

BYLAWS OF  
MUSCOTA PARENT'S ASSOCIATION, INC.

PRESIDENT: Sarajeon Santoro

RECORDING SECRETARY: Carl Sable

Adopted by Members September 20, 2022

## Article I - Name

The name of the association shall be the Muscota Parents Association, Inc. (the "PA"). The PA is recognized by the New York City Department of Education (the "DOE") as the official parents' organization of The Muscota New School, P.S. 314 ("Muscota").

## Article II - Objectives and Policies

### Section 1 Objectives

The objectives of the PA are to:

- provide support and resources to the school for the benefit and educational growth of the children;
- develop a cooperative working relationship between the parents and staff of our school;
- develop parent leadership by providing opportunities and training for parents to participate in school governance and decision-making;
- foster and encourage parent participation on all levels;
- foster relationships among families, faculty, administration, and the community through community building events and activities.
- involve parents in the well-being and education of their children in and outside of school;
- provide a safe and receptive environment where parents may voice their opinions, both positive and negative.

### Section 2 Policies

All activities of the PA are non-sectarian and non-partisan in nature. The name of the PA or its officers, in their official capacities, shall only be used in a manner consistent with the guidelines and regulations established by the DOE for officially sanctioned parents' organizations. The officers shall serve as the Executive Board of Directors of the PA Corporation.

The PA has adopted a Conflicts of Interest policy attached hereto as Exhibit A.

## Article III - Membership

### Section 1 Eligibility

Parents of students currently attending Muscota are automatically members of the PA. As used herein, the term "parent" includes parents by birth or adoption, step- parents, legally appointed guardians, foster parents, and persons in parental relation to a child currently attending Muscota. Parents of a child who is attending Muscota full time while on the register of a citywide program are eligible to be members of the PA. At the beginning of each school year, the PA shall send a welcome letter to inform parents of their automatic membership status and voting rights.

### Section 2 Donations

Donations are not a requirement for membership, voting or candidacy.

### Section 3 Voting Privileges:

Each parent of a child currently enrolled at Muscota shall be entitled to one vote on all matters submitted for a vote to the general PA membership. 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, as amended from time to time ("Regulation A-660") and the Conflicts of Interest policy attached hereto as Exhibit A.

## Article IV - Officers

### Section 1 Titles

The officers of the PA shall be: president (or co-presidents), vice-president (or co-vice presidents), recording secretary, corresponding secretary, webmaster, translation secretary, treasurer and assistant treasurer. The PA must elect the mandatory officers: president, recording secretary, and treasurer, in order to be a functioning parents' association. Any member of the PA is automatically qualified to be an officer.

### Section 2 Term of Office and Term Limits

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

Term limits for each officer position of the PA shall be two consecutive one year terms. A candidate who has served the maximum number of terms may be elected to serve an additional term provided no other interested candidate is nominated and is willing to serve.

### Section 3 Duties of Officers

A. President/Co-President: Shall preside at all PA meetings and shall be an ex-officio member of all committees except the nominating committee. The president shall appoint chairpersons of PA committees with the approval of the officers (as defined below in Article V). The president shall delegate responsibilities to other PA 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 officers in accordance with these bylaws to plan the agendas for each PA meeting. The president may be authorized to be a signatory on PA checks. The president shall attend DOE professional development seminars relating to parents' association leadership. The president shall assist with the June transfer of PA records to the incoming officers. In the event that the association elects co-presidents, the co-presidents shall determine, by the first scheduled executive board meeting, which co-president will serve as the core member of the school leadership team and which co-president will serve as the school's representative to the district presidents' council. The remaining officers may offer objections and call for a vote if they disapprove of the co-presidents' designations in this regard.

B. Vice President: The vice-president (or co-vice presidents) shall assist the president or co-presidents and shall assume the president's or co-presidents' duties in their absence or at the president's or co-presidents' request. The vice-president may be authorized to be a signatory on PA checks. The vice-president shall assist with the June transfer of PA records to the incoming officers.

C. Recording Secretary: The recording secretary shall maintain the official record (minutes) of the proceedings and actions of all PA meetings. The recording secretary's responsibilities shall include the preparation and distribution of meeting notices, agendas, minutes, sign-in sheets and other meeting materials. The recording secretary shall prepare and review for approval the minutes of each PA meeting. The recording secretary shall maintain custody of the PA's records on school premises. The recording 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 recording secretary may be authorized to be a signatory on PA checks. The recording secretary shall assist with the June transfer of all PA records to the incoming officers. If a corresponding secretary is not elected, the recording secretary shall fulfill those duties in addition to the above.

