



By-Laws of the Poly Parent Faculty Association (PPFA) Of Baltimore Polytechnic Institute

ARTICLE I

Name and Purpose

Section 1: Name

The name of this organization shall be Poly Parent Faculty Association (hereinafter referred to from time-to-time as the "PPFA"). The PPFA is a nonprofit, incorporated membership organization formed under the laws of the State of Maryland, as an associate body of the BALTIMORE POLYTECHNIC INSTITUTE, (hereinafter referred to from time-to-time as "Poly") a public high school in the Baltimore City Public School system. The PPFA exists for educational and charitable purposes.

Section 2: Definitions

Unless otherwise stated to the contrary in these Articles, the following terms shall be defined as follows:

- A. **Executive Board** (hereinafter referred to from time-to-time as the "Board") — the governing body and acts on issues requiring immediate action when membership is not in session.
- B. **Faculty** – pertains to both Faculty and Administration of Poly – An employee of Poly.
- C. **Member** – the term "Member(s)" shall mean parents, guardians, and other direct relatives of Poly students, Poly alumni, Poly faculty, administrators, staff, and any interested community members who paid annual dues and subscribe to the purpose and policies of the PPFA.
- D. **Membership List** – the term "Membership List" shall mean the PPFA's official record of members.
- E. **Parent** – the term "Parent" shall include, in addition to its ordinary dictionary definition, any person(s) who is the natural, biological, legal, or adoptive parent of, or otherwise acts "in loco parentis" with respect to any student.

- F. **School Year** – the term “school year” used to define the PPFA school year which shall begin July 1st and end June 30th.
- G. **Student(s)** – the term “student(s)” shall mean any person maintained on the attendance rolls of Poly as admitted for daily classroom instruction.

Section 3: Purpose

The PPFA is formed for the following reasons:

- A. To promote and encourage involvement of parents, faculty, administrators, and staff by providing programming and educational opportunities which enable them to better support their Poly scholars.
- B. To provide a means to encourage and foster communications among parents, administrators, faculty, staff and students.
- C. To provide support to the administration and faculty in achieving the mission and vision of Poly.
- D. To raise and distribute funds to serve identified needs and help support programs which benefit Poly.
- E. To promote the overall success of Poly and foster school pride.
- F. To advocate on behalf of Poly on issues which impact students, teachers and administrators.

ARTICLE II

Membership

Section 1: Eligibility

- A. Membership in the PPFA shall be open to any parent, guardian, and other direct relative of Poly students, Poly alumni, Poly faculty, administrators, staff, and any interested community member who subscribes to the purpose and policies of the PPFA.
- B. Members in good standing in the PPFA are those who abide by the current bylaws and who have paid the current dues.
- C. The PPFA shall conduct an annual enrollment of members and may admit persons to membership at any time.
- D. Any member may participate in committee and general meetings and discussions.
- E. motions, and voting shall be limited to members who are in good standing in the PPFA.
- F. A member must be present to vote.

Section 2: Membership List

- A. Upon payment of dues, the name of the individual shall be entered on the Membership List.

- B. The membership list shall be used for PPFA purposes only.

Section 3: Faculty and Administration Appointees

- A. The Director of Poly shall appoint up to two (2) faculty member representatives to attend Executive Board meetings and general meetings.
- B. These individuals will be included on the Membership List upon payment of current dues.
- C. The Director, or an appointed representative of the administrative team, will be responsible for attending general PPFA meetings.

ARTICLE III

Executive Board

Section 1: Management Authority

The business affairs of the PPFA shall be managed by its Executive Board, which shall exercise all the powers of the PPFA when membership is not in session, except as otherwise provided by law or these Articles of Association and By-Laws.

Section 2: Composition

The membership of the Executive Board shall, at a minimum, consist of the President, 1st Vice President, Recording Secretary, Communications Secretary, Membership Secretary, Treasurer and Faculty Representative.

