

AMENDED BYLAWS OF  
TAG PTA

APPROVED BY THE MEMBERSHIP ON MAY 18, 2021

**Article I – Name**

The name of the Association shall be TAG PTA and hereafter referred to as the Association.

**Article II – Objectives**

**A. The objectives** of the Association include, but are not limited to:

1. developing parent leadership and building capacity for greater involvement;
2. fostering and encouraging parent participation on all levels;
3. developing a cooperative working relationship between the parents and staff of our school;
4. providing opportunities and training for parents to participate in school governance and decision-making;
5. providing support and resources to the school for the benefit and educational growth of the students.

**Article III – Membership**

**A. Eligibility**

1. A parent of a student currently on the register of TAG School for Young Scholars (M012) (the “School”) is automatically a member of the Association.
2. 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.
3. The term “parent” is defined as any person in a parental or custodial relationship to the student, which includes the following:
  - i. Birth parent
  - ii. Adoptive parent
  - iii. Foster parent
  - iv. Step-parent
  - v. Legally appointed guardian
  - vi. Person(s) in parental relation

4. Membership shall be open to all teachers and eligible staff currently employed at the School. School supervisory staff (i.e., principals, assistant principals, and supervisors) and parent coordinators may not be members of the Association.

**B. Dues/Donations**

1. The payment of dues is not a condition for participation or membership.
2. Members may be requested to make a voluntary donation. Any donations would be kept confidential.

**C. Voting Privileges**

1. Every parent of a student currently enrolled at the School shall be entitled to a single vote during any meeting. However, that right may be limited by the Conflicts of Interest restriction outlined in Chancellor's Regulation A-660 (CR A-660).
2. Voting by proxy, absentee ballot, email, or conference call is prohibited.
3. Each teacher and eligible staff member currently employed at the school shall be entitled to a single vote.

**Article IV – Officers**

**A. Titles**

1. The mandatory officers of the Association shall be: President, Recording Secretary and Treasurer. The Association must elect the mandatory officers in order to be a functioning Association. The only qualification for all offices is that the candidate be a parent of a child in the school. The eligibility of a member may be limited by the Conflicts of Interest restrictions outlined in Chancellor's Regulation A-660. DOE employees are ineligible, even if they have a child in the school.
2. Non-mandatory officers of the Association may consist of—but are not limited to—the following: 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.

**B. Term and Term Limits**

1. The term of office shall be no more than 12 months beginning July 1st and ending June 30th.
2. Term limits for each officer position of the Association shall be two consecutive one year terms. A candidate who has served

the maximum number of terms may only be elected to serve an additional term if no other candidate is nominated and willing to serve.

### **C. Duties of Officers**

1. **President:** The duties of the president shall be—but are not limited to—the following:
  - a. to preside at all meetings of the Association; if unable to preside, the next officer (or pair of officers) in order of succession shall preside (see article I section D.7.c of these bylaws)
  - b. to be an ex-officio member of all committees (except the nominating committee)
  - c. to appoint Association chairpersons of committees, other than the standing committees, with the approval of the executive board
  - d. to encourage meaningful participation in all parent and school activities
  - e. to provide opportunities for members' leadership development
  - f. to delegate responsibilities to members of the Association as needed
  - g. to attend all regular meetings of the presidents' council
  - h. to be a mandatory member of the School Leadership Team (Co-presidents must determine which of them will serve on the SLT and which of them will attend President Council meetings);
  - i. to meet regularly with the executive board members
  - j. to plan the agendas for the general membership meetings;
  - k. to be one of the eligible signatories on checks
  - l. to confirm that the person filing the annual taxes for TAG PTA has been provided with all the documents and information necessary to file taxes by the filing deadline
  - m. to assist with the June transfer of Association records to the incoming executive board, including all pertinent user IDs and passwords.
2. **Recording Secretary:** The duties of the recording secretary shall be—but are not limited to—the following:
  - a. to record minutes at all Association meetings
  - b. to prepare notices, agendas, sign-in sheets and

