

PROPOSED AMENDMENTS
TO
BYLAWS OF TAG PTA

Article I - Name

The name of the association shall be the TAG PTA.

Article II - Objectives

The objectives of the association are to provide support and resources (e.g., fundraising) to the school for the benefit and educational growth of the children; to develop a cooperative working relationship between the parents and staff of our school; to develop parent leadership and build capacity for greater involvement; to foster and encourage parent participation on all levels; and to provide opportunities and training for parents to participate in school governance and decision-making.

Article III - Membership

Section 1 Eligibility

Parents of students currently attending TAG School for Young Scholars (M012) are automatically members of the TAG PTA. Parents include parents by birth or adoption, stepparents, legally appointed guardians, foster parents, and persons in parental relation to a child currently attending TAG School for Young Scholars (M012). Parents of a child who is attending TAG School for Young Scholars (M012) full time while on the register of a citywide program are automatically members of the TAG PTA. At the beginning of each school year, the association shall send a welcome letter to inform parents of their automatic membership status and voting rights.

Membership shall be open to all eligible staff and teachers currently employed at the school.

School Supervisory Staff (principals, assistant principals, and supervisors) may not be members of the PA in the school in which they are employed.

Section 2 Dues/Donations

The payment of dues cannot be a condition for participation or membership. However, each family shall be requested to make a voluntary donation of \$50, \$100, \$250, or other amount. The amount donated by each family will be kept confidential.

Section 3 Voting Privileges:

Each member of the TAG PTA shall be entitled to one vote. 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 (CR A-660).

Article IV – Officers

Section 1 Titles

The officers of the association shall be: ~~President or Co-Presidents, Secretary or Co-Secretaries, Treasurer or Co-Treasurers, and Vice President or Co-Vice Presidents, Treasurer, Vice President at Large, Vice President of Family Engagement, Vice President of Budget, Vice President of Fundraising, Vice President of Grants, Vice President of Audit, Vice President of Communications, and Vice President of Enrichment.~~ The association must elect the mandatory core officers: president(s), secretary(ies), and treasurer(s), in order to be a functioning association. There shall be no qualifications for any office other than to be a parent of a child attending TAG School for Young Scholars (M012).

Each officer position may be held by co-officers, each of whom shall be a member of, and have a vote on, the Executive Board.

Section 2 Term of Office and Term Limits

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

Term limits for each officer position for the association shall be 2 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

President or Co-Presidents: The President or Co-Presidents shall preside at all meetings of the association and shall be an ex-officio member of all committees except the nominating committee. The President or Co-Presidents shall delegate responsibilities to other association members and shall encourage meaningful participation in all parent and school activities. The President or Co-Presidents shall attend all regular meetings of the presidents' council and shall be a mandatory member of the school leadership team. In the event that the association elects Co-Presidents, the remaining Executive Board members will determine which Co-President will serve as the core member on the SLT and which Co-President will serve as the school's representative to the District 4 President's Council. The President or Co-Presidents shall meet regularly with the executive board members in accordance with these bylaws to plan the agendas for the general membership meetings. The President or Co-Presidents shall be one of the eligible signatories on checks. The President or Co-Presidents shall assist with the June transfer of association records to the incoming executive board.

Secretary or Co-Secretaries: The Secretary or Co-Secretaries shall record minutes at all association meetings, including executive board meetings. The Secretary's or Co-Secretaries' responsibilities shall include the preparation of notices, agendas, sign-in sheets and materials for distribution. The Secretary or Co-Secretaries shall prepare and read the minutes of each association meeting, including executive board meetings, and shall distribute copies of the minutes at the next scheduled meeting for review and approval by the general membership. The Secretary or Co-Secretaries shall maintain custody of the association's records on school premises. The Secretary or Co-Secretaries 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 Secretary or Co-Secretaries shall be responsible for reviewing, maintaining and

responding to all correspondence addressed to the association. The Secretary or Co-Secretaries shall assist with the June transfer of all association records to the incoming executive board. The Secretary or Co-Secretaries shall ensure that copies of all minutes, reports, and other communications by the association shall be available to all parents for review at any time to be held in a binder in the TAG Parent Coordinator's Office.

