Functioning in the Virtual Environment:
Guidance for PA/PTAs and Presidents' Councils

I. PA/PTA DECISION-MAKING IN A VIRTUAL ENVIRONMENT

Parent Associations and Parent-Teacher Associations (PA/PTAs) play a key role in informing families about their children's school community and advocating for them. They are independent of the school and self-governing but must operate within a framework of rules, set forth in Chancellor's Regulation A-660, designed to ensure that all parents are represented, and decisions are made in a fair and inclusive way.

In the wake of the governor's executive orders restricting public gatherings, the Chancellor has waived some requirements of A-660, including that PA/PTA members meet in person. Most other provisions of A-660, however, remain in effect. The intent of these guidelines is to provide clarity on how PA/PTAs can conduct business in the virtual environment without inadvertently violating the letter and spirit of A-660.

Guidelines for Holding a Virtual Meeting

Whichever virtual meeting platform a PA/PTA chooses to use, it must be one that allows the meeting to resemble an in-person meeting as closely as possible. These guidelines have been developed to help PA/PTAs conduct a successful virtual general membership meeting.

Please note that meetings at which an election will be held have additional requirements for candidate and voter verification, distribution of ballots and vote count; guidance on those topics will be issued separately.

- A-660 explicitly requires voter verification only for elections.

- Requirements for convening meetings (10-day notice, sent by means reasonably calculated to reach all parents) are unchanged. Since back-packing is not available, PA/PTAs should work with the parent coordinator and/or principal to take advantage of systems the school uses to send electronic communications to all parents.

- The procedures described below are suggested best practices that will work in most cases. The variety of platforms and technology available, combined with different PA/PTA needs, make it impossible to set uniform standards or cover all permutations. A small meeting of members who already know one another may follow a different protocol than a large meeting. Also, these guidelines have been formulated specifically for video; adjustments will have to be made for members who join by phone. Finally, interpretation may require a specific platform or other adjustments.

  - Two members should run the meeting: the meeting chair (usually the president), and the meeting "host" (ideally, an executive board member) who can attend to the technical aspects of the meeting. Having a host allows the chair to focus on keeping the agenda moving, presenting, recognizing members who want to speak, etc.

■ It is important for the host to be comfortable with the platform and know how to effectively control the meeting (e.g., enable a waiting room until the start of the meeting; ensure that participants are muted upon entry and unmuted only when recognized by the chair; disable screen sharing except for the chair (to show the agenda) and any presenters).

♦ State law requires PA/PTA general membership meetings to be open to the public. (see A-660.I.J.6.a) Waiting room should be enabled to allow for an orderly start to the meeting but not to screen participants.

■ The chair should open the meeting with introductions and share the agenda on screen.

■ The chair or the host should explain the ground rules for the platform, especially muting one's microphone unless speaking, being mindful of what will show on the video, and minimizing side conversations on chat, especially with a large audience.

■ Participants should join the meeting using their full name (not "Johnny's iPad" or "Galaxy 9") so they can be easily identified as PA/PTA members if they wish to speak or vote. If the platform allows it, they should be asked to rename themselves if necessary.

♦ Non-members may attend PTA meetings but cannot participate unless allowed by the chair.

■ The chair must confirm that quorum is met.

♦ Quorum is specified in the bylaws but cannot be less than 8 members, including 2 from the executive board.

■ The voting mechanism must be explained: raise hand, reaction buttons or write in the chat.

♦ If there is no way to capture "no" votes and abstentions by using hand icons, voting must be done by writing in the chat.

♦ Participants must write their name in the chat when voting unless the participants' list already displays their full name. If the PA/PTA cannot verify a name as belonging to a member, that vote must be invalidated.

♦ If there is a large number of voters, the recording secretary or other member of the executive board may be called upon to assist with tracking votes in the chat.

♦ Ideally, the platform used should allow the chat to be visible to participants (for transparency) and save it automatically so that it becomes a record of the vote.