materials for distribution

- c. to prepare and read the minutes at Association meetings
  - d. to distribute copies of the minutes for review and approval by the general membership
  - e. to maintain custody of the Association's records on school premises;
  - f. to incorporate all amendments into the bylaws
  - g. to ensure that signed copies of the bylaws with the latest amendments are on file in the principal's office
  - h. to be responsible for reviewing, maintaining and responding to all correspondence addressed to the Association
  - i. to assist with the June transfer of Association records to the incoming executive board, including all pertinent user IDs and passwords
  - j. to ensure that copies of all minutes, reports, and other communications by the Association are available to all parents for review at any time to be held in a binder in the School's parent coordinator's office
  - k. to be one of the eligible signatories on checks.
3. **Treasurer:** The duties of the treasurer shall be—but are not limited to—the following:
- a. to be responsible for all financial affairs and funds of the Association
  - b. to maintain an updated record of all income and expenditures on school premises
  - c. to be one of the eligible signatories on checks
  - d. to adhere to and implement all financial procedures established by the Association
  - e. to prepare and present a written report of all transactions at every executive board and general membership meeting (including income, refunds, reimbursements and other expenditures, and opening and closing balances for the reporting period)
  - f. to prepare the Association's interim and annual financial reports

- g. to make available all books and financial records for viewing by members upon request and for audit
- h. to provide all necessary financial documents and information to the person filing the annual taxes for TAG PTA
- i. to assist with the June transfer of Association records to the incoming executive board, including all financial documents necessary for taxes, pertinent user IDs and passwords.

**4. Non Mandatory Officers:**

- a. **Vice-President at Large:** The duties of the Vice-President at Large shall be—but are not limited—to the following:
  - i. to assist the President
  - ii. to assume the President's duties in his/her absence or at the President's request
  - iii. as deemed necessary by the Executive board, to serve as one of the eligible signatories on checks
  - iv. to assist with the June transfer of Association records to the incoming executive board, including all pertinent user ids and passwords.
- b. 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 duties of each of these Vice-Presidents shall be—but are not limited to—the following:
  - i. to serve as the chairperson of their respective committee
  - ii. to preside at the meetings of their respective committees;
  - iii. to ensure the orderly conduct of meetings of their respective committees;
  - iv. to provide the Vice President of the Budget Committee with a projected budget for the current school year by the last day of August;
  - v. to provide periodic reports on the business of their respective committees at executive board meetings and general membership meetings
  - vi. to assist with the June transfer of Association records to the incoming executive board and their respective successors, including all pertinent user IDs and

passwords.

5. **Co-Officers:** All mandatory and non-mandatory offices may be held by co-officers. Co-officers must run together as a slate in order to serve together. Co-officers may perform the duties of their office, including attendance at meetings, either singly or jointly, except as otherwise set forth in these bylaws. Upon the resignation or removal of a co-officer, the remaining co-officer(s) must choose whether to serve for the remainder of the term, or resign so that the position can be filled by succession or expedited election.

#### **D. Election of Officers**

1. Officers shall be elected at either the May or June general membership meeting for a one-year term beginning July 1. Any timeline established by the Association to complete the nominations and election process must adhere to this timeframe. The principal must be notified of the date and time of the annual election by April 1.
2. Employees of the school may not serve as officers of the Association. This restriction applies equally to employees who have a child currently attending the school.

#### **3. Nominating Committee**

A nominating committee must be established during the February monthly general membership meeting. The nominating committee may not contain candidates for office or existing officers.

The nominating committee shall solicit nominations for candidates from the general membership. Individuals may also submit their own names to be candidates for office in writing. In addition to written nominations, the committee may also provide an opportunity to accept nominations from the floor at a general membership meeting prior to the close of nominations.

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 may include the following:

- a. canvassing the membership for eligible candidates
- b. preparing and distributing all notices of any meeting pertaining to the election process
- c. preparing ballots, attendance sheets, a ballot box, tally sheets and all other materials pertaining to the election

- d. verifying the eligibility of all interested candidates prior to the election
- e. scheduling the election at a time that ensures maximum participation
- f. ensuring that an opportunity for nominations, including self-nomination, be taken from the floor and then be officially closed
- g. ensuring that only eligible members receive a ballot for voting
- h. ensuring that the election is certified by the principal or designee immediately following the election.

If a nominating committee cannot be formed, the Association must proceed with an expedited election (i.e., a single meeting where all nominations are taken from the floor for all offices immediately prior to the election.)

#### **4. 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.

#### **5. Contested Elections and the Use of Ballots**

- a. 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 offices (or co-offices) must be listed together and voted for as a team. Where possible, ballots should contain instructions in all languages spoken by parents in the school.
- b. 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.
- c. Ballots must not be removed from the school. The Association 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.