Treasurer or Co-Treasurers: The Treasurer or Co-Treasurers shall be responsible for all financial affairs and funds of the association. The Treasurer or Co-Treasurers shall also be responsible for maintaining an updated record of all income and expenditures on school premises and shall be one of the signatories on checks. The Treasurer or Co-Treasurers shall adhere to and implement all financial procedures established by the association. The Treasurer or Co-Treasurers shall prepare and present a written report of all transactions at every executive board and general membership meeting. This report must include income, refunds, reimbursements and other expenditures, and opening and closing balances for the reporting period. The Treasurer or Co-Treasurers shall also prepare the association's interim and annual financial reports. The Treasurer or Co-Treasurers shall make available all books and financial records for viewing by members upon request and for audit. The Treasurer or Co-Treasurers shall assist with the June transfer of all association records to the incoming executive board.

Vice President at Large or Co-Vice Presidents at Large: The Vice-President at Large or Co-Vice-Presidents at Large shall assist the President or Co-Presidents and shall assume the President's or Co-Presidents duties in his/her absence or at the President's or Co-Presidents request. The Vice-President at Large or Co-Vice-Presidents at Large shall be one of the signatories on all checks. The Vice-President at Large or Co-Vice-Presidents at Large shall assist with the June transfer of association records to the incoming executive board.

Vice President of Family Engagement, Vice President of Budget, Vice President of Fundraising, Vice President of Grants, Vice President of Audit, Vice President of Communications, and Vice President of Enrichment: Each shall (a) preside at the meetings of their respective committees and (b) report to the Executive Board on the business of their respective committees.

Section 4 Election of Officers

Officers shall be elected between the third Wednesday in May and the third Friday in June for a one-year term beginning July 1. The principal should be notified of the date and time of the annual election by April 1, but must be notified no later than May 1.

Employees of TAG School for Young Scholars (M012) may not serve as members of the executive board. This restriction applies equally to employees who have a child currently attending TAG School for Young Scholars (M012).

4.1. Nominating Committee: A nominating committee must be established during the February general membership meeting. The nominating committee shall consist of three to five members. The majority of the committee members must come from the general membership. The remaining members of the nominating committee shall be selected by the President or Co-President, subject to the approval of the executive board. The nominating committee shall choose one of its members to serve as chairperson. No person employed at TAG School for Young Scholars (M012) shall be eligible to serve on the nominating committee. No person who is running for office may serve as a member of the nominating committee.

The nominating committee shall solicit candidates from the membership in writing. Notices should be translated into languages spoken by parents in the school whenever possible. The nominating committee will also be responsible for conducting the election meeting.

The nominating committee's duties include the following:

- canvassing the membership for eligible candidates;
- preparing and distributing all notices of any meeting pertaining to the nomination and election process, in accordance with CR 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 for nominations, including self-nomination, to be taken from the floor and then officially closed;
- scheduling the election at a time that ensures maximum participation;
- 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 cannot be formed, the association must proceed with an expedited election, as provided in CR A-660.

4.2. Notices: The meeting notice and agenda for the Spring general membership election meeting shall be distributed in accordance with CR 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 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:

- Written ballots are required for all contested offices. Candidates must be listed on ballots in alphabetical order by last name for each office. Candidates running for co-offices must be listed together and voted for as a team. Where possible, ballots should contain instructions in the languages spoken by parents other than English. A ballot template is available in the languages covered by Chancellor's Regulation A-663 at <http://schools.nyc.gov/parentleadership>. If a ballot template is needed in a language that is not readily available, the principal must contact the DOE's Translation and Interpretation Unit.
- Ballots must remain in the meeting room until the election meeting has been adjourned. Ballots must be counted immediately following the conclusion of voting and in the presence of any members and observers.
- Ballots must not be removed from the school. The association must retain ballots on school premises for 6 months following the date of the election 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 must make a motion for the Secretary or Co-Secretaries to cast one vote to elect the candidate for office. A vote of the membership is required for approval of the motion. The result of the motion must be recorded in the minutes.

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 Secretary or Co-Secretaries and immediately turn over all association records. The ranking of officers for succession purposes shall be: president, vice-president, secretary, treasurer.