D. Corresponding Secretary: If a corresponding secretary is elected, they shall be responsible for responding to all correspondence addressed to the PA. The corresponding secretary is responsible

for all announcements by the PA. If a web master or translation secretary is not elected, they shall fulfill those duties in addition to the above.

E. Web Master: If a web master is elected, they shall be responsible for ensuring the PA website is running smoothly and updated in a timely manner in all respects. The web master shall maintain an up-to-date calendar and list of the current PA executive board with contact information. The web master shall also maintain a database of all members' email addresses.

F. Translation Secretary: If a translation secretary is elected, they shall be responsible for translating announcements by the PA into additional languages spoken by parents.

G. Treasurer: The treasurer shall be responsible for all financial affairs and funds of the PA. The treasurer shall also be responsible for maintaining an updated record of all income and expenditures on school premises and may be authorized to be a signatory on PA checks. The treasurer shall adhere to and implement all financial procedures established by the PA and Regulation A-660. The treasurer shall prepare and present a written report of all transactions at every officer and PA 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 PA's interim and annual financial reports. The treasurer shall make available all books and financial records for viewing by members of the PA upon request and for audit. The treasurer shall attend OFIA professional development seminars relating to financial affairs. The treasurer shall assist with the June transfer of all PA records to the incoming officers. If an assistant treasurer is not elected, the treasurer shall fulfill those duties in addition to the above.

H. Assistant Treasurer: If an assistant treasurer is elected, they shall be responsible for making all PA purchases and review/proofread all financial records and reports created by the Treasurer. The assistant treasurer shall assist in additional duties as needed from the Treasurer. The assistant treasurer, if elected, may be authorized to be a signatory on PA checks.

#### Section 4 Election of Officers

Officers shall be elected prior to the last day of the school-year for a one-year term beginning July 1. Any timeline established by the PA to complete the nomination and election process must adhere to this timeframe. The principal of Muscota must be notified in writing of the date and time of the election by April 1.

At the discretion of the officers, one or more non-mandatory officer positions may be elected in the fall. Open positions shall be announced in writing and during the first PA meeting held during the school year. Nominations will be accepted from the time of this PA meeting until the Friday before the second PA meeting held during the school year. If there is more than one nomination per position, a written ballot shall be used in an election during the second PA meeting. If there is only one candidate for an office, a member of the PA must make a motion for the recording secretary to cast the electing ballot on behalf of the entire PA membership to elect such candidate to office. A

vote of the PA membership is required for approval of the motion. Such action must also be recorded in the minutes of the PA meeting.

Members of any Community or Citywide Education Councils are not eligible to serve as elected officers of the PA. Employees of Muscota, including parent coordinators, may not serve as elected officers of the PA. This restriction applies equally to employees who have a child currently attending Muscota.

#### 4.1. Nominating Committee:

A nominating committee must be established before the May PA meeting. The nominating committee shall consist of at least 2 general members of the PA. The nominating committee shall choose one of its members to serve as chairperson. No person employed at Muscota shall be eligible to serve on the nominating committee.

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

The nominating committee shall solicit candidates for all offices from the membership in writing. Whenever possible, notices shall be translated into languages spoken by the parents in Muscota. The nominating committee shall also be responsible for conducting the PA election meeting. The nominating committee's duties include:

- canvassing the membership for eligible candidates;
- preparing and distributing all notices of any PA meeting pertaining to the nomination and election process, in accordance with Regulation 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 is provided to all PA members allowing for nominations, including self-nomination, to be taken from the floor and then officially closed during the June PA meeting;
- scheduling the election at a time that ensures maximum participation; and
- 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 is not or cannot be formed, the PA must proceed with an expedited election - a single PA meeting where all nominations are taken from the floor for all offices immediately prior to the election - as outlined in Regulation A-660.

#### 4.2. Notices:

The meeting notice and agenda for the spring PA election meeting shall be distributed in accordance with Regulation 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 PA election meeting notice shall list all candidates in alphabetical order by surname under the office for which they are nominated.