■ Minutes of the meeting must be taken and kept on file. Whenever possible, it is advisable to also have the video and/or audio of the meeting.

♦ All platforms allow recording; the host must check where the recording is saved (cloud or local computer) and ensure it is transmitted to the recording secretary.

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♦ No permission is required to record the meeting. As a matter of courtesy, the host should inform the participants that the meeting is being recorded when announcing the ground rules.

■ Bylaws should be available in case questions arise. If the PA/PTA's own bylaws cannot be found, the Bylaws Template may be used but only as a guide—a template is not a controlling document for any organization.

■ Robert's Rules of Order Newly Revised (RONR) generally govern how meetings are conducted, particularly with respect to motions, speaking rules, and minutes. A searchable version of Robert's Rules is available at http://www.rulesonline.com; answers to many questions can be found in the FAQs, interpretation and forum sections of the official Robert's Rules website, https://www.robertsrules.com.

■ However, A-660 and the PA/PTA's own bylaws must be consulted first and will always prevail in cases of conflict.

EXAMPLES:

♦ Robert's Rules do not prescribe which officers an organization should have or describe their duties beyond that of chair and recording secretary. A-660 mandates at least 3 officers and assigns the president specific responsibilities; the bylaws often specify additional officers.

♦ Under Robert's Rule the president chairs meetings but does not vote except to break a tie. Under A-660, however, every PA/PTA member, including the president, has a right to vote on every matter presented.

Taking Action in a Virtual Meeting: Motions and Elections

The following is an example of how a proposal can move from introduction by a PA/PTA member to adoption by the membership in a virtual meeting, following procedures laid out in Robert's Rules of Order.

■ <u>Motions by the chair</u>. A-660 and most PA/PTA bylaws are silent on whether the chair can make a motion. Therefore, it is appropriate for the chair to follow Robert's Rules and ask for a motion rather than make one: "*Do I hear a motion that we have a welcome-back picnic?*"

● A member who wishes to introduce a proposal raises their hand by using the appropriate icon (type and location depends on the platform).

■ Once recognized by the chair, the member is unmuted by the host.

■ The member identifies him/herself and makes a motion: "*I move that we have a welcome-back picnic.*"

● The chair asks if someone will second the motion (all motions require a second before proceeding to discussion).

■ Member(s) who want to second the motion raise their hand (same process as above).

- The chair opens the discussion, taking care to recognize as many members as possible within reasonable time limits.

- Any member may offer an amendment to a motion under consideration, to make the wording more precise or the proposal more likely to be accepted.

  - Amendments are offered and voted on following the same process as motions. If an amendment is offered and seconded, debate on the original motion is suspended. If the amended motion passes (by majority vote even if the original motion requires two-thirds, as is common with bylaw amendments), the original motion is abandoned.

  - In the example above, a member would "move that we have a welcome-back picnic and literacy fair." If that motion passes, the PA/PTA will have a literacy fair as well as a welcome-back picnic.

- The chair calls for a vote: yes, no, abstain.

  - A time limit should be set for voting, after which the host will start counting the votes.

    - Only the host has comprehensive access on most platforms; therefore he/she is best placed to count votes.

  - Voting can be done in several ways (reaction buttons, typing in the chat, polling option on Zoom, Google forms). Whichever method is used, it must allow for all the choices (yes, no, abstain); be clear; and allow for easy counting of the votes.

    - On most platforms, reaction icons should not be used because they are ambiguous (does a raised hand mean a yes vote or someone asking to speak?); do not allow for a time stamp; are susceptible to accidental manipulation; and do not provide a record that can be checked for counting/recounting.

    - The size of the meeting also matters. Reaction icons may be suited to a small meeting (10-20 voters) but generate confusion in a larger meeting.

- Best practice is to use the chat. Members must type their full name in the chat (if they signed in with a different handle), and type Yes/No/Abstain.

  - The members must use their full name for verification purposes. Unlike in an election, members are not verified upon entering a general membership meeting. If any votes are contested, their legitimacy can only be verified by tracing them to named PA/PTA members.