If a vacancy occurs in a shared office, the other officer holder may assume the role solely.

4.6. Expedited Election Process:

Expedited elections shall be held to fill vacancies in the event they cannot be filled through succession. The executive board 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 the case of co-presidents, co-secretaries and/or co-treasurers, the remaining executive board members will vote to choose who will be the CEC selectors.

Section 6 June Transfer of Records

All PA Records must be maintained for 6 years. Outgoing executive board members must ensure that records are transferred to the newly elected executive board members, including all parent contact information obtained during their term of office. Transfers must occur on school premises, in the presence of the principal, the next practicable day after the election. At least one meeting will be scheduled during the month of June for this purpose. Any member of the executive board may request the assistance of the presidents' council during this process.

Section 7 Disciplinary Action

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

Association officers may also be removed for unsatisfactory performance through the process outlined below:

- At any general membership meeting, an association member may make a motion to begin the process of removing an executive board member for unsatisfactory performance.
- If the motion is approved by two-thirds of the assembled members, the general membership must select a review committee by majority vote. Executive board members may not serve on the review committee.

- The review committee will gather relevant information and present its findings to the general membership to allow the members to make an informed decision about the motion. Findings must be presented in writing at a general membership meeting within 30 school days of the date the motion was presented. The association's notice and agenda must indicate that a vote will be taken by the general membership regarding the removal of an executive board member.
- The result of the motion must be submitted in writing to the principal, which the principal must forward to the appropriate superintendent and OFEA.

Article V - Executive Board

Section 1 Composition

The executive board shall be composed of the elected officers of the association and the chairpersons of standing committees. Officers shall be expected to attend all executive board meetings.

Section 2 Meetings

Regularly scheduled meetings of the executive board shall be held monthly, September through June, on the third Thursday of every month at 6:00 p.m., unless such date falls on a legal or religious holiday, in which case the meeting shall be held on the following or previous Thursday.

Section 3 Voting

Each member of the executive board shall be entitled to one vote.

Section 4 Quorum

One more than half of the elected officers of the executive board shall constitute a quorum, allowing for official business to be transacted.

Article VI – General Membership Meetings

Section 1 General Membership Meetings

1.1. The general membership meetings of the association shall be held monthly, September through June, on the ~~first~~**second** Tuesday, at either 8:15am or 6:00 p.m. unless such date falls on a legal or religious holiday, in which case the meeting shall be held on the following or previous Tuesday, as determined by the executive board. Written notice of each membership meeting shall be distributed in languages spoken by parents at the school, whenever possible. Notice must be send at least ten school days prior to the scheduled meeting. The date of distribution shall appear on all notices.

1.2. All meetings, including committee and executive board meetings must be held in the association's home school. Under no circumstances are

associations or executive board meetings to be held in private residences or commercial venues (e.g. restaurants and private clubs).

1.3. All eligible members may attend and participate during general membership 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 chair.

Section 2 Order of Business

The order of business at meetings of the association, unless changed by the executive board shall be:

- Call to Order
- Reading and Approval of Minutes
- President's Report
- Treasurer's Report
- Principal's Report
- School Leadership Team Report
- Committee Reports
- Old Business
- Question & Answer Period – Members will have the option to submit questions in advance of the meeting in the parent coordinator's office.
- New Business
- Adjournment

Section 3 Quorum

The quorum for a general membership meeting must consist of representation by at least 8 association members, including a minimum of 2 executive board members, ~~2 teachers/staff members~~, and 6 parent members of the association shall be required in order to conduct official association business.

Section 4 Minutes

Minutes of the previous meeting shall be available in written form and read for approval at every general membership meeting. The minutes of any association meeting must be made available upon request to any member.

Section 5 Special Membership Meetings

5.1 A special membership meeting may be called to deal with a matter of importance that cannot be postponed until the next general membership meeting. The President or Co-Presidents may call a special membership meeting with a minimum of 48 hours written notice to parents stating precisely what the topic of the meeting will be.

5.2 Upon receipt of a written request from 10 association members, the President or Co-Presidents must call a special membership meeting within 5 school days of the request and provide 48 hours written notice to parents.

