

BY-LAWS

of

THE MASON-RICE ELEMENTARY SCHOOL
PARENT TEACHER ORGANIZATION, INC.

Amended and Restated June 6, 2011

Article I. Name, Location, Affiliation and Fiscal Year

Section 1. Name and Affiliation. The name of this Corporation shall be the Mason-Rice Elementary School Parent Teacher Organization (hereinafter referred to as the "PTO"). It shall be an affiliate of the Newton Council of Parent Teacher Organizations.

Section 2. Location. The location of the principal offices of the PTO shall be in Newton, Massachusetts.

Section 3. Fiscal Year. Except as from time to time otherwise determined by the directors, the fiscal year of the PTO shall be September 1 to August 31.

Article II. Powers and Purposes

Section 1. Purposes. In addition to those provided by law, the purposes of the PTO shall be to:

- A. foster communication, understanding, and cooperation among parents and teachers in order to benefit all children in the Mason-Rice Elementary School;
- B. encourage parent involvement in Mason-Rice Elementary School life;
- C. support the efforts of the principal, faculty, and School Council in providing an optimal educational experience for students;
- D. provide support and services to the school community; and
- E. promote and encourage the support of public school education in the City of Newton.

Section 2. Powers.

a. The PTO is organized solely for charitable and educational purposes pursuant to Massachusetts General Laws Chapter 180 and Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law.

b. Notwithstanding any other provisions of these articles, the PTO shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section

501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purpose.

Article III. Policies

The PTO shall be noncommercial, nonsectarian, and nonpartisan. No commercial enterprise and no political candidates shall be endorsed by it. Neither the name of the PTO nor the names of its officers in their official capacities shall be used in connection with any commercial concern or with any partisan interest, or for any purpose not appropriately related to promotion of the goals and objectives of the PTO.

Article IV. Membership

Section 1. Members. Each member of the administrative, teaching, and support staff of the Mason-Rice Elementary School, and each parent or legal guardian of a student of the Mason-Rice Elementary School, shall automatically be a member of the PTO.

Section 2. Duties of Members. The duties of the membership shall be to support, sponsor, coordinate and implement activities to further the purposes of the PTO as stated in Article II.

Section 3. Dues. Voluntary dues will be solicited annually, the amount to be determined by the Board of Directors.

Section 4. Meetings of the Membership.

a. There shall be no fewer than four meetings of the PTO members during the school year. At least one of these meetings will be the annual meeting referred to in paragraph b below. At least two of these meetings should concern topics intended to promote and foster the educational purposes of the PTO.

b. The annual meeting of the PTO shall be held in the last three months of the school year, at such date and time as the Co-Presidents may determine. The annual reports of the Co-Presidents and the Treasurer shall be presented at this meeting. New officers and Board of Director members will be elected at such annual meeting in accordance with the requirements of Article VII, and the budget for the following fiscal year shall be voted upon at such annual meeting in accordance with the requirements of Article VIII.

c. Special PTO meetings may be called by the Co-Presidents, the Board of Directors, the Principal of the Mason-Rice Elementary School (hereinafter referred to as "Principal"), or by the written request of at least seven members of the PTO. The purpose of such special meetings shall be clearly stated in the notice of such

meetings.

- d. At least ten (10) days notice of all meetings shall be given to members.
- e. Fifteen (15) members of the PTO shall constitute a quorum.

Article V. Board of Directors

Section 1. Directors. The Board of Directors of the PTO shall consist of the following members:

- A. Current officers of the PTO, as described in Article VI;
- B. Up to eight at-large member of the school community, elected pursuant to Article VIII hereof,
and
- C. Immediate past PTO co-presidents.

The Board of Directors shall include the Principal and a faculty representative as non-voting ex-officio members, and may also include non-voting ex-officio members appointed by the Co-Presidents.

Section 2. Terms of Directors.

- a. Officers shall serve terms as described in Article VI.
- b. Each of the at-large members shall serve a three year term. At each annual member meeting, a number of at-large members equal to those whose terms have expired shall be appointed for a term of three years.
- c. Each past PTO co-president shall serve up to two years after their term as Co-President has ended.
- d. The term of office shall commence at the close of school in the year of the election until the last day of school the following year.

Section 3. Vacancies. Vacancies of any office during the school year shall be filled by appointment of the Board of Directors.