#### 4.3. Contested Elections and the Use of Ballots:

- All voting must be done in person, **or using a VRP polling feature**. Voting by proxy, absentee ballots, or email is not permitted.
- Written ballots **or virtual polling** shall be used in all contested elections.
- The Names of the candidates shall appear on the ballot in alphabetical order by surname under the title of the office(s) for which they were nominated. Names of candidates for the positions of co-presidents must be listed together and voted for as a team.
- **For VRP voting, a printed record of electronic ballots must be maintained among the records of the association and be made available upon request.**
- Ballots shall be printed with voting instructions in English and, where possible, other languages spoken by parents in the school.
- Ballots shall be distributed once voter eligibility has been established and must remain in the meeting room until the PA election meeting has been adjourned. Ballots shall be counted immediately following the election and in the presence of the members and any observers.
- Ballots must not be removed from Muscota. The PA 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.
- **For VRP voting, records of votes in a PA/PTA election meeting conducted remotely must be retained by the PA/PTA for one year or until the determination of any grievance filed concerning the election, whichever is later.**

#### 4.4. Uncontested Elections:

If there is only one candidate for an office, a member of the PA must make a motion for the recording secretary to cast the electing ballot on behalf of the entire PA membership to elect such candidate to office. A vote of the membership is required for approval of the motion. Such action must also be recorded in the minutes of the PA meeting.

#### 4.5. 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 recording secretary and immediately turn over all association records. The ranking of officers for succession purposes shall be: president (or co-president), vice president, recording secretary, treasurer, corresponding secretary, assistant treasurer.

#### 4.6. Expedited Election Process:

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

#### Section 5 Education Council Selectors

In accordance with Chancellor's Regulation D-140, in the case of co-presidents or any other shared officer position, the remaining officers shall vote to choose who will be the Community Education Council ("CEC"), Citywide Council on High Schools ("CCHS"), Citywide Council on Special Education ("CCSE"), Citywide Council on English Language Learners ("CCELL") or District 75 Council ("D75 Council) selectors.

#### Section 6 June Transfer of Records

All PA records must be maintained for six (6) years. Outgoing officers must ensure that records are transferred to the newly elected officers, 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 officer meeting shall be scheduled during the month of June for this purpose. Any officer may request the assistance of the district or region Presidents' Council during this process.

All information necessary for complete access to and control of the association's website, domain hosting service, and email account, to include services such as, for example, "g-suite", shall be transferred to the newly elected president(s) and, if elected, web master within ten days of the June election. No previously serving officer may retain administrative privileges of any kind on PA websites or email accounts. all web-based services and accounts must be administered by currently serving officers and only they may have super-administrative privileges on such accounts. No outgoing board officer may retain access to email accounts, bank account information, member contact information, or any other such official PA information or material upon election of new officers.

#### Section 7 Disciplinary Action



Any officer who fails to attend three (3) consecutive officer or PA meetings may be removed from office by recommendation of the officers or motion from a PA member. A two-thirds vote of the general PA membership present is required for approval. The officer shall be given the opportunity to submit in writing an explanation showing good cause which explains their reason for not attending these meetings for the general PA membership's consideration.

In other instances where an officer has been accused of being neglectful of their duties, an officer may be removed only after:

- A motion is presented by any PA member during any PA meeting to appoint a review committee. If the motion is approved by a majority of the general PA membership present, the general PA membership must select a review committee by majority vote.
- The majority of the review committee must be comprised from the general PA membership. Any officer against whom charges are being contemplated may not serve on the review committee.
- The review committee must investigate, examine and obtain all relevant documents, interview all pertinent witnesses, etc., in order to conduct their fact-finding review. All pertinent facts and information must be considered by the committee. The officer against whom charges are being contemplated has the right to present relevant facts, documents and/or witnesses.
- The committee must present its findings and recommendations during a PA meeting within a period not to exceed 45 calendar days from the date of the establishment of the review committee. The PA's notice and agenda must cite that a vote will be taken by the membership regarding disciplinary action. The general PA membership shall then vote to remove or absolve the officer.

## Article V - Executive Board of Directors

### Section 1 Composition

The Executive Board of Directors of the PA shall be composed exclusively of the elected officers of the association who shall automatically become Directors upon their election as officers of the PA. Persons employed at Muscota shall be ineligible to serve as an officer of the PA. Officers shall be expected to attend all officer meetings.

