

DRAFT – CONFIDENTIAL
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By-Laws

ARTICLE I: NAME

The name of the organization shall be the Hunter College High School Parent Teacher Association (HCHSPTA), hereinafter referred to as the "PTA".

ARTICLE II: OBJECTIVE

The PTA Shall:

- A. Serve as an advocate for the education and general welfare of students attending Hunter College High School (HCHS) including advocating for both educational enrichment and for providing a safe and healthy environment for its students.
- B. Foster communication and cooperation among the faculty, administration, students, parents and alumni of HCHS.
- C. Foster optimum parent involvement in activities to support HCHS.
- D. Promote an appreciation of HCHS's diversity and promote and celebrate harmony among the many cultures of the HCHS community. and
- E. Solicit and coordinate the administration of parent resources in support of HCHS.

ARTICLE III: GENERAL MEMBERSHIP

- A. All parents and legal guardians of students currently attending HCHS, persons in parental relation to such students, and all members of the HCHS faculty are members of the PTA. The principal of HCHS is an ex-officio member of the PTA.
- B. All members with children currently enrolled at HCHS have the right to vote.
- C. A minimum of twenty-five voting PTA members present at any meeting shall constitute a quorum. Action may be taken by a majority vote of the voting members present.

D. Communication among the Board, the PTA's committees and the General Membership shall be maintained through meetings (electronic or otherwise), mailings, "Hilites" (the PTA's newsletter), email, the PTA website, and/or by other means deemed appropriate by the General Membership.

1. The work and decisions of the Board and its committees shall be communicated through meeting minutes posted on the PTA website and highlighted no fewer than four times a year in Hilites or a PTA email (defined here as a communication sent to all PTA members at the email addresses they have previously provided to the PTA).
2. Written communication by the PTA shall be reviewed for accuracy by the PTA's President(s) and/or another person(s) designated by the President(s).

E. Meetings:

1. Regular Meetings of the PTA shall be held a minimum of four times during the school year.
2. The Annual Meeting of the PTA shall be the last Regular Meeting of the school year (generally in May). At this time
 - a. A summary of the activities of the outgoing Board and the various Committees shall be given;
 - b. A year end financial report shall be presented; and
 - c. Board members for the following school year shall be elected.
3. Special meetings may be convened either by a majority vote of a quorum at a General Membership meeting or as provided under Article IV section B.5.

ARTICLE IV: BOARD

A. Positions, Qualifications, Term of Office:

1. The Board shall endeavor to be reflective in its composition of all grades, seven through twelve.
2. The Board shall consist of between 9 and 20 voting members, with each individual Board member having a vote, but no more than one vote irrespective of how many voting positions said Board member occupies.
3. At a minimum, the Board includes one President or two co-Presidents, up to three Vice Presidents, one Recording Secretary, and one Treasurer, plus the ex-officio members listed in Article IV, Section A.6.
4. In each school year, no later than April 1, the Board shall determine how many members the Board shall have for the next school year, the positions on the Board that shall have voting rights in addition to those listed above, and whether one or more positions shall be held open until the following September so that it may be filled by an incoming 7th grade parent.

5. Only voting members of the Board shall have the right to vote on resolutions at Board meetings.
6. The current Principal of HCHS, Chair(s) of each affiliated parent organization, and the immediate past President(s) of the Board shall each be an ex-officio member of the Board, with no voting rights unless said person occupies a current voting position on the Board.
7. Members of the Board shall hold their positions for a term of one year (or less if engaged during the course of the school/administrative year) and shall serve from the time of their installation until the installation of the new Board members the following year.
8. No person shall serve as a member of the Board unless they have a child currently enrolled at HCHS.
9. Except as set forth in Article IV, Section C.1.e no person shall be eligible to hold the office of President who has not been a member of the Board during one of the previous two years. However, an exception may be made for a Committee Chair (including the President(s) or Chair of an affiliated parent organization) *if* such Chair has attended at least three-quarters of the Board meetings during at least one of the previous two years.

B. Meetings:

1. The Board shall hold regular meetings once a month during the school year. The location, dates and time of the meetings shall be convenient to at least a quorum of the Board, as determined by the President(s).
2. The dates, time and location of such meetings shall be published at the beginning of each school year. No notice of regular meetings to Board members shall be required unless such meeting is to be held on a date, time or place other than its normal date, time or location.
3. A good faith effort shall be made to give notice to the General Membership of such changed date, time or location in a manner deemed appropriate by the President(s). The President(s), with the concurrence of one additional member of the Executive Committee, may postpone or cancel a Board meeting in case of weather or unusual circumstances that would cause hardship for attendees.
4. A majority of the voting members of the Board shall constitute a quorum. Action may be taken by a majority vote of the voting members present.