#### **6. Uncontested Elections**

Where there is only one candidate for any office, the membership may vote to accept that candidate by a single motion. Once a quorum is reached, a show of hands consisting of two-thirds of the members present is required for uncontested elections to be approved. The result of the motion is to be reflected in the minutes.

## **7. Officer Vacancies**

Officer vacancies must be filled by succession or by an expedited election. A vacancy occurs when an officer resigns or is removed from the position. 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.

- a. When an office cannot be filled through succession by the next highest ranking officer (or pair of co-officers), an expedited election must be held to fill the vacancy.
- b. An officer may choose to retain their current position and not assume the higher ranking office.
- c. The ranking of officers for succession purposes shall be:
  - i. President;
  - ii. Vice-President at Large;
  - iii. Recording Secretary; and
  - iv. Treasurer.

## **8. Expedited Election Process:**

An expedited election shall be held to fill a vacancy in the event the office cannot be filled through succession of the next highest ranking officer (or pair of co-officers) as listed in the order of 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 Article IV, Section D.5a of these bylaws.

## **E. School Leadership Team Parent Member Elections**

1. The election of parent members to the School Leadership Team (SLT) may take place during the same meeting as officer elections.
  - a. Once the election of Association officers has concluded, the election of parent members to the SLT may begin.
  - b. The election of parent members to the SLT should follow the



same or similar election procedure as Association officer elections.

## **F. Disciplinary Action**

### **1. Grounds for Removal from Office:**

- a. Any officer who fails to fulfill the duties of office as outlined in these bylaws, Article IV, Section C.
- b. Any officer who accrues 3 consecutive unexcused absences from executive board or general membership meetings; provided that, if a position is held by co-officers, the attendance of one co-officer shall excuse the absence of the other co-officers holding the same position.
- c. Any officer who poses a threat to the safety and well order of the Association or larger school community.
- d. Any officer who exercises behavior unbecoming the office as determined by the general membership.
- e. Any officer who commits a violation of the law may be removed from office by the recommendation of the investigatory entity.

### **2. Officer Removal:**

Association officers may be removed for unsatisfactory performance by recommendation of the executive board or a motion from a member and two thirds vote of the membership.

#### **a. Removal Process**

- i. The motion to remove an officer and the vote on removal must not occur during the same meeting.
- ii. Once a motion or recommendation has been made to remove an officer, a review committee should be formed. This committee will gather information and provide the Association with a written recommendation within 25 days of the motion to remove an officer.
- iii. The vote on a motion to remove an officer will take place at the next general membership meeting, after the review committee's written recommendation has been completed.
- iv. The meeting notice must include the vote on removal.
- v. The content of the motion and the result of the vote must be included in the minutes and submitted to and filed with the principal and the Superintendent's office.

## **Article V – Executive Board**

### **A. Composition**

The executive board shall be composed of the elected officers of the Association as listed here: President, Vice President at Large, Recording Secretary, Treasurer, 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. Officers shall be expected to attend all executive board meetings.

### **B. Meetings**

The executive board shall meet monthly, September through June, on the second Thursday of every month at 6:00 PM, unless such date falls on (or immediately before or after) a legal or religious holiday or other event deemed pertinent by the executive board, in which case the meeting shall be held on the following or previous Thursday, or on an alternative date and time, which must be announced to the parent body at least 10 calendar days prior to the rescheduled meeting date.

### **C. Voting**

Each member of the executive board shall be entitled to one vote. If an office is held by co-officers, each co-officer shall be entitled to one vote.

### **D. Quorum**

One more than half of the elected officers of the executive board shall constitute a quorum, allowing for official business to be transacted. In determining the number of elected officers, each co-officer shall be counted as one elected officer.

### **E. Education Council Selectors**

The three mandatory officers of the Association shall be the selectors for the parent members of the Community Education Councils (CECs), the Citywide Council on High Schools (CCHS), and the Citywide Council for District 75 (CCD75), which occurs once every two years. In the case of co-officers, the executive board must determine which co-officer will be the designated selector.

### **F. June Transfer of Records**

The Association must maintain the following records for a minimum of 6 years: bylaws and related amendments; meeting notices, agendas and minutes, records of officer elections other than ballots, and financial records. Outgoing executive board members must ensure that all records (including user IDs, passwords, and all parent contact information) are transferred to the newly elected executive board

members. 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.

