Newly Revised shall govern all questions not covered by these bylaws provided they are not inconsistent with law policy, regulation and these bylaws.

ARTICLE VII

Committees

The President or Co-Presidents will appoint Standing Committee Chairpersons or Co-Chairpersons with the approval of the general membership. Ad hoc committees shall be established by Executive Board approval. Only Chairpersons or Co -Chairpersons of Standing Committees shall be members of the Executive Board.

Standing Committees

Community Outreach. Representatives of the Community Outreach Committee will attend community meetings as appropriate. The Community Outreach Committee will report back to the Executive Board and to the general membership on ongoing issues that impact the population of MNS and the NYC public school system.

There shall be a Community Outreach Committee Chairperson or Co-Chairpersons (up to three).

Fundraising. The Fundraising Committee is responsible for supervision of fundraising activities and developing and proposing to the Executive Board new methods of fundraising for the PTA in the interest of continuing the growth of the activities of the PTA.

All fundraising activities must be approved by the membership at a general membership meeting no later than the June meeting before the fundraising activity is initiated, with such approval recorded in the minutes. Other fundraisers can be added during the year at a General Membership PTA meeting.

(a) reported on to the membership by the Treasurer or Co-Treasurers or designated member of the Fundraising Committee, including a brief statement showing the total amount of money raised, expenses, and net proceeds; and

(b) conducted in compliance with the Chancellor's Regulations on Parents Associations and the Schools (A-660, Section III C), Chancellor's Regulations on Flea Markets (A-650), Fund Raising Activities and Collection of Money from Students (A610), and Sale of Nutritious and Non Nutritious Foods (A-812).

In addition to the requirements set forth above, fundraising activities involving students during school hours must be:

(c) planned jointly by the PTA with the principal: and

(d) approved by the principal in writing (See Chancellor's Regulation A-610).

Technology. The Technology Committee is responsible for administering the PTA's website, including posting and removing content and ensuring functionality of the website. Content of the website is subject to approval of the PTA President or Co-Presidents. The Technology Committee is also responsible for maintaining the other systems used by the PTA. The "Webmaster" is the Chairperson of the Technology Committee and therefore a member of the Executive Board.

MNS Bulletin. The MNS Bulletin Committee is responsible for editing the PTA's periodical newsletter. Content of MNS Bulletin is subject to approval of the PTA Co-Presidents. The "Editor" of MNS Bulletin is the Chairperson of the MNS Bulletin Committee and therefore a member of the Executive Board.

Budget. The Budget Committee is responsible for drafting a written review of the prior year's budget, preparing a proposed budget and presenting the budget process. The Treasurer or Co-Treasurers are the Chairperson or Co-Chairpersons of the Budget Committee. The role of the Budget Committee is further detailed in Article VIII, Section 3.

Audit. The Audit Committee is responsible for preparing an audit of all financial affairs of the PTA. The role of the Audit Committee is further detailed in Article VIII, Section 7.

Lunch Club. The Lunch Club Committee is responsible for managing PTA sponsored programs offered to students during lunch time. There shall be a Lunch Club Committee Chairperson or Co-Chairpersons (up to two) whose responsibilities shall include:

(a) In advance of semester, planning a schedule of classes that fits within the budget approved by the PTA and presenting such proposed schedule to the President or Co-Presidents, Vice-President or Co-Vice Presidents and Treasurer or Co-Treasurers for approval.

(b) Hiring appropriate personnel and negotiating hours and salary, subject to the approval of the President or Co-Presidents.

(c) Managing paid and unpaid personnel including payroll, attendance and performance concerns.

(d) Fairly allocating classes among interested students by lottery or by other system determined by the President or Co-Presidents to be fair.

(e) Ensuring that there is oversight of the lunch club program on a daily basis.

(f) Communicating with parents, teachers and administrators, as needed, regarding lunch club programming.

ARTICLE VIII

Financial Affairs

Section 1. Fiscal Year. The fiscal year of the PTA shall be from July 1st to June 30th.

Section 2. Signatories. The President or Co-Presidents and Treasurer or Co-Treasurers shall be authorized to sign checks. All checks require two signatures, one of which must be the signature of the Treasurer or a Co-Treasurer. Signatories shall not be related by blood or marriage. A PTA member may not sign a check if he/she has any direct or indirect interest in the expenditure.

Section 3. Budget.