5. Special Meetings:

- a. The President(s) may call a special meeting of the Board upon three days prior written notification, specifying the purpose, date, time and place of the meeting. The meeting may be held in person or electronically at the discretion of the President(s).
 - b. Any five members of the Board may call a special meeting upon at least five days prior written notification to the President(s) which specifies the purpose, date, time and place of the meeting. The meeting may be held in person or electronically at the discretion of the President(s).
6. Board meetings, both regular and special meetings, shall be open to the General Membership, however, the Board has the option of closing part or all of any meeting.

C. Elections:

Offices other than those reserved specifically for incoming seventh grade parents:

1. Nominations.

a. A Nominating Committee shall be formed at the beginning of each school year upon notifying and soliciting participation from the General Membership through Hilites and/or a PTA email.

b. The Nominating Committee shall be comprised of up to five PTA members, the numbers to be determined by the Board. If possible, first consideration shall be given to a retiring Board member as well as the parent of a then current seventh grade student. The Board will appoint the Nominating Committee.

c. The chairperson of the Nominating Committee shall be selected by the members of the Nominating Committee during its first meeting.

d. A list of the members of the Nominating Committee shall be distributed through Hilites and/or a PTA email and posted on the PTA website.

e. The Nominating Committee shall initially solicit candidates for all elected positions other than those specifically reserved for incoming seventh grade parents in an issue of Hilites and/or a PTA email by early March.

i. The Nominating Committee shall assemble a list of candidates, which shall include at least one person for each elected position. The Nominating Committee shall also designate which of the Vice Presidents shall serve as first, second and third Vice Presidents, if the Board has not done so in determining the positions that will constitute the Board;

ii. Candidates may include parents or guardians of children who will be students at HCHS the following school year;

iii. A member of the Nominating Committee may not be a candidate for a position on the Board; and

iv. The Nominating Committee shall consider any recommendations from the current Board. The Nominating Committee is in no way obligated to limit its search to those candidates or to accommodate the preferences of the current Board.

f. The Nominating Committee shall prepare a preliminary list of candidates, which shall be published in Hilites and/or a PTA email in April. In the event that, by the time the preliminary list of candidates is published, the Nominating Committee has not identified a candidate for a Board position the Nominating Committee may nominate for such position(s) candidates who otherwise meet the qualifications for positions on the Board.

g. Additional nominations may be submitted to the Nominating Committee until April 30. Nominations shall be closed after this date. A complete listing of candidates along with notice of the upcoming election shall be published in Hilites and/or a PTA email, if possible,

two weeks before the Annual Meeting. The majority of voting members of the Board shall have the power to keep the nomination period for some or all of the positions open beyond May 1 if it deems it in the best interest of the PTA.

2. Voting:

- a. Board members shall be elected annually during the PTA's Annual Meeting.
- b. Should there be more than one candidate for any office, a ballot shall be distributed to every voting member in attendance. Three tellers (who are not members of the Board) appointed by the President(s), shall collect, count, and report the results of the vote before the meeting is adjourned.

3. Incoming Board Members:

Incoming Board members shall be installed during the Board's first meeting in June at which time all the relevant records of the PTA shall be handed over by each Board member to their successor. Should no June meeting be held due to extenuating circumstances, incoming Board members shall be deemed to have been properly installed as of the conclusion of HCHS graduation ceremonies.

4. Positions reserved specifically for seventh grade parents:

a. Nominations:

- i. The President(s) will solicit candidates for all Board positions reserved specifically for seventh grade parents by any convenient means of communication including electronic communication, the seventh grade welcoming picnic, seventh grade parent orientation, etc; and
- ii. The President(s) shall present a list of candidates at the first Regular Meeting of the PTA in the school year, at which time additional nominations may be accepted from the floor. The Board shall endeavor to fill all open Board positions by the conclusion of that meeting.

b. Voting:

- i. The specific Board member(s) shall be elected during this first PTA Meeting if possible.
- ii. Should there be more than one candidate for any position, a ballot shall be distributed to every voting member in attendance. Three tellers (none of them Board members) appointed by the President(s), shall collect, count and report the results of the vote before the meeting is adjourned.
- iii. Any incoming Board member who is a 7th grade parent shall be installed during the PTA's first meeting upon report of the results of the vote, at which time any appropriate records of the PTA shall be handed over to such Board member if necessary.

D. Powers and Duties:

1. Board:

- a. The Board shall plan and direct the work of the PTA as defined by these By-Laws and the General Membership.
- b. The Board shall have the authority to establish and revise Committees as it deems necessary.
- c. The voting members of the Board shall authorize expenditures of PTA funds and approve all PTA contracts or designate subcommittees or the Executive Committee to oversee such expenditures and/or contracts.
- d. Except when amended by the Board, the order of business at all Board meetings shall be as follows: Principal's Report, Approval of Minutes, Treasurer's Report, Committee Reports, New Business, Unfinished Business, Announcements, Adjournment.

