

**CONSTITUTION AND BY-LAWS  
OF THE HUNTER COLLEGE ELEMENTARY SCHOOL  
PARENT/TEACHER ASSOCIATION, INC.**

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## **ARTICLE 1      NAME**

The name of this organization shall be the Hunter College Elementary School Parent Teacher Association, Inc. (the “HCESPTA” or the “Membership”).

## **ARTICLE 2      STATEMENT OF PHILOSOPHY AND OBJECTIVES**

The HCESPTA shall provide support and resources to Hunter College Elementary School (the “School”) for the benefit and educational growth of the School’s students. It will endeavor to assist the School administration in promoting the education and well-being of the students, and will seek ways to enhance and enrich the School environment and implement the philosophy of the School. The HCESPTA will encourage all parents to participate in its Membership, and will recognize and promote the value of diversity in the school.

## **ARTICLE 3      MEMBERSHIP**

Section 3.1 Eligibility: All parents, legal guardians, and persons in parental relation to students enrolled in the School for the current school year shall be Members of the HCESPTA.

Section 3.2 Dues: Membership and all rights of Membership shall not be conditioned on the payment of dues. Members will be asked to make a contribution at the beginning of the school year for each student enrolled at the School, in a recommended amount determined by a majority of the Board of Officers (the “Board”). Increases in the recommended amount of dues shall be subject to a majority vote of the Membership and if passed, shall take effect the following school year; the recommended sum shall remain in effect until changed.

Section 3.3 Voting: Each Member shall have the right to attend and vote at HCESPTA meetings, to be nominated for elections and to hold elective and/or appointive offices. Each Member shall have one vote. Neither proxy voting nor absentee balloting is allowed.

Section 3.4 Electing Officers: In accordance with the election procedures set forth in Section 6, the Membership shall vote annually to elect a Board of Officers to oversee the functioning of the HCESPTA on behalf of the Members.

Section 3.5 General Membership Meetings: General Meetings of the Membership shall be scheduled by the Board to take place regularly, and shall be held at the school. There shall be one General Meeting per month if possible, but at least eight General Meetings per school year. Notice of General Meetings shall be in writing and sent by the Secretary or another Board member, and shall specify when and where the meetings shall take place. Notice of General Meetings shall be given to Members in as many forms as possible to encourage participation, such as student flyer, newsletter, e-mail, posting notice at the School, and by reminder in the minutes of the General Meetings. Invitations to attend meetings of the HCESPTA may be extended to the administration, faculty or others in the discretion of the Board. Notice of a General Meeting shall be given at least seven days in advance thereof. General Meetings shall be held at dates and times selected by the President, with the approval of a majority of the Board.

Section 3.6 Special Membership Meetings: A Special Meeting of the Membership may be held to deal with a matter of importance that cannot be postponed until the next regularly scheduled General Meeting. A Special Meeting may be called: a) by the President or a majority of the Board with a minimum of 48 hours notice to the Membership including a clearly specified topic, or b) upon the written request to the Board made by ten Members upon receipt of which the President must call a meeting to be held within five school days of the request and with 48 hours written notice to the Membership, which shall include a clearly stated topic. Notice of a Special Meeting shall be given to Members by the same method as is a notice of a General Meeting, as stated in Section 3.5.

Section 3.7 Quorum: Unless otherwise specified herein, for General and Special Meetings of the Membership, representation by at least the President or Vice-President, and three other Board Members and at least 10 other Members present in person shall constitute a quorum. In the absence of a quorum, the HCESPTA may not conduct official business. When a quorum is present, the affirmative vote of a majority of the Members present at the meeting shall be an act of the Membership, unless these by-laws or applicable law require a different vote.

Section 3.10 Procedure: “Roberts' Rules of Order” shall be used as a procedural guide at all Membership meetings to the extent they are not inconsistent with applicable law.

#### **ARTICLE 4            BOARD OF OFFICERS**

Section 4.0 Powers: The business affairs and property of the HCESPTA shall be managed and controlled by the Board of Officers, which shall be comprised of the Officers of the HCESPTA.