Section 3: Term of Service for Executive Board Members

Members of the PPFA elected to the Executive Board shall serve a term of one (1) school year.

Section 4: Officers

- A. Only parent members of the PPFA may serve as officers.
- B. From among its members, the following officers shall be elected to serve as officers of the Board and of the PPFA for a period of one school year: a President, one or more Vice-Presidents, one or more secretaries and a Treasurer.
- C. The Executive Board shall establish the number of Vice-Presidents to be elected using parliamentary procedures. When more than one is elected, their rank order shall be clearly established.
- D. One (1) person may hold both offices of Communications and Recording Secretary.

Section 5: Duties of Officers

PRESIDENT:

The President shall:

- A. Be the chief executive officer of the PPFA and has, among others, the power to establish and appoint members to committees, as well as the duty to establish, subject to the advice and consent of the Board, the calendars of the PPFA and the Executive Board in accordance with these Articles.
- B. Assist the Treasurer in creating the budget
- C. Coordinate the work of the officers and committees, in order that the Purposes may be promoted.
- D. The President will be a member ex-officio of all committees except for the nominating committee.
- E. The President shall have oversight of the content of all information provided to the public.

FIRST VICE PRESIDENT

The first vice president shall:

- A. Preside in the absence of the president,
- B. Serve as an aide to the president, and shall have oversight of committees as designated by the president.
- C. In the event of removal or resignation of the President, the first Vice President shall assume the duties of the President for the remainder of the term.

SECOND VICE PRESIDENT (OPTIONAL)

The Second Vice President shall:

- A. Assist the President by being responsible for promoting the interest and active participation of the members by encouraging individuals to join and participate in the PPFA.
- B. The President shall assign additional duties to the Vice-Presidents at his or her discretion.
- C. If there is no Second Vice President, the First Vice President will assume this responsibility.

RECORDING SECRETARY

The Recording Secretary shall:

- A. Keep or cause to be kept, accurate minutes of all meetings of the PPFA and the Executive Board and shall maintain a system to permit efficient retrieval of minutes, Board reports, correspondence, and any other important records of the PPFA.
- B. Prepare the minutes and provide copies via email distribution prior to approval at the next meeting. Regular meeting minutes may be included in the monthly newsletter.
- C. Have a current copy of the By-Laws at all meetings
- D. Post and manage the sign-in sheet at general meetings.

COMMUNICATIONS SECRETARY

The Communications Secretary shall:

- A. Maintain database of e-mail contacts of members, adding and editing as necessary.

- B. Provide reasonable advance written notice to parents, other interested parties and members of meetings of the PPFA and send reminders of general meetings four days in advance of the meeting.
- C. Notify the Executive Board of its meetings.
- D. Handle all correspondence delegated to him or her.
- E. Write and send e-mail communications about upcoming events and meetings.
- F. Correspond with the membership and school faculty by preparing thank you notes, sympathy, inquiry, etc. as needed on behalf of the PPFA and with approval of the Board. This duty includes writing thank you emails to contributors of over \$100 during membership drive.
- G. Maintain the PPFA website and update relevant dates and information as needed.

MEMBERSHIP SECRETARY

The Membership Secretary shall:

- A. Chair the Membership Committee.
- B. Organize and oversee all membership recruitment efforts.
- C. Report monthly to the Executive Committee on Membership Committee activity.
- D. Report Membership Committee activities at general membership meetings.
- E. Maintain the membership list/database and make available or have available a list of members upon request at all Executive Board meetings.