2. Officers:

a. President or Co-Presidents:

- i. The office of President shall be filled at each election by no more than two individuals. The President(s) shall have general powers and duties of supervision and management.
- ii. When Co-Presidents are serving concurrently, all presidential decisions shall be made by consensus and all references herein to the President shall be deemed to refer to the Co-Presidents.
- iii. The President(s) shall preside at all PTA meetings.
- iv. The President(s) shall appoint Committee Chairs as specified in Article VII Section C of these By-Laws.
- v. The President(s) shall serve as a member ex-officio of all committees except the Nominating Committee.
- vi. The President(s) or another officer designated by the President(s) shall approve all official PTA correspondence and review all issues of Hilites before publication.
- vii. The President(s) or a delegate named by the President(s) shall represent the PTA at all appropriate official HCHS events.
- viii. The President(s) and the Treasurer are responsible for approving and monitoring operating expenses.

b. Vice Presidents:

- i. The Vice-Presidents shall act as assistants to the President(s).

- ii. In the absence of the President(s), the 1st Vice President shall perform the duties of the President.
 - iii. Should the position of President become vacant during a term of office, the 1st Vice President shall serve as President for the remainder of the term. In the absence of the President and the 1st Vice President, the 2nd Vice President, if there is one, shall perform the duties of the President. In the absence of the President, 1st Vice President and 2nd Vice President, the 3rd Vice President, if there is one, shall perform the duties of the President.
 - iv. Should a position of co-President become vacant during a term of office, the Board shall vote either to fill the vacancy in accordance with the procedure herein prescribed, or to allow the remaining President to serve out the term without a co-President.
- c. Recording Secretary:
- i. The Recording Secretary shall keep an accurate and permanent record of all meetings of the Board and of votes taken at meetings of the General Membership and shall maintain the official records and files of the PTA.
 - ii. In the absence of the Recording Secretary, the President(s) shall appoint a Secretary pro tem for that meeting.
 - iii. The Recording Secretary shall circulate the minutes of the previous Board meeting to Board members before the next regularly scheduled Board meeting. Copies of Board and General Membership minutes shall be available to all PTA members upon request.
- d. Treasurer:
- i. The Treasurer shall be responsible for all monies of the PTA and shall deposit them to its credit in such bank or banks or other financial institutions as the Board designates.
 - ii. The Treasurer shall maintain and reconcile all bank accounts and pay all PTA bills in a timely manner pursuant to properly documented invoices and requests for reimbursement.
 - iii. The Treasurer shall keep an accurate and permanent record of all receipts and disbursements and present monthly written reports of the same to the Board.
 - iv. The Treasurer shall present a comprehensive report of the current school year's financial activity to the General Membership at its Annual Meeting and shall provide the General Membership with interim reports as requested.
 - v. The Treasurer shall discharge all governmental reporting requirements in a timely manner and shall serve as principal contact with all auditors, and facilitate the annual audit of the PTA's books and accounts.

3. Executive Committee.

- a. The President(s), the Vice President(s) and the Treasurer shall constitute an Executive Committee with full authority to act on day-to-day matters and in emergencies or other matters that are time-sensitive and within the Board's authority, for the PTA between meetings of the Board.

b. All actions taken by the Executive Committee shall be consistent with these By-Laws and applicable law, and may be taken by a majority of the Executive Committee.

c. The Executive Committee shall inform the Board of actions taken between meetings as soon as practicable thereafter, but no later than the next regular Board meeting.

4. Removal Procedures:

a. Meeting Attendance Requirements:

i. In the event of the absence of a voting member of the Board or a Committee Chair at three consecutive Board meetings, the Board may vote to declare vacant the position of said member at the next regularly scheduled Board meeting; and

ii. The approval of no less than 2/3 of the voting members of the Board shall be required to remove said member from his/her position.

b. Other Issues:

i. In the event a Board member is not acting in a collaborative or professional manner in performing their duties or not performing their duties as circumstances require, the President(s), in consultation with the other Board members, shall present said member with written notification delineating the problems which have arisen.

ii. If said member is the President, a majority of members of the Board may meet and present the President with written notification delineating the problems that have arisen.

iii. Any member of the PTA may meet with the Board to discuss and seek to initiate the removal process as described in these By-Laws in regard to any member of the Board.

iv. Pending resolution of the notification/removal process described herein, the Board may suspend the member of the Board who is the subject of the notification from the performance of her/his duties if the Board determines that to be in the best interests of the PTA.

v. If said member does not correct the problems brought to their attention within 30 days of written notification, the Board shall hold an informal hearing on the matter at its next regularly scheduled meeting. At that time, said member shall have the opportunity to answer all problems which have been raised and the Board shall resolve the matter before adjournment.

vi. The approval of no less than 2/3 of the voting members of the Board shall be required to remove said member from their position.

vii. Should the Board vote to remove said person from their position on the Board, a copy of the written notification which initiated the removal process shall be attached to the minutes of the meeting.