Section 4.2 Voting: Each Officer has one vote. There shall be no proxy or absentee ballot voting. Except as otherwise provided herein or by statute, the vote of a majority of the Officers present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

Section 4.3 Meetings of the Board of Officers: Meetings of the Board shall be held regularly, with a minimum of five meetings convened each school year. The Vice-President shall be responsible for setting the times and locations of the meetings and ensuring that they are convenient to at least a quorum of the Board. The Board may invite anyone it chooses to attend its meetings or a portion thereof. Generally, Members of the HCESPTA may attend only those Board meetings that the Board in its discretion deems to be open to the Membership at large.

Notice of any Board meeting open to HCESPTA Members at large shall be given in the same manner as is a notice of a General Meeting. The Secretary shall record and maintain the minutes of all Board meetings, and shall ensure that they are made available to the Membership in the School's administrative office within a reasonable period of time after each meeting.

## **ARTICLE 5 OFFICERS**

Section 5.1 Officers: The Board of Officers of the HCESPTA shall be comprised of not less than five but not more than nine Officers, including, at a minimum: one President; one Vice-President; one Secretary and one Treasurer. Upon a majority vote of the Board of Officers, additional offices may be added to the Board of Officers. The Board can, in any year, authorize election of two of any position, e.g., Co-Treasurers.

Section 5.2 Election: All Officers of the HCESPTA shall be elected by majority vote of the Membership at the Election Meeting, as set forth in Section 6 herein, and shall serve for one year.

Section 5.3 Terms: Any Officer may serve for a maximum of three consecutive terms in that office. Such service shall not preclude the Officer from running for and serving in a different office for a maximum of three consecutive terms during any election year following his/her current term. An Officer's term shall commence at the end of the current school year in which the Officer was elected consistent with Section 6.5.9 below.

### Section 5.4 Duties of Officers

Section 5.4.1 President: The President shall keep the Board of Officers fully informed about the activities of the HCESPTA. The President shall perform all the duties incidental to this

position or prescribed for this position by these by-laws or by the Board of Officers. The President shall sign such classes of documents and co-sign such classes of checks or other instruments as the Board shall specifically authorize. The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 5.4.2 Vice-President: The Vice-President shall perform such duties incidental to this position or prescribed for this position by these by-laws or by the Board of Officers. The Vice-President shall be responsible for overseeing the maintenance and content and updating of the HCESPTA website, shall be responsible for Board contributions and updates to the School Newsletter (“Hawk Tales”), and shall serve as the primary communications liaison between the Board and the Membership in those forums. The Vice-President shall succeed to the Office of President in the absence, incapacity, resignation or removal of the President, holding that office until either the President returns to duty or for the remainder of the President’s term.

Section 5.4.3 Treasurer: The Treasurer shall be responsible for maintaining the financial records of the HCESPTA and shall have custody of all the funds of the HCESPTA. The Treasurer shall be responsible for opening and/or maintaining such bank account(s) and serve as custodians for investment in such bank(s) or financial institutions as the Board shall authorize. Funds held by the HCESPTA shall be invested in accordance with the Investment Policy included herein. The Board shall authorize three Board Members to be signatories for checks, one of whom shall be the Treasurer, and each check shall be co-signed by at least two signatories. The Treasurer shall endorse, collect and deposit checks and monies of the HCESPTA. During the fiscal year, it shall be the responsibility of the Treasurer, together with the Board, to approve and monitor expenditures in compliance with the annual budget of the HCESPTA and the Treasurer shall report regularly to the Membership the status of the actual

receipts and expenditures in comparison with the approved budget. The Treasurer shall make every reasonable effort to ensure that all requisitions and disbursements from HCESPTA accounts are supported by appropriate documentation. The Treasurer shall prepare, or cause to be prepared, and submit, an annual audit, tax return and such other documentation required for the HCESPTA to maintain its non-profit status. Before the end of the school year, the Treasurer shall prepare a draft budget for the forthcoming fiscal year. Once approved by the Board, the approved budget shall be distributed to the Membership at the final PTA meeting of the school year (at the latest). Additionally, changes to the approved budget may be made during the fiscal year, subject to the approval of a majority of the Board and such changes shall be communicated to the Membership at the next PTA meeting (at the latest).