TREASURER

The Treasurer shall:

- A. Subject to the direction of the Executive Board, have the responsibility, care and custody of the funds and assets of the PPFA.
- B. Receive revenues and disperse approved expenditures to satisfy the financial obligations of the PPFA.
- C. Maintain an accurate and complete statement of accounts, including a record of receipts and disbursements of the PPFA's financial transactions, which shall be the property of the PPFA, and shall render monthly financial reports and statements as to the financial condition of the PPFA and whenever so requested by the President or Executive Board.
- D. Be responsible for submitting all dues, fees, subscriptions, legal or required tax filings on a timely basis.
- E. Present a financial statement at every meeting of the PPFA and at other times when requested by the Board, and shall make a full report at the meeting at which new officers officially assume their duties.
- F. The Treasurer's accounts shall be examined annually by an auditor or auditing committee of not less than three members, who, satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be selected by the Board at least two weeks before the meeting at which new officers assume duties. *(An audit of the Treasurer's accounts is for the protection of the Treasurer. It is the only means of assuring everyone that the accounts are accurate, and it relieves the treasurer of responsibility except in case of fraud.)*

ALL OFFICERS SHALL:

- A. Perform the duties outlined in these bylaws and those assigned from time to time.
- B. Upon the expiration of the term of office or in case of resignation, each officer shall turn over to the President, without delay, all records, books and other materials pertaining to the office, and shall return to the Treasurer, without delay, all funds pertaining to the office.

Section 6: Voting and Nominating Procedures

- A. Each individual on the membership list shall have one vote.
- B. The election of a new President shall be the first item of business at the May meeting. The outgoing President shall preside over the May meeting. Immediately following the election of the new President, the second item of business at the May meeting shall be the election of the remaining officers of the Executive Board.

Section 7: Vacancies in Office

- A. The Executive Board shall promptly meet to fill any vacancy occurring in the Executive Board by reason of resignation, removal, or other cause, subject to the approval by the membership.
- B. Members of the PPFA elected to fill a vacancy shall be elected for the remaining term of the predecessor in office.

Section 8: Removal of Officers

- A. Any officer may be removed from their term if a motion is made and duly seconded for said removal at a meeting called expressly for that purpose.
- B. The member may be removed with cause after having been given due notice of no less than thirty (30) days' notice of the meeting for the removal of an officer. Cause may constitute, but is not limited to, any acts of commission or omission amounting to gross negligence or misconduct in the discharge of the duties and responsibilities as an Executive Board member.
- C. The Executive Board may remove an individual from membership on the Board or from office, or both, subject to approval by the membership.
- D. The affirmative vote of two-thirds (2/3) of the members then present at said duly constituted meeting is required to pass a motion for removal.

Section 9: Compensation of Officers

The officers shall serve without compensation, except that the Executive Board shall have the right to authorize reimbursement of expenses reasonably incurred for the benefit of the PPFA.

ARTICLE IV

Finances

Section 1: Fiscal Year

The fiscal year of this association shall begin July 1 and end June 30th.

Section 2: Banking

- A. All funds shall be kept in a checking account in the name of Poly Parents Faculty Association, Inc. and held in a local financial institution.
- B. Two authorized signatures shall be required on each check.
- C. Authorized signers shall be the President and the Treasurer
- D. In the absence of the President, the 1st Vice President along with the Treasurer shall sign checks.

Section 3: Budget

- A. A tentative budget shall be drafted in September for each school year and approved by a majority vote of the members present.
- B. The budget may only be amended by a majority vote of the members at any regular or special meeting called for that purpose.

Section 4: Expenses

- A. The Board shall approve all expenses of the PPFA.
- B. The Board, by majority vote of the officers, may approve unbudgeted expenditures up to a maximum of \$250.00.

Section 5: Emergency Reserve Fund

The PPFA shall maintain an emergency reserve fund of \$3000.00

Section 6: Record Keeping and Reporting

- A. Treasurer shall keep accurate records of any disbursements, income, and bank account information.
- B. All financial activity shall be recorded in a computer-based or manual recording system.
- C. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly.
- D. The funds, books, and vouchers in the Treasurer's possession shall, with the exception of confidential reports submitted by members, be subject at all times to verification and inspection of the elected officers of the PPFA.
- E. At the expiration of his/her term of office, the Treasurer shall deliver to his successor all books, money, and other property of the PPFA.