- The chair (or the recording secretary) announces the result of the vote.

Meetings where elections are held present special problems in the virtual environment because A-660 requires that voters and candidates be verified and provides a grievance process to contest the results.

- In an in-person election meeting, the principal's designee(s) ensure that only members of the PA/PTA receive a ballot by verifying them against school data (ATS for parents).

- Verifying voters is the unique responsibility of the principal or designees, who must be school employees. PA/PTAs must run the elections but pursuant to FERPA are not allowed access to the data that allow verification of parent status under A-660.

- Without the possibility of distributing individual ballots, the challenge is to connect each vote cast to a verified PA/PTA member, especially considering that it is expected (although not explicitly required by A-660) that votes be secret but ballots counted in the presence of at least 3 observers from the general membership.

In view of these challenges, some of which likely require the Chancellor waiving certain provisions of A-660, we will issue detailed guidance on holding elections separately.

II . Election Deadlines and Extension of Officer Terms—Chancellor's Waivers

In normal circumstances, A-660 provides for PA/PTAs to hold elections in the spring for the following term (July 1-June 30). The process and deadlines for the Annual/Spring Elections are set forth in A-660.I.D.1-7. Central to this process is the formation of a Nominating Committee that solicits nominations and runs the election meeting.

In view of the indefinite restrictions on in-person gatherings and in the interest of keeping PA/PTAs functioning, the Chancellor issued a waiver that extends the deadline for holding PA/PTA elections for the 2020-2021 term to October 31, 2020 and extends the current officers' term until elections are held. This guidance clarifies the waiver to conform with other provisions of A-660.

It is the responsibility of the executive board to become familiar with the terms of these waivers and inform the membership in writing of the option of holding elections in the fall, up to October 31, instead of before the last day of school.

In addition, the executive board must inform the membership of the status of each mandatory officer position—specifically, which officers are eligible to continue serving after June 30 and, for those who are not, whether the office can be filled by a co-officer or by succession.

Election Deadlines Affected by the Waiver

1) The deadline (last day of school) by which at least one mandatory officer (president, recording secretary and treasurer) must be elected in order for the PA/PTA to continue functioning. (see A-660.I. B.1.a).

2) The deadline (September 30) by which mandatory officer elections must be held in cases where the PA/PTA has ceased to function because no mandatory officers are in place at the start of school. (see A-660.I.B.3.c)

3) The deadline to hold expedited elections in the fall (October 15) for PA/PTA mandatory officer vacancies that exist at the start of the school year.

4) The deadline (September 30) for Presidents' Councils to elect at least the president. (see A-660.II.A.1.a)

The deadline for all these elections (1-4) is extended to October 31, 2020.

Note that since the deadline for spring elections is extended, as long as a PA/PTA has sufficient officers (at least one of the three mandatory ones) at the start of school, it may choose to hold elections using the spring model (i.e., with a Nominating Committee) instead of holding expedited elections as is normally done in the fall.

Extension of Current Officer Terms

As used in A-660, the term "officers" refers to the three mandatory officers (or co-officers): president, recording secretary and treasurer. PA/PTA bylaws may provide for the inclusion of other officers and title holders (e.g., committee chair) in the executive board, but A-660 does not consider any of these in determining whether a PA/PTA continues to function. Therefore, the extension provided by the waiver applies only to the offices of president, recording secretary and treasurer.

- For Presidents' Councils, the only relevant officers are president and recording secretary, unless the council has a bank account.