### Section 2 Meetings

Monthly meetings of the officers shall be held from September through June. the executive board must issue a schedule of meetings for the current school year by the first day of the school year. If a scheduled meeting is changed, notice of the newly scheduled meeting shall be communicated to the membership at least 48 hours prior to the newly scheduled meeting.

### Section 3. Voting

Each officer shall be entitled to one vote.

## Section 4. Quorum

Three officers shall constitute a quorum, allowing for official business to be transacted.

## Article VI - General PA Membership Meetings

### Section 1 General PA Membership Meetings

1.1. PA meetings shall be held once each month from September through June. All scheduled meetings shall be publicized to the school community by the first day of school. Any changes to meeting times must be publicized ten days in advance of the new meeting time.

1.2. All meetings, including PA meetings as well as committee and officer meetings must be held in Muscota, or on a virtually remote platform (such as Zoom). Under no circumstances are PA meetings to be held in private residences or commercial venues (e.g. restaurants and private clubs).

1.3. All eligible members of the PA may attend and participate during PA meetings and may speak to agenda items subject to restriction in these bylaws.

1.4. Observers may speak and otherwise participate, if acknowledged by the presiding officer.

### Section 2 Order of Business

The order of business at PA meetings, unless changed by the officers shall be:

- Call to Order
- Review and Approval of Minutes
- President's Report, Treasurer's Report, Principal's Report
- Member comments and questions (comment limit three minutes per member. Full discussion of issues raised here shall occur later, during "new business," unless motion to do so immediately is made and agreed by 2/3 of members present. If so agreed, discussion of the matter may proceed immediately for up to but not exceeding 15 minutes, at which point normal order of agenda shall resume.)
- School Leadership Team Report
- Committee Reports
- Old Business
- New Business
- Adjournment

### Section 3 Quorum

A quorum of at least eight (8) members of the PA, including a minimum of two (2) officers and six (6) parent members of the PA shall be required in order to conduct official association business.

#### Section 4 Minutes

Minutes must be taken at all general membership meetings. A draft of the minutes must be distributed at the next scheduled meeting for review and approval. The minutes of any PA meeting must be made available upon request to any member and available on the PA website.

#### Section 5 Special PA Meetings

5.1 A special PA meeting may be called to deal with a matter of importance that cannot be postponed until the next PA meeting. The president may call a special PA meeting with a minimum of 48 hours written notice to parents stating precisely what the topic of the PA meeting will be.

5.2 Upon receipt of a written request from five (5) members of the PA, the president must call a special PA meeting within five (5) working days of the request and with 48 hours written notice to parents.

#### Section 6 Parliamentary Authority

*(Language in this section from 6.2-6.5 adopted as amendment at PA meeting 1/17/2020. ]*

6.1 Decisions of the presiding officer (in normal instances the president(s)) shall, with a commitment to fairness, transparency and open, civil discourse, govern all procedural questions not covered by these bylaws, provided that they are not inconsistent with law, these bylaws or the policies, rules, and regulations established by the DOE for officially sanctioned parents organizations.

6.2 Members may address the Association when recognized by the presiding officer or their designee (e.g. the officer assigned to “stack”).

6.3 The presiding officer may, at their discretion, table discussion of a topic in order to move on to other agenda items. This decision may be overruled if there is a motion to do so, the motion is seconded, and 2/3 of the members present vote to overrule the presiding officer's decision. The presiding officer may reassert their authority to table a discussion, including of the same topic, after 15 minutes. They may be overruled in the same fashion again, but after 10 additional minutes of discussion on the same topic, the meeting shall proceed to the next item on the agenda.

6.4 No ad hominem arguments or personally insulting language of any kind shall be tolerated. Whether such language has been used shall be determined by majority vote among the Executive Board members present after a complaint by any member present. A member determined in this

manner to have violated this rule shall be warned once and then, after a second instance, required to remain silent for the remainder of the meeting. If a third instance by the same member should occur, that member will be required to leave the meeting. If that member refuses, the school safety officer will be asked to escort the member from the building, or asked to leave the virtual meeting.

6.5 Items not addressed for reasons of limited time shall be placed at the top of "new business" in the next PA meeting agenda, except in cases when, in the judgment of the Board, matters of pressing institutional concern (e.g. an election, an unexpected budget difficulty) must be attended to first.