Section 3.1 The Budget Committee shall consist of five to seven persons and shall be chaired by the Treasurer or Co-Treasurers. The Budget Committee shall be responsible for:

- D A written review of the prior year's budget for discussion, which must be presented no later than the June membership meeting.
- D Presenting the proposed budget for membership approval no later than the June (final) general membership meeting.
- D Submitting the proposed PTA budget to the principal upon approval of the PTA membership.

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

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

Section 3.4 Executive Board expenditures shall be reported to the general membership by the Treasurer or Co-Treasurers in writing, at the following general membership meeting.

Section 4. Expenditure of Funds.

Section 4.1 All expenditures of funds must be approved by vote of the membership for specific purposes. It is a conflict of interest for a member to receive any financial or other benefit as a result of a contract with the PTA or expenditure of funds by the PTA. Therefore, if a member or any member of the member's family or household has a financial or other interest in a contract or other matter before the PTA, the member must disclose such interest before any vote on the matter in a general membership meeting. The PTA is prohibited from voting to approve a contract when a conflict of interest exists.

Section 4.2 The Executive Board may authorize, by a two-thirds vote, emergency expenditures in situations where the PTA must expend funds to further its purposes prior to its next regularly scheduled meeting. Such emergency expenditures shall not exceed \$3000. Any such emergency expenditures shall be reported at the next general membership meeting and members

must have the opportunity to vote on whether the emergency expenditure was an appropriate use of funds.

Section 4.3 Funds raised for a particular purpose must be allocated solely for the designated purpose (e.g. funds raised for graduation activities may only be *used* to fund payment of graduation activities 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 4.4 Out-of-pocket expenditures by PTA members are reimbursable only in the limited circumstances outlined in Section 5.7 below.

Section 5. Bank Accounts and Handling of Money

Section 5.1 A checking account in the name of the MNS/PTA must be maintained. All PTA funds must be deposited into the checking account. The checkbook must either provide a stub or carbon copy of each check or the PTA must obtain permission from FACE to use an alternative form of checks. Any accounts other than the mandatory checking account must be authorized by a vote of the PTA membership and must be in the name of the PTA and may only be used in accordance with Chancellor's Regulation A-660 (i.e., a primary checking account must be used for all transactions, including deposits).

Section 5.2 No checks may be written out to "petty cash" or "cash" as the payee.

Section 5.3 In accordance with Chancellor's Regulation A-660, no ATM cards, debit cards, credit cards or withdrawal slips may be used or possessed by the PTA.

Section 5.4 The counting and handling of any cash, checks, or money orders received requires at least two non-related PTA members to participate. Received monies, when practicable, shall be counted within the same day, recorded and signed by the authorized PTA members. All monies must be counted at school.

Section 5.5 All funds shall be deposited in the bank account by authorized members within 24 hours or 1 business day of receipt. No funds (whether check, cash, money order or other financial instrument) shall be kept in a member's home but shall be secured and locked in the school.

Section 5.6 PTA funds cannot be combined with school, General Organization, or personal funds.

Section 5.7 A PTA member may be reimbursed for out-of-pocket expenses if she/he submits receipts. Such expenses must be approved by membership. Wherever possible, membership approval should be obtained prior to making an out-of-pocket expenditure. Permissible out-of-pocket reimbursements generally include any approved PTA-related expenses and shall be for no more than \$1000 without a resolution approving such expenditure. Reimbursement must be made by check payable to the member and not in cash.

Section 6. Record Keeping.

Section 6.1 Documentation related to every transaction (i.e, invoices, cancelled checks, deposit receipts, purchase orders, PTA minutes related to the expenditure, etc.) must be maintained at the school (not in a private residence) or online under the responsibility of the Treasurer or Co-Treasurers.

Section 6.2 All financial records must be kept for a period of six years.

Section 7. Audit.

Section 7.1 The President or Co-Presidents shall request volunteers to form an Audit Committee of three to five persons. Executive Board members, if they are not signatories may serve.

Section 7.2 The Audit Committee shall prepare an audit of all financial affairs of the organization with the help of the Treasurer or Co-Treasurers who shall make all books and records available to them.

Section 7.3 The Audit Committee shall prepare a written report to be presented to the membership upon completion of their review. The latest report shall be included with the June transfer of records.

Section 8. Financial Accounting.

Section 8.1 The Treasurer or Co-Treasurers shall prepare and provide copies of the Interim financial Accounting Report by January 31st and the Annual Financial Accounting Report by the June general meeting, including all income and expenditures, to be presented and reviewed by general membership. Copies of these reports shall be provided to the principal.