Section 7: Transfer of Accounts

- A. Upon the official transfer of authority to the new PPFA Executive Board the outgoing Treasurer shall immediately arrange the transfer of accounts at the bank.
- B. The outgoing President shall present a letter to the bank requesting the officer transfer of accounts to the new Executive Board officers, to include the names of the President, 1st Vice President and Treasurer.
- C. The new officers shall appear in person at the bank and sign all applicable documents as requested by the bank. The Treasurer shall retain a copy of the signed documents as record.

Section 8: Contracts

Authority to sign contracts is limited to the President or the President's designee upon approval of the contract by the Board.

Section 9: Dissolution

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

ARTICLE V

Meetings, Conduct, and Procedures

Section 1: General Meetings

- A. The PPFA shall hold general monthly meetings from September through June on the Poly campus.
- B. The Executive Board shall establish a calendar of meeting dates prior to the new school year.
- C. The meeting calendar shall be posted on the Poly website prior to the start of the new school year.
- D. The Communications Secretary shall notify the members of the meetings.
- E. The Recording Secretary shall share the meeting minutes with the PPFA members following each meeting and before the next scheduled regular meeting.

Section 2: Executive Board Meetings

The Executive Board will meet monthly, or as needed. These meetings may be closed to membership. Meeting minutes will not be made public if disclosure would constitute an invasion of privacy of individual(s) and/or would adversely affect the PPFA.

Section 3: Annual and Special Meetings

- A. The PPFA shall hold two (2) annual meetings in September and May of each school year for the expressed purpose of adopting a PPFA budget and conducting the PPFA elections respectively. Notice of these meetings must be sent out at least fourteen (14) days before the meeting.
- B. The PPFA may hold a special meeting at any time. Notice of this meeting must be sent out at least 48 hours before the start of this meeting. The notice must contain the specific purpose and /or reason for
- C. the meeting. No discussions are actionable if not included in the meeting notice.

Section 4: Conduct and Procedure

- A. At the meetings of the PPFA, members shall conduct business to further the purposes of the PPFA as stated in Article I, Section 3.

- B. The Executive Board shall have the general power and authority to exercise conduct over and promulgate rules of procedure for all meetings provided that no such rule or procedure is otherwise contrary to or inconsistent with these Articles.

Section 5: Quorums

- A. General and Executive Board Meetings: A majority of the members of the Board shall constitute a quorum for the transaction of business.
- B. Budget, Election and Special Meetings: Ten (10) members, inclusive of the Board, present at a budget, election or special meeting shall constitute a quorum for the transaction of business.

ARTICLE VI

Rules of Procedure

Section 1: Simple Majority

Except as otherwise provided herein, when a quorum is established, a simple majority of the members present is sufficient to approve a proposed action of the PPFA.

Section 2: Meetings

The Executive Board may establish rules of procedure for conducting business at all meetings of the PPFA.

Section 3: Robert's Rules of Order

Except as provided herein or by order of the Executive Board, Robert's Rules of Order Revised shall govern the proceedings of all meetings of the PPFA in all cases in which they are applicable and not otherwise inconsistent with these Articles.

ARTICLE VII

Selection of, and Nominating Procedures for, the Executive Board

Section 1: General Procedures

At the May PPFA meeting, members of the Executive Board are elected by the members to serve in the succeeding school year. These newly elected officers will assume their duties at the June PPFA meeting.

Section 2: Selection of Faculty Members

By the May meeting of the PPFA, the Director will give to the President the names of up to two (2) faculty members who have been selected to serve as the designated faculty member(s) of the PPFA Executive Board.