#### **G. Participation by Non-Executive Board Members**

All members of the Association are entitled to attend meetings of the executive board. A member of the Association that is not on the executive board may participate to the extent such participation does not hinder the effective conduct of the executive board's business in the time allotted for the meeting.

Individuals who are not members of the Association may attend executive board meetings only with the approval of the executive board.

### **Article VI – General Membership Meetings**

#### **A. General Membership Meetings**

1. General membership meetings of the Association shall be held monthly, September through June, on the third Tuesday of the month, at either 8:15am or 6:00pm, unless such date falls on (or immediately before or after) a legal or religious holiday or other event deemed pertinent by the executive board, 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 of the date and time must be sent at least 10 calendar days prior to the scheduled meeting.

- a. All general membership meetings must be held in the Association's home school.
- b. Committee meetings may be held at locations convenient to the members, but may not be held in private homes.
- c. All eligible members may attend and participate in general membership meetings.
- d. Non-members may only speak or otherwise participate if acknowledged by the presiding officer.

#### **B. Order of Business**

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

- a. Call to Order
- b. Reading and Approval of Minutes
- c. President's Report
- d. Treasurer's Report
- e. Principal's Report
- f. Executive Board Meeting Report
- g. School Leadership Team Report
- h. Committee Reports
- i. Old Business
- j. Questions & Answer Period – Members will have the option to submit questions in advance of the meeting
- k. New Business
- l. Adjournment

### **C. Quorum**

A quorum of at least 8 Association members, including a minimum of 2 executive board members and 6 parent members, shall be required in order to conduct official Association business.

### **D. Minutes**

Minutes of the previous meeting shall be available in written form approved at every general membership meeting. The minutes of any Association meeting must be made available to any member upon request.

### **E. Special Membership Meetings**

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 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.

Upon receipt of a written request from 10 Association members, the president must call a special membership meeting within 5 calendar days of the request and provide 48 hours written notice to parents.

### **F. Parliamentary Authority**

*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**

### **A. Standing Committees**

1. **Family Engagement:** The responsibilities of the family engagement committee shall be—but are not limited to—the following:
  - a. to encourage parent participation through recruitment and outreach
  - b. to plan various activities and events for member participation
  - c. to coordinate outreach efforts with the Parent Coordinator when possible.
2. **Budget:** The responsibilities of the budget committee shall be—but are not limited to—the following:
  - a. to review the prior year’s budget and make recommendations to the executive board
  - b. to draft a proposed budget each spring for approval by the general membership at the May general membership meeting
  - c. to prepare and present a written review of the prior year’s budget at the May general membership meeting.
3. **Audit:** the responsibilities of the audit committee shall be—but are not limited to—the following:
  - a. to conduct an internal audit of all financial affairs of the Association when needed or as determined by these bylaws
  - b. to review all financial records as needed
  - c. to prepare written reports of its findings and present such findings at the next general membership meeting. Audit reports shall be recorded in the meeting minutes.
4. **Fundraising:** the responsibilities of the fundraising committee shall be—but are not limited to—the following:
  - a. to coordinate fundraising events and activities to generate Association funds.
5. **Communications:** the responsibilities of the communications committee shall be—but are not limited to—the following:

- a. to maintain a current list of the Association's membership
- b. to prepare a newsletter for all members which contains at a minimum: a message from the Association's President, a list of executive board members, all association meeting dates, and any other material deemed appropriate by the association
- c. to provide information to the parent body via the newsletter and the Association's website.

**6. Enrichment:** the objective of the enrichment committee is to enhance the enrichment programs offered to the School's students. The responsibilities of the enrichment committee shall be—but are not limited to—the following:

- a. to assess existing enrichment opportunities for students, identify gaps, and focus on greatest needs
- b. to break into smaller working groups which are organized around specific programs (e.g., chess, physical education, language, music, etc.) The working groups shall research the needs of their program and develop a coherent strategy for meeting their respective goals.

**7. 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 be—but are not limited to—the following:

- a. to research grants and organizations that meet the needs and goals identified by the Association and other committees
- b. to prepare and submit applications for grants and other types of external funding
- c. to monitor, advise and report on compliance with grant requirements to the Association.

**8. Ad Hoc:** An ad hoc committee may be formed by the recommendation of the executive board to accomplish a specific task or address a specific issue. An ad hoc committee will cease to function once the task or issue has been addressed. The creation and dissolution of the committee must be recorded in the minutes of the Association.