Section 5.4.4 Event Chairperson: The Event Chairperson shall have general supervision over the fund-raising and community-building events sponsored and funded by the HCESPTA for the benefit of the Membership, such as annual events including Talent Show, Auction and the Carnival. The Event Chairperson is responsible for creating a calendar of events for the following school year, for working with the administration and building staff to reserve dates and space for events, and to coordinate with custodial and engineering staff for events. The Event Chairperson is expected to organize volunteers and form committees to prepare for and carry out the individual events.

Section 5.4.5 Secretary: The Secretary shall be responsible for giving all notices, agenda and materials as required herein to the Membership, shall record and maintain the minutes of all General Membership and Special Membership meetings and shall keep such other records as the Board shall require. The Secretary shall cause minutes of General or Special Meetings to be distributed to Members via e-mail or other electronic distribution no later than two weeks after

each such meeting, and shall record, maintain and make available minutes of Board meetings as set forth in Section 4.3.

Section 5.5 Vacancies: If any elected Officer vacates his or her office for any reason, the Board shall notify the Membership. A vacancy in the office of the President shall be filled by other Officers, in the following order: Vice-President; then Treasurer, then Secretary, then Event Chairperson. A vacancy in any other office shall be filled by recommendation of the Board of Officers and approved by the Membership at its next General Meeting or at a Special Meeting if necessary. That person, if so elected, shall serve until the end of the Board's then-current term. The Board may also exercise its discretion, by a majority vote, to leave the office vacant.

Section 5.6 Indemnification: The HCESPTA shall, to the full extent permitted by applicable law, indemnify and hold harmless any person made, or threatened to be made, a party to an action or proceeding by reason of the fact that she or he (or her or his testator or intestate) is or was an Officer of the HCESPTA, against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein, if such Officer acted in good faith, for a purpose and in a manner which she or he reasonably believed to be in the best interests of the HCESPTA, and which she or he had no reasonable basis for believing was unlawful. The HCESPTA shall have the power and authority to purchase and maintain insurance for the purpose of such indemnification.



## ARTICLE 6 ELECTIONS

Section 6.1 Formation of A Nominating Committee: A Nominating Committee comprised of three to five Members of the HCESPTA shall be proposed and elected by a majority of the Board and presented to the Membership in written form 40 days before the Election Meeting, defined in 6.5.1 below. The Nominating Committee shall elect its own Chairperson. Neither Nominating Committee members, nor their spouses/domestic partners, may be candidates for office. Current Officers may not serve on the Nominating Committee.

Section 6.2 Nomination of Candidates: The Nominating Committee shall advise the Membership, by written notification, of Board offices and shall give a brief description of each office's duties and responsibilities. The Nominating Committee shall invite the Membership to submit nominations for candidates for all offices of the Board, encouraging both participation and a diverse body of candidates from across all grades. Only Members of the HCESPTA can be Officers. Any eligible Member who seeks nomination for any position shall notify the Nominating Committee, which shall add that Member's name to the list of proposed candidates. The Nominating Committee shall accept all nominations for candidates for any office on the Board.

Section 6.3 Declaration and Presentation of Candidates: Any Member running for an office shall prepare and submit to the Nominating Committee a Candidate Statement. Such Statements shall be limited to one page, and shall express the candidate's reasons for running, qualifications, and any potential conflicts of interest. At least 14 days prior to the date set for the election, the names of all eligible candidates and the office they are seeking, together with the completed Candidate Statements, shall be reported to the Membership by the Nominating Committee via a Member-wide e-mail. In the event there is no candidate for a particular office

at that time, this deadline shall be extended as necessary with respect to that office, for a reasonable amount of time, to be determined by the Nominating Committee.

Section 6.4: Multiple Candidates for a Single Office: In the event more than one Member is running for any particular office, the Nominating Committee shall arrange an Open House and invite candidates to participate so that Members may meet them and ask questions. The Nominating Committee shall use all reasonable efforts to ensure that the Open House is conducted in a respectful and collegial fashion, and for a reasonable length of time. At the Nominating Committee's discretion, the Open House shall be held either as part of a general Membership meeting, or at a separate meeting, scheduled to encourage maximum Membership participation.

