

**BYLAWS OF THE CONCERNED PARENTS ASSOCIATION OF PUBLIC SCHOOL 16  
JERSEY CITY, NEW JERSEY**

**ARTICLE I - Name**

The name of the organization is the Concerned Parents Association of Public School 16 (“The CPA of PS 16” or the “Association”).

**ARTICLE II – Purpose**

The CPA of PS 16 is organized for the purpose of supporting the education of children at the Cornelia F. Bradford School PS 16 by fostering relationships among the school, parents, and teachers.

**ARTICLE III – Members**

**Section 1.** Any parent, guardian, or other adult standing in loco parentis for a student at the school may be a member and shall have voting rights. The principal and teachers are encouraged to attend. The principal and teachers do not have voting rights.

**Section 2.** Dues are not charged to be considered a member with voting rights.

**Section 3.** Non-members may attend all general meetings as observers. They have no voting rights.

**ARTICLE IV– Officers and Elections**

**Section 1. Officers.** The officers of the Association shall be a president, 1<sup>st</sup> vice president, 2<sup>nd</sup> vice president, secretary, recording secretary, treasurer and assistant treasurer.

**a. President.** The President shall be the principle executive officer of the Association. The President shall preside over meetings of the organization and Executive Board, serve as the primary contact for the principal, represent the organization at meetings outside the organization, serve as an ex officio member of all committees, and coordinate the work of all the officers and committees so that the purpose of the organization is served.

The President shall supervise the election of officers every year. The President shall consult with the Board on matters of significance to the Association and act with the Board on such matters. The President shall be responsible for ensuring that all necessary federal, state and local income tax returns, or any other tax returns are filed each year on time. In general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

**b. 1<sup>st</sup> Vice President.** The 1<sup>st</sup> Vice President shall assist the president and carry out the president’s duties in his or her absence or inability to serve.

The 1<sup>st</sup> Vice President shall generally have responsibility for managing fund raising and internal affairs of the Association, as those activities are defined by the Board. In general, the 1<sup>st</sup> Vice President shall perform all duties incident to the office of the 1<sup>st</sup> Vice President and such other duties as may be prescribed by the Board from time to time.

**c. 2<sup>nd</sup> Vice President.** The 2<sup>nd</sup> Vice President shall assist the 1<sup>st</sup> Vice President and carry out the 1<sup>st</sup> Vice President's duties in his/her absence. The 2<sup>nd</sup> Vice President will oversee all subcommittees and will also take on one subcommittee if he/she chooses.

**d. Secretary.** The Secretary shall keep all records of the organization, in consultation with the President, prepare the agenda, handle correspondence, and send notices of meetings to the membership. The Secretary also keeps a copy of the minutes book, bylaws, rules, membership list, and any other necessary supplies, and brings them to meetings. In general, the Secretary shall perform all duties incident to the office of the Secretary and such other duties as may be prescribed by the Board from time to time.

**e. Recording Secretary.** The Recording Secretary shall assist the Secretary in planning, organizing and preparing the Secretary reports. The Recording Secretary shall type all minutes to be reported at monthly CPA meetings.

**f. Treasurer.** The Treasurer shall receive all funds of the Association, keep an accurate record of receipts and expenditures, and pay out funds in accordance with the approval of the Executive Board. He or she will present a financial statement at times during the year when requested by the Executive Board, and make a full report at the end of the year. In general, the Treasurer shall perform all duties incident to the office of the Treasurer and such other duties as may be prescribed by the Board from time to time.

**g. Assistant Treasurer.** The Assistant Treasurer shall assist the treasurer and carry out the Treasurer's duties in the Treasurer's absence. The Assistant Treasurer shall act as co-chairperson of all fundraisers.

**Section 2. Nominations and Elections.** Elections will be held at the last meeting of the school year. Nominations for each office shall be submitted at the meeting held one month prior to the election. At that meeting, nominations may also be made from the floor. Members must be present and vote in person at the time of the vote. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a ballot vote shall be taken.

**Section 3. Eligibility.** Members are eligible to run for office if they are members in good standing. The member must have attended at least two (2) of the general meetings held during the previous twelve (12) months prior to the voting meeting. Thus a total of three (3) meetings will have been attended by the member in the last twelve months, including the voting meeting.

**Section 4. Terms of Office.** Officers are elected for two years and may serve no more than one (1) term in the same office. Each person elected shall hold only one office at a time.