Section 4. Duties of Directors. The duties of the Board of Directors shall include:

- A. recommendation of annual goals and strategies;
- B. establishment or abolition of standing committees or positions for the ensuing year, as necessary;
- C. approval of the general plans and programs of committees;
- D. review and approval of the annual budget as prepared in accordance with Article VIII for submission to the general membership at the annual member meeting;
- E. presentation of reports at Board of Director meetings, as may be required; and
- F. transaction of necessary business between meetings of the PTO.

Section 5. Meetings of the Directors.

- a. The Board of Directors shall meet at least quarterly. Special meetings shall be called at the request of the Co-Presidents or three members of the Board.
- b. Notice of Board of Directors' meetings will be given to Board of Director members at least twenty-four (24) hours in advance and shall be open to all members of the PTO, but only members of the Board of Directors (not including ex-officio members) shall vote at these meetings.
- c. A majority of the Board of Directors then in office shall constitute a quorum.

Section 6. Liability of a Director. No director shall be personally liable to the PTO or its members for monetary damages for breach of fiduciary duty as director notwithstanding any provision of law imposing such liability, provided however, that this provision shall not eliminate the liability of a director, to the extent that such liability is imposed by applicable law:

- A. for any breach of the directors' duty of loyalty to the PTO or its members;
- B. for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; and
- C. for any transaction from which the director derived an improper personal benefit.

This provision shall not eliminate the liability of a director for any act or omission occurring prior to the date upon which the provision becomes effective. No amendment or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article VI. Officers and their Duties

Section 1. Officers. The officers of the PTO shall be the Co-Presidents, the Secretary, and the Treasurer. Two or three persons may be elected jointly to a single office, in which event the office shall be held jointly by co-officers. Terms used in the singular in these By-Laws shall be deemed to include the plural for co-office holders.

Section 2. Term and Duties of Co-Presidents.

- a. Each Co-President shall serve a term of two years. The first year of each Co-President's two year term shall overlap with at least one Co-President who has already served one year of her/his two year term.
- b. One of the Co-Presidents shall preside at all member meetings of the PTO and all meetings of the Board of Directors. The Co-Presidents shall be ex-officio members of all committees . They may appoint ad hoc committees throughout the year when necessary. One of the Co-Presidents shall represent the school at Newton PTO Council meetings and Newton School Committee meetings or shall designate a representative. The Co-Presidents shall keep a corporate record book, maintained with the assistance of other members of the Board of Directors.

Section 3. Term and Duties of Treasurer.

- a. The Treasurer shall serve a term of two years, although any such term may be extended by up to one additional year in the discretion of the Co-Presidents.
- b. The Treasurer shall receive all monies of the PTO and shall make authorized disbursements. The Treasurer shall keep accurate accounts of the funds of the PTO and shall present a summary of expenditures upon request of the Co-Presidents or Board of Directors. The Treasurer shall assist with the preparation of the annual budget and with the filing of annual forms with the office of the Secretary of State and other governing authorities. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of these Bylaws.

Section 4. Terms and Duties of Secretary.

- a. The Secretary shall serve a term of two years, although any such term may be extended by up to one additional year in the discretion of the Co-Presidents.
- b. The Secretary shall keep a true record of all member meetings of the PTO and all meetings of the Board of Directors. If the Secretary is unable to attend a meeting, the Secretary can designate another director to act as temporary Secretary or one of the Co-Presidents will appoint a temporary Secretary for that specific meeting. The Secretary shall also perform other duties ordinarily incident to the office as delegated by the Board of Directors.

Section 5. Vacancies. Vacancies of any office during the school year shall be filled by appointment of the Board of Directors.

Article VII. Nomination and Election of Officers and At-Large Members of the Board of Directors

Section 1. Officers. The Co-Presidents shall offer recommendations to the Board of Directors of a proposed slate of officers for the ensuing school year at a Board of Directors' meeting in the last quarter of the school year. This slate of officers shall be presented to the Board of Directors for its approval and then voted upon by the members of the PTO at the annual PTO meeting described in Article IV, provided there is a quorum present at the meeting.

Section 2. Directors. Any member of the PTO may become an at large member of the Board of Directors by offering his or her name to the current Co-Presidents at least one month prior to the annual member meeting. The availability of open at-large positions shall be advertised by the Co-Presidents at least ten (10) days prior to the date of the meeting at which the slate of directors is to be presented to the Board of Directors. The slate of directors shall be presented to the Board of Directors for its approval and then voted upon by the members of the PTO at the annual meeting described in Article IV, provided there is a quorum present at the meeting.