5. Vacancies:

a. Should a vacancy occur in any elected office of the Board, except that of the President, the President(s) shall appoint another member of the Board to serve in that capacity for

the remainder of the term. If no such member is willing or available to assume such office, the President(s) shall have the right to appoint a successor who shall be subject to the approval of the Board.

b. Should a vacancy occur in the office of President, the position shall be filled in succession as specified in these By-Laws.

c. A Board member may fill more than one position, provided that such Board member shall not have more than one vote.

d. Should a vacancy occur in any committee chair, the President(s) shall appoint another member of the committee to serve in that capacity for the remainder of the term. If no such member is willing or available to assume such office, the President(s) shall have the right to appoint a member of the PTA to the position.

ARTICLE V: FINANCIAL ADMINISTRATION

A. The fiscal year of the PTA shall commence August 1 and end July 31.

B. The PTA may solicit financial and other donations from the General Membership with the understanding that donations are not a condition for membership or participation in the PTA.

C. Signatories:

1. The President(s), the 1st Vice President, the Treasurer and the Assistant Treasurer(s) shall be authorized to sign checks. Any check for an amount of \$3,000.00 USD or more, and any check that will cause the aggregate paid to any one person or entity in any fiscal year to total \$5,000.00 USD or more, shall require at least two signatures, or one signature and the written approval by a second signatory for the specific payment and payee, which approval may be by electronic means. Such approval shall be kept with the invoice for that item in the Treasurer's files

2. No check shall be signed by a person to whom the check is payable or to any entity associated or affiliated in any way with that person.

3. All contracts must be signed by one of the Presidents and/or the Treasurer.

4. All decisions regarding how to invest or allocate the PTA's money must be made by a majority of the Executive Committee.

D. Budget:

1. A committee, comprised of at least three Board Members, including the Treasurer and the President(s), shall be formed by April of each year (the "Budget Review Committee").

2. The Budget Review Committee shall generate a budget for the coming year based upon consultation with the chairs of the various committees, a review of the budget of the previous fiscal year and the expenses of the current fiscal year. This budget shall be used as a spending guide and as a means of informing the General Membership on the intended disbursement of PTA revenues.

3. The budget shall be reviewed by the Board in its first meeting in June of each year and, upon approval by the voting members of the Board, shall be consigned to the incoming Board for ratification. The approved budget shall be published in Hilites and/or a PTA email in September prior to discussion of the budget at a PTA meeting. The PTA budget discussion shall occur as early in the school year as practicable.

4. The budget may be amended by a majority of the voting members of the Board as circumstances dictate.

E. Audit:

The financial records of the PTA shall be audited at the end of every fiscal year by a Certified Public Accountant. The Certified Public Accountant's written audit (the "Audit") shall be provided to the PTA Treasurer and the President(s). The Audit, or a summary thereof, shall be distributed to the Board at the meeting following the Audit's completion.

ARTICLE VI: INDEMNIFICATION

To the full extent permitted by applicable law, the PTA shall indemnify and hold harmless each member of the Board who is made a party to an action or proceeding by reason of the fact that they were an officer or member of the Board of the PTA against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action or proceeding or any appeal therein, if such Board Member acted in good faith, for a purpose and in a manner which they reasonably believed to be in the best interests of the PTA, and which had no reasonable basis for believing was unlawful.

The PTA will maintain appropriate Director's and Officer's insurance to protect the PTA in the event of a claim under such indemnification.

ARTICLE VII: COMMITTEES

A. The Board shall have the authority to establish and revise any Committees as it may deem appropriate. A list of the names and functions of all Committees shall be published annually and disseminated to the PTA membership.

B. Each Committee shall:

1. Foster optimal involvement of the General Membership, where appropriate,
2. Identify and communicate the needs and concerns of the General Membership to the Board, and
3. Provide the Board with a yearly summary of Committee activities and expenses.

C. Committee Chairs shall be appointed by the President(s). In making such appointments, the President(s) shall, to the extent practicable, appoint a Chair from among the current membership of each Committee.

D. All members of the PTA are eligible to serve on any Committee, subject to any specific criteria established by any applicable by-law or resolution.

E. Notices and correspondence generated by the Committees which may involve matters of PTA policy shall be approved by the President(s) or the Board.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

All procedural questions not covered by these By-Laws shall be decided according to Robert's Rules of Order, Newly Revised.

ARTICLE IX: AMENDMENTS

These By-Laws may be amended or revised at any PTA meeting by a two-thirds vote of the attending members, providing that the amendments or revisions have been submitted in writing to the Board and published in Hilites and/or a PTA email at least 25 days prior to the vote.

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