## Article VII - Committees

*[All language in this section adopted as amendment at PA meeting 1/17/2020, replacing all former language in Article VII.]*

1. The PA and its officers shall endeavor to support Muscota's academic and extracurricular committees as necessary and to the extent possible. When any committee is officially recognized by the PA, an officer of the executive board shall be appointed by the president(s) as a liaison to such committee.
2. Any group of parents may seek official recognition from the PA and may be so recognized as a committee by a majority vote of members at a PA meeting at which quorum has been met.
3. No committee may be recognized when a committee has already been recognized for the same purpose. For example: there may not be two Art Committees, etc.
4. In order to be officially recognized by the PA, prospective committees seeking recognition must designate a member as the liaison to the PA. This member, or their designee, shall attend PA meetings and report on the committee's ongoing business and concerns.
5. In order to be officially recognized by the PA, prospective committees seeking recognition must designate a committee contact person who will serve as the initial point of contact for parents interested in joining or learning more about the committee. The committee contact person shall provide an email address for such purposes which will be posted on muscota.org. If there is a change of contact person, or of the contact person's contact information, the committee shall notify the PA web master and president(s) of such changes in a timely manner.
5. As of the date of adoption of these bylaws the following committees are officially recognized by the PA:  
Art Committee Diversity Equity and Inclusion Committee Science Committee

## Article VIII - Financial Affairs

### Section 1 Fiscal Year

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

### Section 2 Signatories

The president (or co-presidents), vice president, recording secretary, treasurer and assistant treasurer (if elected) may be authorized to sign checks. All checks require at least two (2) signatures. The two (2) 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 PA check. A PA member may not sign a check if she/he has any direct or indirect interest in the expenditure.

### Section 3 Budget

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

- The outgoing officers must review the current budget, annual financial status, accounting, expenditures and outstanding bills and prepare a proposed budget for the next school year.
- The proposed budget must be presented to and approved by the membership no later than the May PA meeting.
- The incoming officers must review the proposed budget in September for presentation and discussion during the September PA meeting. Budget amendments may be proposed at this time.
- The Officers must present the budget process for membership approval no later than the October PA meeting.
- The counting and handling of any cash, checks, or money orders received by the PA, must be completed by at least two (2) members of the PA. These PA members cannot be related by blood or marriage. Funds must be counted in the school on the same day of receipt. The PA's financial records must display the total amount of funds and the signatures of the PA members who participated in counting the funds.
- The principal's written consent is required when a fundraising activity is held during school hours or on school property.

- No parent or staff member shall collect fundraising proceeds from any student without the written approval from the principal.
- Any funds received by the PA shall be deposited in the PA's bank account by authorized officers. Any funds that cannot be deposited immediately, shall be secured by officers in a locked location on school premises. Under no circumstances may funds received by the PA be stored in a member's place of work or residence. An officer depositing funds received by the PA must return a deposit receipt to the PA lockbox and/or submit a digital copy of the same to the president(s) and the treasurer.
- Documentation related to every transaction must be maintained at the school (e.g., cancelled checks, deposit receipts, purchase orders, PA minutes related to the financial transactions, etc.)

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

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

3.4 The officers are authorized to make an emergency expenditure not to exceed \$100 with a two-thirds approval of the officers. Emergency expenditures are warranted when the time between discovery of the need and the deadline for action is insufficient for approval through normal procedures. These emergency expenditures shall be reported to the membership at the next PA meeting in writing by the treasurer.

#### Section 4 Audit

4.1 The president shall request volunteers to form an audit committee of three (3) to five (5) persons. Officers who are not eligible signatories on PA checks may serve on the audit committee. The majority of the audit committee shall be comprised from the general PA membership.

4.2 The audit committee shall conduct an audit of all financial affairs of the PA with the help of the treasurer who shall make all books and records available to them. The audit committee may also recommend that an external audit of the PA's financial records be conducted.

4.3 Additional duties of the audit committee may include the examination of all relevant financial statements and records of disbursements, verification of all association equipment and ensuring compliance with bylaw provisions for the transaction of funds.

4.4 The audit committee shall prepare a written audit report or provide copies of the external audit report to be presented to the membership at a PA meeting, upon completion of their review and investigation. This report shall be included for review and discussion during the June transfer of records.