Section 8.2 The Treasurer or Co-Treasurers shall be responsible for all monies of the PTA and shall keep accurate records in a form consistent with these bylaws and applicable regulations of the Chancellor. The Treasurer or Co-Treasurers, at least one other PTA officer, and additional persons as needed shall be designated and approved by the PTA Executive Board to collect, count, tally and record all orders and payments. In accordance with Chancellor's Regulation A-610, parents must obtain approval from the principal before collecting monies from students. The Treasurer or Co-Treasurers or Assistant Treasurer or Co-Assistant Treasurers shall transport all funds to the bank, and deposit slips shall identify the source of all monies deposited. All records of the PTA, including checkbooks, ledgers, cancelled checks; invoices, receipts, etc., shall be maintained and secured on the school premises or online.

ARTICLE IX

Indemnification

Section 9.1 Right to Indemnification. The Association shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnitee") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, arbitration or investigative (a "Proceeding"), by reason of the fact that he, or a person for whom he is the legal

representative, is or was a member of the Executive Board or while a member of the Executive Board, is or was serving at the request of the Association as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, from and against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnitee, except in the event of such Indemnitee's gross negligence, fraud or criminal misconduct. Notwithstanding the preceding sentence, except as otherwise provided in Section 9.3, the Association shall be required to indemnify an Indemnitee in connection with a Proceeding (or part thereof) commenced by such Indemnitee only if the commencement of such Proceeding (or part thereof) by the Indemnitee was authorized by the Executive Board, unless such Proceeding was brought to enforce such Indemnitee's right to indemnification or advancement of expenses under these bylaws in accordance with the provisions set forth herein.

Section 9.2 Advancement of Expenses. The Association shall pay the expenses (including attorneys' fees) incurred by an Indemnitee in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnitee to repay all amounts advanced if it should ultimately be determined that the Indemnitee is not entitled to be indemnified under this Article IX or otherwise.

Section 9.3 Claims If a claim for indemnification or payment of expenses under this Article IX is not paid in full within sixty (60) days after a written claim therefor by the Indemnitee has been received by the Association, the Indemnitee may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Association shall have the burden of proving that the Indemnitee is not entitled to the requested indemnification or payment of expenses under applicable law.

Section 9.4 Non-Exclusivity of Rights. The rights conferred on any Indemnitee by this Article IX shall not be exclusive of any other rights which such Indemnitee may have or hereafter acquire under any statute, provision of the Certificate of Incorporation of the Association, these bylaws, agreement, vote of members, vote of the Executive Board or otherwise.

Section 9.5 Other Sources. The Association's obligation, if any, to indemnify or to advance expenses to any Indemnitee who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Indemnitee actually collects as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or nonprofit enterprise.

Section 9.6 Repeal or Other Proceeding. Any repeal or modification of the foregoing provisions of this Article IX shall not adversely affect any right or protection hereunder of any Indemnitee in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 9.7 Other Rights to Indemnification. This Article IX shall not limit the right of the Association, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Indemnitees.

Section 9.8 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or a member of the Executive Board, employee or agent of the Association or is or was serving at the request of the Association as a director, officer, employee, agent, fiduciary or other representative of another corporation, partnership, joint venture, trust,

employee benefit plan or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these bylaws.

Article X

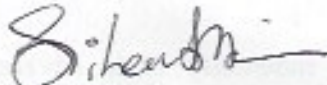
Amendments

These bylaws may be amended at any general membership meeting of the PTA by a two-thirds vote of the members present, provided 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 bylaws shall be conducted every three years. These bylaws shall not contain language which does not conform with Chancellor's Regulation A-660 and Department of Education guidelines.

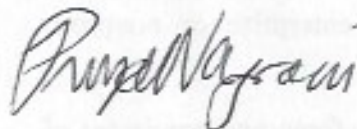
Notwithstanding the preceding paragraph, in the event these bylaws do not comply with Chancellor's Regulation A-660, these bylaws may be amended at any general membership meeting, without the notice required by the preceding paragraph, by a two-thirds vote of the members present, upon motion of a member (to be voted upon immediately after presentation of such motion), if the sole purpose of the proposed amendment is to amend these bylaws to comply with Chancellor's Regulation A-660.

These bylaws as set forth above have been voted on and approved by the membership. The most recent amendment(s) was/were approved, in accordance with the provisions of Article IX, at the membership meeting held on April 26, 2018.

Signed by


Siham Bloch
Co-President

4/26/18
Month Day Year


Priya Nagrani
Co-President

4/26/18
Month Day Year


Ashley Lavin
Recording Secretary

4/26/2018
Month Day Year