#### Section 6.5 Method of Electing Officers of the HCESPTA

Section 6.5.1 Elections: The election of Officers shall take place at a meeting (the "Election Meeting") to be held as part of the regularly scheduled May or June PTA meeting or, at the discretion of the Nominating Committee, at a separate Special Meeting, which must be called in accordance with these by-laws. The Election Meeting shall be scheduled to encourage maximum Member participation.

Section 6.5.2 Preparation of Election Materials: The Nominating Committee shall prepare ballots, attendance sheets, ballot boxes, tally sheets, and all other materials pertaining to the election prior to the Election meeting.

Section 6.5.3 Form of Ballot: The ballot shall consist of the written list of candidates compiled by the Nominating Committee, listed in alphabetical order by office.

Section 6.5.4 Statements of Candidates: As of the date of the election, each candidate shall already have provided a Candidate Statement and, in the event of multiple candidates, participated in an Open House. Accordingly, in order to permit a swift and efficient voting and tallying process, statements from the individual candidates shall not be made at the Election Meeting, nor shall questions be asked of the candidates.

Section 6.5.5 Method of Voting: If all candidates for office are unopposed, the method of voting shall be by voice vote. In the event that there is more than one candidate for any individual office, voting for all offices shall be by use of secret written ballots, and the candidate with the highest number of votes shall be elected to that office. In the event of a tie, a revote shall immediately be taken at that meeting.

Section 6.5.6 Tellers of Election: If a written vote will be required, a majority of the Nominating Committee shall appoint three to ten Tellers to administer the voting. Any Member may be selected as a Teller, provided she or he, or her or his spouse/domestic partner, is not running for office. The Tellers shall count, tally and record the vote and submit such information to the President for official announcement to the Membership at the meeting.

Section 6.5.7 Procedure for Voting: To ensure that a maximum number of Members are able to exercise their rights to vote in the election of Officers, the following voting procedure shall be used. Prior to the Election Meeting, the Nominating Committee shall compile a list of Members eligible to vote at the Election Meeting. At the Election Meeting, the Nominating Committee shall set up tables divided into sections of the alphabet (e.g., A-E, F-L, M-S, T-Z). Each table shall be staffed by no fewer than two Tellers, and shall both have a ballot box that is sealed (except for a slit for depositing ballots) and a list of Members eligible to vote, whose

surnames begin with the letter corresponding to the portion of the alphabet designated for that table. Members shall vote at the appropriate tables by depositing their folded ballots into the slits of the ballot box set up at each such table. The Tellers at each table shall be responsible for a) collecting the deposited ballots in the ballot boxes, and b) for checking off the name of each Member who has deposited his or her vote into the ballot box from the list compiled by the Nominating Committee. Members may vote once only, and there shall be no proxy voting. Voting shall be complete when all Members have deposited their ballots in the sealed boxes. At that time, the boxes shall be collected by the Tellers and opened and emptied, and the votes tallied.

Section 6.5.8 Early Voting: To permit voting by Members who cannot attend the Election Meeting, the Nominating Committee may, in its discretion, utilize the following procedure in addition to the Election Meeting vote. On a weekday shortly before the Election Meeting, a Member (or Members) of the Nominating Committee, or such Member(s) of the HCESPTA as the Nominating Committee selects (who is not, and whose spouse/domestic partner is not, running for an office), shall be present at the School for a reasonable and convenient time (e.g., for one hour at drop-off time in the morning and one hour at pick-up time in the afternoon), with one additional ballot box (that is sealed, except for the slit for depositing ballots) and with the list of Members who are eligible to vote, and shall permit Members to vote by depositing a ballot into the ballot box, checking off the names of the Members whose votes are collected in this manner. This ballot box shall be retained by the School administration in a secure location until the Election Meeting, at which time the votes contained in that ballot box shall be collected and tallied together with the ballots collected at the Election Meeting. The

Nominating Committee shall ensure that the names of Members who have voted by Early Voting fashion shall be so indicated on the list of eligible Members to be used at the Election Meeting.