## **Article VIII – Financial Affairs**

### **A. Fiscal Year**

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

### **B. Signatories**

The President, Treasurer, and the Recording Secretary—and, if deemed necessary by the Executive Board, the Vice President at Large—shall be authorized to sign checks. All checks require at least 2 signatures. It is recommended that checks be signed by individuals holding different offices. The 2 signatories of a check may not be related by blood or marriage (i.e., spouses, siblings, in-laws, relatives or members of the same household). An Association member may not sign a check if she/he has any direct or indirect interest in the expenditure.

## **C. Budget**

### **1. Budget Process**

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

- a. 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.
- b. The proposed budget must be presented to and approved by the membership by no later than the June meeting.
- c. The incoming executive board must review the proposed budget and present it for discussion during the September meeting. Budget amendments may be proposed at this time.
- d. The executive board must present the budget process for membership approval by no later than the October meeting.

### **2. Budget Amendment**

Proposed budget amendments should be presented to the Vice-President of Budget and the Executive Board to assess feasibility. Feasible proposals will be presented to the general membership for a vote.

### **3. Expenditures**

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

### **4. Emergency Expenditures**

The executive board is authorized to make an emergency expenditure not to exceed \$200. To authorize such an emergency expenditure, a motion must be made at an executive board meeting and must pass with two-thirds approval of the executive board members present. Emergency expenditures are appropriate for the following purposes: fundraising planning, incidentals for events, hospitality for general membership meetings and when the executive

board deems a matter of sufficient urgency. These expenditures shall be reported by the treasurer in writing to the general membership at the next Association meeting and the members must have an opportunity to vote on whether the emergency expenditure was an appropriate use of funds. The minutes of the meeting must reflect a vote taken by the Association to accept this action.

## **D. Fundraising**

### **1. Fundraising Committee**

When the fundraising committee identifies a need of the Association that requires funding, a fundraiser may be organized. Fundraisers must be tied to the goals of the organization (e.g., parent education, workshops, and school initiatives.) Proceeds from fundraisers must be used to supplement or complement the educational, social and cultural programs of the school.

### **2. Fundraising Compliance**

- a. The counting and handling of any cash, checks, or money orders received by the Association must be completed by at least 2 members of the Association. 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.
- b. The principal's written consent is required when a fundraising activity is held during school hours or on school property.
- c. All funds should be deposited into the bank account by two 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.
- d. 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.)

## **E. Audit**



## **1. Audit Committee**

The president shall request volunteers to form an audit committee of 3 to 5 persons from the general membership. Executive board members who are not eligible signatories on Association checks may serve on the audit committee. General members shall comprise the majority of the committee.

## **2. Duties**

- a. The audit committee shall conduct an audit of all financial affairs of the Association with the help of the treasurer who shall make all books and records available to them.
- b. The audit committee may examine all relevant financial statements and records of disbursements, verify all Association equipment and ensure compliance with bylaw provisions for the transaction of funds.
- c. The audit committee shall prepare a written 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.

## **F. Financial Accounting**

### **1. Financial Report**

The treasurer 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.

### **2. Record Keeping**

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 Chancellor's Regulation A-610, parents must obtain written approval from the principal before collecting fundraiser proceeds from students. The treasurer 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 - 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 A-660 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.

### **Article X – Conflicts of Interest, Contracts and Services of Officers and Members**

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.

## **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:

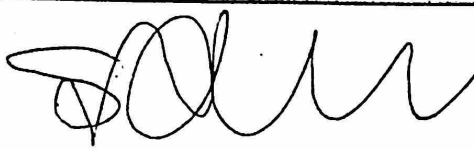
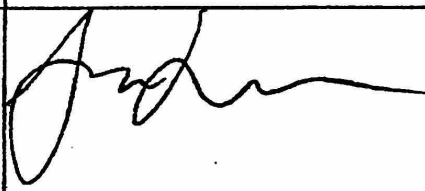
1.1 Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

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. The most recent amendment was approved, in accordance with the provisions of Article IX, at the membership meeting held on 5/18/21.

Signed by:	
Name: Sandra Alexander Title: President Date: 5/18/21	
Name: John Lee Title: Recording Secretary Date: 5/18/21	
Date filed with Principal: 5/18/21	