Article VIII. Budget and Expenditures

Section 1. Adoption of the Budget. The preliminary budget shall be prepared by a committee comprised of the Co-Presidents, the Treasurer, and such other persons as, at the discretion of the Co-Presidents and Treasurer, are determined necessary and appropriate to fully deliberate the future financial needs of the PTO. The budget will be presented to the Board of Directors for its review and approval and then voted upon by the members of the PTO at the annual PTO meeting described in Article IV, provided there is a quorum present at the meeting.

Section 2. Expenditures. During the course of the school year, any expenditure over \$500 not contained in the budget must be approved by the Board of Directors .

Section 3. Authorized Signatories. The Treasurer and Co-Presidents are the authorized signatories for all expenditures.

Article IX. Indemnification of Directors and Officers

The corporation shall, to the extent legally permissible, indemnify each of its directors and officers (including persons who serve at its request as directors) (hereinafter "Indemnified Officer") against all liabilities and expenses, including, without limitation, amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by or imposed upon such Indemnified Officer in connection with any threatened, pending or completed action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of Indemnified Officer being or having been such a director or officer, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the corporation.

Such indemnification may, to the extent authorized by the Board of Directors of the corporation, include payments by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if such Indemnified Officer shall be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the corporation under this Article, and each director and officer of the corporation approving such payment shall be wholly protected, if:

- A. the payment has been approved or ratified (1) by a majority vote of a quorum of either (a) the members who are not at that time parties to the proceeding or (b) the directors who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceeding and are selected for this purpose by the

- full board (in which selection directors who are parties may participate); or
- B. the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the directors in the manner specified in clauses (1) and (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full board of directors then in office; or
- C. the directors have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws, as amended; or
- D. a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this article shall affect any rights to indemnification to which corporation employees, agents, directors, officers and other persons may be entitled by contract or otherwise under law.

This article, as amended, constitutes a contract between the corporation and the Indemnified Officers. No amendment or repeal of the provisions of this article which adversely affects the right of an Indemnified Officer under this article shall apply with respect to such Indemnified Officer's acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

Article X. Standing Committees and Positions

There may be one or more of the following committees and positions in any given year, as determined by the Board of Directors, for the purposes of promoting the goals and interests of the PTO.

- Aftercare Representative
- Alumni Liaison
- Arts in the Afternoon
- Book Fair
- Book Fair Café
- Book Swap
- Box Tops for Education
- Callback
- Child Assault Prevention Program (CAPP) Chapter 766 Parent Advisory
- Creative Arts and Sciences
- Crisis Committee Representative
- Crystal Lake Classroom
- Equity Committee Representative
- Fall Picnic
- Family Portrait
- Family-to- Family Gift of Giving
- Field Day Coordinator
- Fifth Grade Activities

Fun Run
Grant Writer
Green Team
Guest Speaker Coordinator
Hospitality
Human Differences Committee
Kinder- Club
Kindergarten Liaison
Library
Library Gift Book Fund
Literary Magazine
Logo Items
Mason-Rice Ambassador
Mason-Rice Moms/Dads
Mason-Rice Notes Editor /Distribution
Monday Notices
Musical Mornings
Newton Serves
On-Line Fundraising
Playground
Raffle Baskets
Room Parent Coordinator
Safe Arrivals
Safe Routes to School
School Committee Representative
School Directory
School Garden
School Pictures
Science Discovery Week Coordinator
Special Ed. Parent Advisory Committee
Social Action Club
Spring Picnic
Spring Fundraiser
Teacher Appreciation Luncheon
Technology Committee
Understanding our Differences
Volunteer Coordinator
Website

Article X. Miscellaneous Provisions

Section 1. Amendments. These Bylaws may at any time be amended or repealed, in whole or in part, by vote of a majority of the members of the Board of Directors present and voting at a meeting of the Board of Directors called for that purpose, provided that the substance of any proposed change is stated in the notice of the meeting at which such action is to be taken. These Bylaws may also at any time be amended

or repealed, in whole or in part, by vote of a majority of the members of the PTO present and voting at a meeting of the members of the PTO called for that purpose, provided that the substance of any proposed change is stated in the notice of the meeting at which such action is to be taken.

Section 2. Inspection of Books and Records. The original or attested copies of the Articles of Organization, Bylaws and records of meetings shall be kept at the principal office of the corporation or of the clerk, but such corporate records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any purpose in the proper interest of the member relative to the affairs of the corporation.

Section 3. Execution of Instruments. All contracts, deeds, bonds, notes, checks and other instruments authorized to be executed by an officer of the corporation on its behalf shall be signed by one of the Co-Presidents or the Treasurer, except as the directors may generally or in particular cases otherwise determine.