**Section 5. Vacancies.** If there is a vacancy in the office of President, the 1<sup>st</sup> Vice President will become the President. If there is a vacancy in any other position, the President may appoint a current board member or committee director to fill the position(s).

**Section 6. Removal From Office.** Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous

notice has been given.

### **Article V – Meetings**

**Section 1. Regular Meetings.** The regular meeting of the organization shall be on the first Monday of each month during the school year at 6 p.m., in the PS 16 auditorium or at a time and place determined by the Executive Board at least one month before the meeting. The annual meeting will be held at the April regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise. Notice will be provided to members through email or web posting at least one week prior to the meeting. Members must sign the meeting attendance sheet during regular meetings.

**Section 2. Special Meetings.** Special meetings may be called by the President, any two members of the Executive Board, or ten general members submitting a written request to the Executive Board signed by the ten members and stating the purpose of the meeting. The Board must approve the request. Notice of the special meeting shall be sent to the members at least 10 days prior to the meeting.

**Section 3. Quorum.** The quorum shall be 10 members of the organization including at least two officers of the Association.

### **Article VI – Executive Board**

**Section 1. Membership.** The Executive Board shall consist of the officers and standing committee chairs, if any.

**Section 2. Duties.** The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

The expenditure of funds, up to a limit of one-thousand dollars (\$1000), may be approved by the Executive Board by a majority vote of the Board. The president may approve expenditures of five-hundred dollars (\$500) without any additional approval. The president may approve upfront expenditures for items, such as uniforms, which will be reimbursed to the Association at a later date.

**Section 3. Meetings.** Regular meetings shall be held monthly, at a time and place, to be determined by the Board. The purpose of this meeting is to formulate proposals for the Association activities for the forthcoming year and to review and evaluate the prior year's activities. The Board will make a report on their meeting to the members at regular meetings. Special meetings may be called by any two board members, with 24 hours notice.

**Section 4. Quorum.** A majority of the Board shall constitute a quorum for transacting business at a meeting of the Board.

### **Article VII – Committees**

**Section 1. Membership.** Committees may consist of members and board members, with the

President or the President's designee acting as an ex officio member of all committees.

**Section 2. Committees.** The Board may appoint committees as needed.

### **Article VIII – Finances**

**Section 1.** A tentative budget shall be drafted in the fall for each school year and presented to the membership.

**Section 2.** The Treasurer shall keep accurate records of any disbursements, income, and bank account information.

**Section 3.** Two authorized signatures shall be required on each check over the amount of two-hundred dollars (\$200). Authorized signers shall be the President, or the President's designee, and Treasurer.

**Section 4.** The Treasurer shall prepare a financial statement at the end of the year, to be presented to the membership.

**Section 5.** Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the school.

**Section 6.** The fiscal year shall coordinate with the school year.

### **Article IX – Parliamentary Authority**

Robert's Rules of Order shall govern meetings when they are not in conflict with the Association's bylaws.

### **Article X – Standing Rules**

Standing rules may be approved by the Executive Board, and the Secretary shall keep a record of the standing rules for future reference.

### **Article XI – Dissolution**

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

### **Article XII – Amendments**

These bylaws may be amended at any regular or special meeting, after public notice to members. Notice may be given by e-mail or web post. Amendments will be approved by a two-thirds vote of those present.

### **Article XIII – Conflict of Interest Policy**

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and

charitable organizations.

## **Section 2. Definitions.**

**a. Interested Person.** Any officer or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

**b. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
- ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **Section 3. Procedures.**

**a. Duty To Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.

**b. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

### **c. Procedures for Addressing the Conflict of Interest.**

- i. An interested person may make a presentation at the governing board or committee meeting, 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 conflict of interest.
- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall

determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

**d. Violations of the Conflict of Interest Policy.**

i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. 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.

**Section 5. Compensation.**

Officers shall not receive any stated salaries for their services.

**Section 6. Annual Statements.** By becoming a director, officer, and member of a committee with governing board-delegated powers, each agrees and affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax-exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 7. Periodic Reviews.** To ensure that the organization 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 the following subjects:

a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations

conform to the organization'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 an excess benefit transaction.

**Section 8. Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

The member must have attended at least two (2) of the General Meetings held during the previous twelve (12) months prior to the meeting in which the aforementioned issues are to be voted upon. Thus a total of three (3) meetings will have been attended by the member in the last twelve months