Meeting rules of order should be adopted for use as a guide and included in these bylaws. Where no meeting rules of order are adopted, *Robert's Rules of Order – Newly Revised* will be deemed to apply, provided that it is consistent with laws, policies, rules, and regulations.

Article VII - Committees

Section 1 Standing Committees

- 1.1 The chairpersons of all standing committees will be elected by the members of those committees. Ad-hoc committees shall be established by executive board approval. Only chairpersons of the standing committees will be allowed to vote on executive board issues. The standing committees of the association are the following:

MembershipFamily Engagement: The membershipFamily Engagement committee shall be responsible for encouraging parent participation, outreach and recruitment. The Chairperson for the MembershipFamily Engagement committee shall make every effort to coordinate their outreach efforts and strategies with the school's Parent Coordinator. The membershipFamily Engagement committee shall also prepare a newsletter to all members which contains, at a minimum, messages from the association President or Co-Presidents, list of executive board members, all association meeting dates, student and parent events, school policies, budget and any other material deemed appropriate by the association. The committee shall also be responsible for maintaining a current list of members, which shall be available without home addresses and telephone numbers at every membership meeting.

Budget: The budget committee shall be responsible for drafting 1) a proposed budget each spring for approval by the membership, 2) a written review of the prior year's budget, both of which must be presented for vote at the May membership meeting, and 3) presenting the budget process. (See Article VIII, Section 3.)

Fundraising: The fundraising committee coordinates fundraising events and activities to generate association funds.

Grants: The objective of the grants committee is to pursue grant funding for programs offered to the School's students and resources for the School. The responsibilities of the grants committee shall include but are not limited to: (a) research grants and organizations that meet the needs and goals identified by the Association and other committees; (b) prepare and submit applications for grants and other types of external funding; and (c) monitor, advise the Association regarding, and report on compliance with grant requirements.

Audit: The audit committee shall conduct an internal audit or shall recommend that an external audit of all financial affairs of the organization be conducted based upon their initial findings. The Treasurer or Co-Treasurers shall make all books and records available to them. The audit committee shall prepare a written report or provide copies of the external report to be presented to the membership at a general membership meeting or upon completion of their review and investigation.

Communications: The communications committee shall be responsible for providing information to the parent body via a newsletter and online.

Enrichment Programs: The objective of this committee is to enhance the enrichment programs offered to TAG students. The committee would assess existing enrichment opportunities for students, identify gaps, and focus on greatest needs. The committee will break into smaller working teams which are organized around specific programs (e.g., chess, physical education, language, etc.). The working teams would research the needs for the enrichment programs; develop a coherent strategy for meeting the goals, and research grants and organizations, which specifically address the goals of that program.

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, Treasurer or Co-Treasurers, and Vice-President or Co-Vice-Presidents shall be authorized to sign checks. All checks require at least 2 signatures. The 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 association check. An association member may not sign a check if she/he has any direct or indirect interest in the expenditure.

Section 3 Budget

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

- The outgoing executive board 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 June meeting.
- The incoming executive board must review the proposed budget in September for presentation and discussion during the September meeting. Budget amendments may be proposed at this time.
- The executive board must present the budget process for membership approval no later than the October meeting.
- The counting and handling of any cash, checks, or money orders received by the association, must be completed by at least 2 association members. These association members cannot be related by blood or marriage. Funds must be counted in the school on the same day of receipt. The association's financial records must display the total amount of funds and the signatures of the association members who participated in counting the funds.
- The principal's written consent is required when the fundraising activity is held during school hours or on school property.
- All funds should be deposited in the bank account by authorized executive board members within 1 business day of receipt, but in any event, no longer than 3 business days. If the deposit will not

be made within 1 business day, the executive board must ensure that all funds are secured in a locked location on school premises. The executive board must obtain written acknowledgement from the principal when association funds are secured in the school. Under no circumstances may fundraiser proceeds be stored in a member's place of work or residence. Association funds must be taken to the bank for deposit by at least 2 authorized members.

- Documentation related to every transaction must be maintained at the school (e.g., cancelled checks, deposit receipts, purchase orders, association minutes related to the financial transactions, etc.)