The waiver also does not extend the term of current officers who will not have any children in the school after June 30. As of July 1, these officers will no longer be PA/PTA (or Presidents; Council) members and therefore are ineligible to hold any office. (see A-660.I.C.d)

However, if the PA/PTA has a rule of succession in its bylaws, it may be used to fill the position of a mandatory officer who is not eligible for membership after June 30. (see A-660.I.B.1.c)

EXAMPLES:
- PA/PTA ends the school year with only a president and a treasurer. The treasurer's child will not be in the school after June 30. The bylaws allow the financial secretary to succeed the treasurer. In this case, the financial secretary will become treasurer and the PTA officers will consist of a president and a treasurer; they will be in office until elections are held or October 31, whichever comes first.
- PA/PTA ends the school year with a president and a recording secretary. The president's child will not be in the school after June 30 and there is no rule of succession in the bylaws. In this case, the PTA can continue functioning because it has at least one officer continuing until elections are held or October 31, whichever comes first.
- PA/ PTA ends the school year with a president and a treasurer. Neither will have a child in the school after June 30. In this case, the PTA has ceased to function and must hold elections for the mandatory officer positions by October 31.

A Note of Caution when Holding Elections

The Chancellor's waiver allows PA/PTAs to hold elections by the normal deadline (last day of school) if they so choose. However, PA/PTAs who hold elections before guidance is issued on verifying voters must understand that they are doing so at considerable risk of having those elections overturned if a grievance is filed.

- A-660 already provides an extended timeline for Presidents' Council elections (September 30). This is in recognition of the fact that Presidents' Councils must allow their constituent PA/PTAs sufficient opportunity to elect their own officers and determine their representatives on the Presidents' Council. (see A-660.II.C.2)

- In the current circumstances, it is unlikely that enough PA/PTAs will have held elections in time to allow their Presidents' Council to hold elections by June 30.

Creating and Transferring Records

Whether elections are held before the last day of school or in the Fall, PA/PTAs and Presidents' Councils who hold virtual meetings and elections will need to pay special attention to creating records of the proceedings and ensuring their transfer, along with other records to which they may have access, to the appropriate officers.

III . Financial Transactions and Fundraising

PA/PTAs are responsible for their own financial affairs but must operate within rules that protect the organization by mandating that funds be raised and spent for certain purposes, that the membership authorize all fundraisers and expenditures, and that all transactions be verifiable.

To ensure that transactions are conducted in a disciplined manner and to minimize the risk of fraud, A-660 requires that all PA/PTA funds be deposited into a checking account. All payments must be made using a checkbook that provides a stub or carbon copy of each check; checks must be signed by two officers; and the checkbook and all financial records must be kept at the school.

With the closing of school buildings for the duration of the Covid-19 emergency, coupled with social distancing measures, PA/PTAs have had difficulty transacting business in strict compliance with the requirements of A-660. While PA/PTAs are under no obligation to conduct new business such as implementing fundraisers or make expenditures already approved by the membership, they should try as much as possible to fulfill existing obligations such as payments to vendors who have already provided goods and services and refunds to parents who have paid for events that have been canceled such as proms, graduation ceremonies and trips.

PAYMENTS TO VENDORS

PA/PTAs that have outstanding invoices for completed purchases must make every effort to pay those invoices. Until the PA/PTA has access to physical checks, payments can be made in one of two ways: via their bank's electronic bill payment system or, if the PA/PTA does not have online access to the checking account, by a member willingly advancing the funds. Please see below for important considerations if the latter option is used.

- Online access to the checking account. Many PA/PTAs have already established online access to the checking account; this is commonly done to access statements electronically and check activity instead of waiting for monthly statements in the mail.