## Section 5 Financial Accounting

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

5.2 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 Regulation A-660, parents must obtain written approval from the principal before collecting fundraiser proceeds from students. The treasurer and at least one (1) other officer shall transport all funds to the bank, and deposit slips shall identify the source of all deposited funds. All parties involved in financial transactions shall initial the deposit slips. All financial records of the PA including checkbooks, ledgers, cancelled checks, invoices, receipts etc., shall be maintained and secured on school premises.

## SECTION 6 Reimbursements

6.1 Reimbursements will only be processed if the treasurer receives a completed reimbursement form with the receipt. Any reimbursement request that did not receive board approval prior to purchase must wait for approval from two board positions. The PA is not obligated to reimburse unapproved requests.

6.2 The PA shall not consider reimbursement requests for school supplies from individual teachers, staff members or parents unless these purchases have been expressly approved by the principal and at least two board positions. School supply reimbursements must also accompany a completed reimbursement form and receipt.

## Article IX - Website and Internet Communications

### Section 1 Website

The goal and purpose of the PA website is: to keep Muscota families and staff informed on current news and events at the school.

### Section 2 Website Contents

Muscota.org was built by the PA at the PA's expense, and the PA shall be solely responsible for its maintenance and financing. The administration of Muscota shall not have the right of jurisdiction over website content. However, the PA shall make every effort to: (i) abide by requests made by the Muscota administration for updating information on muscota.org (and any blogs that appear as

part of muscota.org), (ii) report information appropriate for public dissemination on muscota.org (and any blogs that appear as part of muscota.org), (iii) maintain a positive tone to all content that appears on muscota.org (and any blogs that appear as part of muscota.org), and (iv) avoid including any content on muscota.org (and any blogs that appear as part of muscota.org) that may be personally or professionally damaging to any person within the Muscota community.

### SECTION 3 Website Access and Administration

Administrative privileges to the website and associated products, for example webmail services and accounts, "g-suite," etc., shall be shared by the currently serving president(s) and the currently serving web master, if one exists. No administrative privileges shall be held except by currently serving officers.

Administrative privileges to all web-based services used by the PA shall be transferred to the newly elected president(s) and, if elected, web master, within ten days of the June elections.

### Article X - Amendments and Regular Review of Bylaws

These bylaws may be amended at any regular PA meeting by a two-thirds vote of the members present, provided that the amendment is included in the notice of the PA meeting at which it is to be adopted. Amendments are effective immediately unless otherwise specified. A thorough review of these bylaws shall be conducted every three (3) years. All provisions of these bylaws must conform to Regulation A-660 and Department of Education guidelines.

Any member may present a motion at a PA meeting to amend a provision of the bylaws that is not in compliance with Regulation A-660. Amendments that bring the bylaws into compliance must be voted on immediately after the motion is presented. A two-thirds vote of the membership present is required for approval.



## *Exhibit A*

# MUSCOTA PARENTS ASSOCIATION, INC.:

## CONFLICTS OF INTEREST POLICY

*(Adopted by the membership on September 27, 2019)*

### Article I Purpose

The members of the Muscota Parents' Association, Inc. (the "PA") must be careful to avoid acting in circumstances in which their personal interests conflict with their interests as members of the PA. The purpose of the conflict of interest policy is to protect the PA's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of PA members, including, but not limited to, officers and members of the executive board of officers of the PA or that might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable regulations of the New York City Department of Education (the "DOE") relating to parents associations, including, but not limited to, the Conflicts of Interest restrictions outlined in Chancellor's Regulation A-660, or any applicable city, state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Article II General

1. The officers of the PA, members of PA committees with executive board delegated powers and any other member of the PA (each, an "interested person"), cannot have any direct or indirect

business transaction, any financial interest, or any business dealing (collectively, a "financial interest") with the PA, the Muscota New School, P.S. 314 ("Muscota"), the community school district, the Panel for Educational Policy ("PEP"), a Community Education Council ("CEC"), Citywide Council on Special Education ("CCSE"), Citywide Council on High Schools ("CCHS"), Citywide Council on English Language Learners ("CCELL"), District 75 Council ("D75 Council), or the DOE (collectively, the "Restricted Organizations" and each, a "Restricted Organization"), including a contract.