Section 6.5.9 Installation of Officers: Installation of the newly elected Officers shall take place at the Election Meeting. The period from that meeting through July 1st shall be the transitional time when information and records are transferred from the outgoing Board members to the incoming Board members. At least one meeting shall be scheduled during that period for that purpose.

## **ARTICLE 7                    RESIGNATIONS AND REMOVALS**

Section 7.1 Resignations: Any Officer may resign from office at any time. Such resignation shall be in writing and delivered to the President and shall take effect at the time specified therein or, if no time is specified, at the time of receipt by the President. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty. An Officer shall be deemed to have resigned upon her/his ceasing to be a Member as defined in these by-laws.

Section 7.2 Removal for Non-Attendance: An Officer who does not attend three consecutive Board meetings without good cause may be removed from office after written notification upon approval by a quorum of the remaining Board members.

Section 7.3 Removal for Cause: An Officer may be removed from office upon a finding that the Officer has not properly fulfilled the duties of his or her office, and/or is guilty of misconduct or conduct unbecoming an Officer of the HCESPTA. This finding must be made by two-thirds of the Board and thereafter, must be approved by a two-thirds vote of the Membership present at a General or Special Meeting. The action shall not be final until voted on by the

Membership. Notice of the proposed removal must be included in the notice of such General or Special Meeting. No Officer shall be removed without first having received notice of the charges against her/him and having had a reasonable opportunity to defend her/himself by presenting her/his side of the issue(s), first to the Board and then, in the event the Board votes for removal, to the Membership.

**ARTICLE 8            CONFLICTS OF INTEREST**

Section 8.1 Apparent Conflict: Officers should be careful to avoid acting in circumstances in which their personal interest conflicts with their interest as HCESPTA Officers.

Section 8.2 Actual Conflict: An Officer who has any direct or indirect interest in a business dealing with the school, the community school district, CUNY, or the Department of Education, including a contract or personnel appointment, must refrain from participating in any decision relating to that matter. Such interest, whether direct or indirect, must be disclosed to the Membership and placed in the minutes of the meeting at which the disclosure was made. PTA decisions must be made by vote of only those Members who do not have a conflict of interest. In matters where a Member or Members has/have a conflict of interest, he or she must abstain from voting or otherwise participating in the decision.

**ARTICLE 9            COMMITTEES OF THE BOARD**

Section 9.1 Establishing of PTA Committees: The Board may, at any time, by majority vote, establish individual Committees to carry on the work of the HCESPTA. At its discretion, the Board may, by majority vote, eliminate a committee. Each PTA Committee may consist of as many Members as wish to serve on it. The term of the Chairperson of each PTA Committee shall be for one school year, and at the last meeting of each such Committee before the end of the

school year, its Members shall, by a majority vote of those present, elect the Chairperson to serve for the next school year. Each PTA Committee shall promptly notify the Board as to the results of each such election.

Section 9.2 Establishing of Special Committees: The Board may, at any time, by majority vote, establish Special Committees, organized for a special or temporary purpose. Special Committees shall dissolve when such purpose is completed. The Chair of each Special Committee shall be appointed by the Board subject to a majority vote, for a term of one year or until a Special Committee dissolves.

Section 9.3 Responsibilities of Chairpersons: Committee Chairpersons may serve for any number of consecutive terms. They are responsible for scheduling meetings as necessary, notifying Committee Members of all activities and for maintaining accurate financial reports (or for designating a Committee Member to do so) to be reported to the Treasurers. Chairpersons must report regularly to such Officer of the Board as the Board shall designate about the activities, progress and financial expenditures of the Committee.

Section 9.4 Committee Funding: Chairpersons seeking funds from the HCESPTA to carry out the work of the Committees shall prepare and submit to the Board of Officers a proposal outlining the amounts sought and a description of the intended expenditures. The granting of funds to Committees shall be subject to a majority vote of the Board.