Section 3: Nomination and Election of Parent Members to Executive Board

- A. At the February PPFA meeting, the President will appoint a minimum of three (3) members to a Nominating Committee. From the members of the Nominating Committee, the President shall appoint a Chair. The Nominating Committee's purpose is to develop a slate of candidates from the members for the next school year's Executive Board.
- B. At the end of the March PPFA meeting, the Communications Secretary shall circulate to all members, a notice of the date of the upcoming election of officers of Executive Board. The notice shall include the procedures for contacting the Nominating Committee should they desire to be elected to serve on the Executive Board.
- C. At the April PPFA meeting, the Nominating Committee shall report the slate of nominees in writing to the President.
- D. The Communications Secretary then circulates the slate to the members no later than ten (10) days before the May PPFA meeting.
- E. The Nominating Committee shall develop the ballots used to conduct the election.
- F. A complete ballot of nominees shall be available to all members attending the May PPFA meeting at which the election is held. Each member attending the meeting shall have one vote.
- G. The presiding officer will preside during the election of officers using parliamentary procedures.
- H. The Nominating Committee computes the votes and reports the results to the President or the presiding officer at the time of the election. The President or the presiding officer announced the results and forward to same to the Corresponding Secretary who shall promptly communicate the results to the members. The officers shall assume their responsibilities at the June PPFA meeting.
- I. Any officer of the Executive Board may succeed himself or herself in the same office.
- J. In the event that there are not a sufficient number of members who agree to serve as a Nominating Committee, then the Executive Board may notify the membership directly and solicit members to be candidates for Board positions.
- K. In this scenario, when an adequate number of members are identified to serve, the proposed slate of officers will be circulated to the membership via e-mail prior to the May meeting. The slate will accompany a notice that notifies members that they can nominate themselves with a statement of qualifications for the position that they seek. Members will have two (2) weeks prior to the May meeting to notify the Executive Board of their intentions. One (1) week prior to the May meeting, the Communications Secretary will send via e-mail a ballot with a list of candidates for the Executive Board. If there is no opposition to the slate proposed by the Executive Committee, then that slate will be the Board for the following year. If there is opposition, there will be a vote by ballot by the general membership via e-mail and tallied prior to the May meeting and the winning slate will be announced at the May meeting.

ARTICLE VIII

Amendments to these Articles

Section 1: **Proposal**
Amendments to these articles may be proposed by any member by petition in writing addressed to the President and signed by twenty (20) members.

Section 2: **Notice**
With the required notice of a meeting of the PPFA at which an Amendment to these Articles will be considered, the Corresponding Secretary shall include a copy of the proposed amendments(s).

Section 3: **Approval**
Amendments to these articles shall be enacted by an affirmative vote of a majority of the members attending a PPFA meeting.

ARTICLE IX

Effective Date and Transition

Section 1: **Effective Date**
These articles become effective when approved in accordance with the terms herein at a general meeting of the PPFA.

Section 2: **Transition**
There will be no transition period for the enactment of these Articles.

ARTICLE X

Conflict of Interest

Section 1: **Purpose**
The purpose of this Board conflict of interest policy is to protect PPFA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of PPFA 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 conflicts of interest applicable to nonprofit and charitable organizations.

Section 2: **Definitions**

- A. 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.
- 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 PPFA has a transaction or arrangement,
 - ii. A compensation arrangement with PPFA or with any entity or individual with which PPFA has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which PPFA 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. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

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 Board or Executive Committee.
- B. **Recusal of Self** – Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
- C. **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 Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.
- D. **Procedures for Addressing the Conflict of Interest**
 - i. An interested person may make a presentation at the Board or Executive 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 Board or Executive 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 Board or Executive Committee shall determine whether MNA 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 Board or

Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in PPFA'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

E. Violations of the Conflicts of Interest Policy

- i. If the Board or Executive 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 Board or Executive Committee determines 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 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 Board's or Executive 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

- A. A voting member of the Board who receives compensation, directly or indirectly, from PPFA for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from PPFA for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from PPFA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6: Annual Statements

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

- A. Has received a copy of the conflict of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands PPFA 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.

Section 7: Periodic Reviews

To ensure PPFA 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, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to MNA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

Section 8: Use of Outside Experts

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