- PA/PTAs that have established online access to the checking account are able to make payments through their bank's online bill payment system. Payees receive an actual check, mailed to the address entered by the PA/TA officer.
    - This is different from instant payment systems such as Zelle, where the funds are drawn from the checking account but not by means of anything resembling a check. Zelle and similar systems do not comply with A-660.
    - <u>Dual signatures</u>. A-660 requires checks to be signed by 2 officers.
    - Some accounts include an option to require dual authorization of payments made online; if this option is enabled, the transaction will comply with A-660. This feature is available principally for business accounts (e.g., Chase for Business Accounts with Chase Dual Control Service Mark).
    - If your PA/PTA's account does not offer an equivalent feature, you may consider creating a protocol that allows 2 officers to simultaneously authorize the transaction and produces a printable record (screen shot or PDF). If requested, FACE will provide assistance on best practices.
- If a PA/PTA does not have the bank information required to set up online access to the checking account (routing and account number), no transactions can take place until the school building reopens.
- <u>A member advances the funds, to be reimbursed later.</u> A-660 allows members to be reimbursed for out-of-pocket expenses. Given the potential risks, this option should be used only if absolutely necessary (e.g., if the vendor threatens legal action). These are the factors to consider:
    - PA/PTA bylaws may define the kinds of kinds of expenses a member may pay out-of-pocket and set a maximum dollar amount.
    - The expense must have been approved by the membership, but reimbursement is not subject to approval. It is an obligation of the PA/PTA just as a vendor invoice and funds must be set aside to ensure the member is repaid.
    - The member must provide a receipt.
    - The member must understand that they will not be reimbursed until the PA/PTA regains access to the building to retrieve the checkbook, and risks not being reimbursed at all.

REFUNDS TO PARENTS

With the cancellation of in-person events after March 13, several PA/PTAs find themselves unable to spend moneys collected from parents for specific activities. These payments should be refunded but the mechanism for doing so, and whether they can be refunded at all, depends on several factors. To make any refunds:

- The PA/PTA must have access to online banking as described above. No refunds may be made using the out-of-pocket expenditure provisions in A-660 or the bylaws.

- The member requesting the refund must be able to produce receipts or other proof that the money was actually paid to the PA/PTA. Credit card statements are best; the back of cancelled checks must have enough clear information to show they were deposited in the PA/PTA's account.

- Payments for end-of-year activities or fundraisers that were collected by the PA/PTA and given over to the school, or vice-versa, will be difficult to trace and refund if the record of who made the payment is not transferred along with the funds.
  - The PA/PTA can only issue refunds of payments that were deposited into its account and were never transferred to the school.
  - Where funds were transferred to the school, refunds must be issued by the school, not the PA/PTA.
  - The PA/PTA should work with the school on an equitable solution, bearing in mind the hardships suffered by many parents.

- Parents who made payments or donations by check will be able to stop payment if the check has not been deposited. In case of payments (but not donations) made by credit card, parents may be able to obtain a refund through the credit card company's dispute resolution mechanism as a last resort.

- PA/PTAs are prohibited from offering refunds of pure donations (where the parent receives nothing in return) that were made in cash once the funds have been deposited.
  (see A-660.III.E.3)

PAYING FOR GOODS AND SERVICES PURCHASED WHILE SCHOOL BUILDINGS ARE CLOSED

PA/PTAs should carefully consider making expenditures while school activities are suspended. Recognizing that the loss of end-of-year activities has been traumatic for many students and particularly so for graduating seniors, 5th and 8th graders, some PA/PTAs may decide to purchase items such as recognition plaques, sweatshirts, notebooks or other items for students. Other PA/PTAs may want to purchase office supplies they will need once schools reopen or pay for subscriptions to remote meeting platforms while they are closed.

- If the expense has already been approved by the membership, goods and services may be purchased provided the PA/PTA has a way to pay for them.
  - If the PA/PTA has access to online banking, payments can be made as described in "Payments to Vendors" (above).
  - If the PA/PTA does not have access to online banking, it will not be able to pay for the goods and services directly and should not make the purchase. In principle, a member could advance the funds, but this is never advisable in the absence of a truly compelling reason such as payment of outstanding invoices (above).

- If the expense has not been approved by the membership, the PA/PTA has two options.
  - Obtain membership approval at a meeting conducted remotely.

- The executive board may authorize the expense, as allowed in A-660.III.D.2. The executive board must consult the bylaws to determine the maximum amount that may be spent and the circumstances that warrant the expenditure.

  ♦ A-660 requires that a process for authorizing emergency expenditures be included in the bylaws. PA/PTAs should review their bylaws to ensure they address this process and make revisions if needed to ensure that it adequately covers emergencies that are likely to arise, including the closure of school buildings. FACE will assist with model language.