Section 9.5 Removal of Committee Chairpersons: The Chair of any Committee (other than the Nominating Committee) may be removed by the Board when, in its opinion, that Member has not properly fulfilled the functions for which she or he has been appointed, and/or is guilty of misconduct or conduct unbecoming a Member of the HCESPTA. A vote of two-thirds

of the Board is required for such removal. Such person shall have the right to notice of such proposed removal and have an opportunity to be present for the discussion portion of the Board Meeting at which such vote shall be taken, and to present his or her position.

## **ARTICLE 10            CLASS REPRESENTATIVES**

Section 10.1 Election and Duties: At the beginning of each school year one Member is to be elected by the Members in each class as a class representative to the HCESPTA for that school year. One additional Member is to be elected as an alternate or co-representative. The duties of the class representative shall be to: (1) attend Class Representative meetings; (2) facilitate the collection of dues or fees, if any, from parents in the class; (3) contact class parents as requested by the Board; (4) act as a liaison between class parents, the class teacher, the Board and the administration; (5) compile a class list with the children's names, parent(s)' names, addresses, phone numbers and e-mails; (6) oversee functions assigned to their class by the HCESPTA.

Section 10.2 Removal of Class Representatives: Any Class Representative may be removed by the Board when, in its opinion, that Member has not properly fulfilled the functions for which she or he has been appointed, and/or is guilty of misconduct or conduct unbecoming a Member of the HCESPTA. A vote of two-thirds of the Board is required for such removal. Such person shall have the right to notice of such proposed removal and have an opportunity to be present for the discussion portion of the Board Meeting at which such vote shall be taken, and to present his or her position.



## **ARTICLE 11      AMENDMENTS**

Section 11.1 Amendments: These by-laws may be amended by a majority vote of the Members present at the General Meeting or Special Meeting at which the proposed amendment comes up for action. The proposed amendment(s) shall be submitted in writing to Members a reasonable time prior to the Membership Meeting at which the vote on the amendment shall be taken, and shall be read at least once at a Board of Officers meeting prior to such Membership Meeting. Without limiting the foregoing, by-laws specifying duties for Officers, and/or specifying duties of Officers for whom specific duties are not separately provided for herein can also be adopted by a majority of the entire Board; provided, however, that any by-law specifying duties for Officers and/or duties of Officers for whom duties are not separately provided for herein, so adopted by the Members, may be amended or repealed only by the Members.

## **ARTICLE 12      SAVINGS CLAUSE**

Section 12.1 Savings Clause: In the event that any provision of these by-laws shall at any time be found to be in violation of applicable law, then in any such event the offending provision shall be deemed modified to comply with the minimum requirements of any such law.

## **Investment Policy – HCES PTA**

### **Investment Objectives**

Funds held by the HCES PTA shall be invested in accordance with the following objectives (in descending order of importance):

- Safety of principal
- Liquidity
- Current income or yield

### **Permitted Investments**

The Treasurer(s) shall invest Funds held by the HCES PTA in any of the following instruments:

- Bank accounts
- No load money market funds
- Short term Certificates of Deposit (up to FDIC maximum) with a maturity of no more than 2 years
- US government obligations with a maturity of no more than 2 years

Other investments are not permitted unless approved by a vote of the Board of Directors as described below.

### **Custody and/or Financial Institutions**

The Treasurer(s) shall select the financial institutions where accounts are maintained and which hold the Permitted Investments. Changing a financial institution where an account is maintained is permitted provided that the entire Board has been notified and such change is documented in the minutes of the relevant board meeting.

### **Amending Investment Policy**

This investment policy may be amended or waived by a majority vote of the Board of Directors of the HCES PTA provided that such amendment or waiver (and the rationale for it) is documented in the minutes of the relevant board meeting.

These by-laws 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 XX of the by-laws then in effect, at the Membership meeting held on June 17, 2010.

Signed By:



President

6/17/10

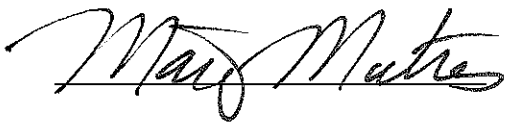
Date



Vice-President

6/17/10

Date



Secretary

6/17/10

Date