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

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

3.4 The executive board is authorized to make an emergency expenditure not to exceed \$200 with a two-thirds approval by the executive board. Emergency expenditures are appropriate when the executive board deems a matter of sufficient urgency. These expenditures shall be reported to the general membership at the next association meeting in writing by the Treasurer or Co-Treasurers. The minutes of the meeting must reflect a vote taken by the association to accept this action.

Section 4 Audit

4.1 The President or Co-Presidents shall request volunteers to form an audit committee of 3 to 5 persons. Executive board members who are not eligible signatories on association checks may serve on the audit committee. The majority of the committee shall be comprised of general members.

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

4.3 Additional duties of the audit committee may include examining all relevant financial statements and records of disbursements, verifying 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 general membership 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 and Co-Treasurers shall prepare the Interim PA Financial Report by January 31st and the Annual PA Financial Report by the June meeting, including all income, expenditures, and other transactions. These reports shall be presented and reviewed by general membership. Copies of these reports shall be provided to the principal.

- 5.2 The Treasurer or Co-Treasurers 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 Chancellor's Regulation A-610, parents must obtain written approval from the principal before collecting fund raiser proceeds from students. The Treasurer or Co-Treasurers and at least one other officer shall transport all funds to the bank. 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 association including checkbooks, ledgers, cancelled checks, invoices, receipts etc., shall be maintained and secured on school premises.

Article IX – Conflicts of Interest, Contracts and Services of Directors and Officers

See the Conflict of Interest Policy attached as Exhibit A to these bylaws. To the extent the provisions in the attached exhibit conflict with the restrictions outlined in CR A-660, the latter shall control.

Article X – Amendments and Regular Review of Bylaws

These bylaws may be amended at any regular meeting of the association by a two-thirds vote of the members present, provided the amendment was presented in writing to the membership at the previous meeting, and appears in the notice of the meeting at which it is to be amended. Amendments are effective immediately unless otherwise specified. A thorough review of these bylaws shall be conducted every 3 years. All provisions of these bylaws must conform to CR A660 and Department of Education guidelines.

Any member may present a motion at a general membership meeting to amend a provision of the bylaws that is not in compliance with CR 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 members present is required for approval.

Exhibit A - Conflict of Interest Policy

Article I - Purpose

The purpose of the conflict of interest policy is to protect TAG PTA'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 TAG PTA 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.

Article II - Definitions

Section 1 Interested Person

Any director, principal 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.

Section 2 Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 2.1 An ownership or investment interest in any entity with which the TAG PTA has a transaction or arrangement,
- 2.2 A compensation arrangement with the TAG PTA or with any entity or individual with which the TAG PTA has a transaction or arrangement, or
- 2.3 A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the TAG PTA 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 Article III, Section 2, 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.

Article III - Procedures

Section 1 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 considering the proposed transaction or arrangement.

Section 2 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 if a conflict of interest exists.

Section 3 Procedures for Addressing the Conflict of Interest

- 3.1 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.
- 3.2 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.
- 3.3 After exercising due diligence, the governing board or committee shall determine whether the TAG PTA 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.

- 3.4 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 TAG PTA'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.

Section 4 Violation of the Conflicts of Interest Policy

- 4.1 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.
- 4.2 If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- 1.1 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.
- 1.2 The names of 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 - Compensation

- 1.1 A voting member of the governing board who receives compensation, directly or indirectly, from the TAG PTA for services is precluded from voting on matters pertaining to that member's compensation.
- 1.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the TAG PTA for services is precluded from voting on matters pertaining to that member's compensation.
- 1.3 No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the TAG PTA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI - Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- 1.1 Has received a copy of the conflict of interest policy,
- 1.2 Has read and understands the policy,
- 1.3 Has agreed to comply with the policy, and
- 1.4 Understands the TAG PTA 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 VII - Periodic Reviews

To ensure the TAG PTA 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:

- 1.1 Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- 1.2 Whether partnerships, joint ventures, and arrangements with management organizations conform to the TAG PTA'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 VIII - Use of Outside Experts

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

These bylaws as set forth above have been voted on and approved by the membership.