2. An interested person has a "financial interest" if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which a Restricted Organization has a transaction or arrangement,
- b. A compensation arrangement with any Restricted Organization or with any entity or individual with which a Restricted Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which a Restricted Organization is negotiating a transaction or arrangement.

3. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

4. The PA may join any relevant national, state, or city organizations, provided that the organization's policies or bylaws do not conflict with laws, DOE policies, rules and regulations. Approval by a two-thirds vote of the general PA membership present at any PA meeting is required for the PA to join any organization.

## Article III Procedures

### 1. Disclosure

a. Immediately upon election or appointment as an officer of the PA, such officer shall disclose any relevant interest, whether direct or indirect, which may be a prohibited interest or which may pose conflict of interest questions with respect to any Restricted Organization. Such interest, whether direct or indirect, must be disclosed to the PA's membership and placed in the minutes of the PA meeting at which the disclosure was made.

b. When any matter comes before the executive board, any PA committees with executive board delegated powers or the general membership of the PA, in which an interested person has a prohibited interest, that interest, along with all material facts, shall be

immediately disclosed to the executive board, committee and/or the PA's membership and placed in the minutes of the relevant meeting at which the disclosure was made.

## 2. Decision Making/Voting, Non-Participation and Waivers

a. PA decisions (including decisions of the executive board and PA committees with executive board delegated powers) must be made by participation and vote of only those members of the PA and other interested persons who do not have a prohibited interest. Any interested persons shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible prohibited interest.

b. Members of the PA and other interested persons who have any direct or indirect prohibited interest with the PA, Muscota, the community school district, PEP, a CEC, CCSE, CCHS, CCELL, D75 Council, or the DOE, including a contract, must refrain from participation in any decision relating to that matter. Such interest, whether direct or indirect, must be disclosed to the PA's membership and placed in the mini meeting at which the disclosure was made. Members who have a prohibited interest must refrain from participation in any decision relating to that matter and shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible prohibited interest.

c. Members of the PA who are also PEP, CEC, CCSE, CCHS, CCELL or D75 Council members, and who have participated in any way in a vote at Muscota about an issue that has been escalated to the PEP, CEC, CCSE, CCHS, CCELL or D75 Council are deemed to have a conflict of interest and may not participate in the related PEP or council discussions.

## 3. Procedures for Addressing Prohibited Interests

a. An interested person with a potential prohibited interest may make a presentation at the executive board meeting, committee meeting or meeting of the PA membership, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible prohibited interest.

b. The chairperson of the executive board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the executive board or committee (after consulting with disinterested members of the executive board), shall determine whether the PA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a prohibited interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a prohibited interest, the executive board or committee shall determine by a majority vote of the disinterested officers or committee members whether the transaction or arrangement is in the PA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall present the transaction or arrangement for a vote by the general membership of the PA, provided that any PA members with a prohibited interest shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible prohibited interest.

e. Waivers of prohibited interests may also be granted by the DOE Ethics Officer in appropriate circumstances in accordance with DOE regulations.

#### 4. Violations of the Conflicts of Interest Policy

a. If the executive board has reasonable cause to believe an officer, committee member or PA member has failed to disclose actual or possible prohibited interests or acted in a way contrary to this policy, it shall inform the member of the basis for such belief and afford the officer, committee member or PA member an opportunity to explain the alleged failure to comply with this policy.

b. If, after hearing the officer's, committee member's or PA member's response and after making further investigation as warranted by the circumstances, the executive board or committee determines the officer, committee member or PA member has failed to disclose an actual or possible prohibited interest or failed to comply with this policy, it shall take appropriate disciplinary and corrective action.

#### Article IV Records of Proceedings

The minutes of the PA meetings shall contain:

1. The names of the persons who disclosed or otherwise were found to have an interest in connection with an actual or possible prohibited interest, the nature of the interest, any Muscota Parents' Association, Inc. Conflicts of Interest Policy action taken to determine whether a prohibited interest was present, and the executive board's or committee's decision as to whether a prohibited interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## Article V Annual Statements

Each officer of the PA and member of a committee with executive board delegated powers shall annually sign a statement which affirms such person:

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

## Article VI Periodic Reviews

To ensure the PA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include whether partnerships, joint ventures, and arrangements with organizations conform to the PA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## Article VII Use of Outside Experts

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