- The executive board has some latitude in deciding which specific goods and services to purchase within categories of expenses authorized by the membership and make substitutions for authorized items that become unavailable or impractical. However, the intent of the membership must be respected.

  - Example: the membership authorized renting caps and gowns for 5th grade graduation. With graduation ceremonies cancelled, the executive board may decide to buy sweatshirts to be distributed to those same 5th graders (by whatever means are available). The executive board may not, however, decide to distribute the sweatshirts to other grades, or to buy items that have no connection to graduation activities.

FUNDRAISING

In addition to their regular fundraisers, many PA/PTAs are eager to find ways to support families that have been especially hard hit by the Covid-19 pandemic, such as those who are ineligible for federal benefits. However, with in-person gatherings currently suspended and the timeline and conditions for the reopening of schools unclear, PA/PTAs should be especially careful when planning new fundraisers.

PA/PTAs may plan and implement fundraisers, including to assist members of the school community in need as a consequence of the Covid-19 pandemic. They must however consider every aspect of a proposed fundraiser carefully to minimize the risk of fraud and ensure the proceeds are distributed equitably. The regulations regarding fundraisers apply equally to fundraisers conducted to support families in the pandemic. (see A-660.III.C) In addition, moneys must be handled in compliance with the rules on PA/PTA financial transactions as described above.

- Some fundraising activities are absolutely prohibited regardless of the pandemic (gambling and games of chance; sale of tickets to movies and theater performances for children; door-to-door solicitation); others (e.g., flea markets) are suspended because of restrictions on in-person gatherings.

- All fundraisers in the name of the PA/PTA must be approved by the membership. The executive board does not have authority to start a fundraiser even in an emergency.

  - Individual PA/PTA members may start a GoFundMe campaign or collect funds in other ways, but it must be clear that the funds are being raised by an individual, not by the PA/PTA.

  - Membership approvals must appear in the minutes of the meeting.

- PA/PTA fundraising plans must address:
  - How the money collected will be deposited.
    - ◆ PA/PTAs that have not established access to online banking for ACH payments, and do not have a way to accept credit card payments or payments from PayPal or other platforms that can be tied to a checking account may find it impossible to accept donations in compliance with the rule that all transactions must be made through the PA/PTA's checking account.
    - ◆ Under no circumstance may donations solicited by the PA/PTA be deposited into an individual's account, or checks sent to an individual's home.
  - How the money collected will be distributed.
    - ◆ The PA/PTA must have a plan to distribute funds in a transparent and equitable way. This is especially true if the funds are being distributed according to criteria such as "need": how need is defined and identified can give rise to disputes.
    - ◆ The PA/PTA must map out methods of distribution and ensure detailed records are kept. Understanding that families will find cash equivalents such as gift cards most useful, the PA/PTA must detail the process of purchasing and distributing the gift cards to families, and to track each card from purchase to distribution.
    - ◆ Distribution of funds to families is complicated by the fact that A-660 prohibits the school from giving parents' contact information to the PA/PTA. The PA/PTA may have or collect contact information from parents, but the resulting list will include many fewer parents than are in the school; this will make it difficult to implement distributions directly to families.

- It is advisable for the PA/PTA to work closely with the school on any fundraiser related to Covid-19 in order to maximize solutions when the PA/PTA encounters difficulties in collecting and distributing funds. For example, the PA/PTA may run the fundraiser but ask that donations be sent to the school to facilitate the distribution of proceeds. Collaboration is especially important when funds are solicited by the PA/PTA but sent to the school—each donation must be carefully tracked.

- Transparency and accountability are especially important in the remote environment. Regular updates must be given to the membership on the progress of any approved fundraiser and a Fundraising Activity Report, available at https://www.schools.nyc.gov/school-life/get-involved/parentassociations, must be completed for every fundraising activity started after March 13, 2020.