

## Coolidge Middle School PTO, Inc. Bylaws

### **ARTICLE I                    NAME**

The name of this organization shall be the Coolidge Middle School PTO, Inc.

### **ARTICLE II                    PURPOSE**

The purpose of this corporation is to provide a vehicle whereby parents, school staff, and town officials and other interested individuals can work cooperatively to enhance and expand the educational opportunities of students at the Coolidge Middle School in Reading, Massachusetts by developing:

- (a) a link between home and school;
- (b) financial support for programs funded outside of the annual school budget; and,
- (c) a communication link for town-wide educational issues.

### **ARTICLE III                    POLICY**

The corporation is organized for charitable, educational, and scientific purposes qualifying under Section 501 (c) 3 of the Internal Revenue Code. The organization does not discriminate based on age, sex, or race. The name of the organization and the names of its officers in their official capacities shall not be used in any connection with a commercial concern or political interest or for any purpose other than as specified above.

### **ARTICLE IV                    MEMBERSHIP**

Any parent, guardian or other adult standing *in loco parentis* for a student enrolled at Coolidge Middle School may choose to become a member of the organization.

Annual membership dues are voluntary and shall be determined at the beginning of each fiscal year by the Board of Directors.

### **ARTICLE V                    OFFICERS**

The elective officers of this organization shall be/include either a president and vice president or 2 co-presidents, a secretary, and a treasurer, who shall be elected for a term of two years by the general membership and take office at the beginning of the fiscal year. The officers, also called Executive Committee, are members of the Board of Directors.

The president or co-presidents shall preside at all meetings of the organization and of the Board of Directors. (S)he/they shall be responsible for the preparation of the agenda for all organizational meetings. (S)he/they may sign checks, notes, etc. in the absence of the treasurer. (S)he/they shall have such usual powers of management and operation of the organization and shall have the usual decision making responsibilities of the office of the chief executive officer.

The vice president, or co-president, shall in the event of absence, disability, or death of the president, possess all the powers and perform all the duties of that office. The vice president, or co-president, shall perform such other duties as the president or board may designate.

The secretary shall keep all minutes of the meetings of the Board of Directors, and business meetings of the membership. (S)he shall circulate the minutes at each subsequent meeting and make corrections as approved by the Board. (S)he shall maintain all records of transactions, contracts, correspondence, and other related documents. (S)he shall prepare correspondence on behalf of the organization and perform other duties as required. (S)he shall maintain and safeguard all historical documents related to the organization. (S)he shall provide all Board Members with a copy of the current by-laws at the first meeting of the PTO Board.

The treasurer shall receive all moneys due. (S)he shall be the custodian of these moneys, responsible for all banking activities. (S)he shall prepare monthly financial reports and year end financial data for review and comment to the Board of Directors. (S)he shall be responsible for contracting with a certified public accountant, with final approval resting with the Board of Directors, to provide assistance in closing the books, preparing a year end balance sheet, profit and loss statement, and statement of changes in fund balances in accordance with generally accepted accounting principles. The treasurer shall be responsible in the filing of all federal and state tax returns, Form PC with the Division of Public Charities, Department of the Attorney General, by November 15 of each year, Form 990 with the IRS if gross income for the year is more than \$25,000 by January 15 and any other schedules, analysis on reports that may be required or considered necessary in the circumstances. The treasurer shall file a form entitled Annual Report with the Office of the Secretary of State by November 1 of each year. The treasurer may release funds as approved by the Board at its monthly meetings. The treasurer may pay out funds only as authorized by the Board as part of the committee specific approved budget.

## **ARTICLE VI            BOARD OF DIRECTORS**

The Board of Directors **may** consist **of** the elected officers, the chairpersons of the standing committees, the principal of the school, and teacher representatives. The size of the Board shall be no greater than 10 members and shall be no smaller than 4 members.

No member other than the Principal may serve on the Executive Committee for more than three consecutive years in the same position. A board member, after serving on the board for six consecutive years, may continue serving on the board provided there are positions available after first priority is given to filling board positions with new members. The Principal serves as an ex-officio member of the Board.

Every member of the Board shall have one vote. A quorum shall consist of a majority of the Board of Directors. A quorum must be present for purposes of voting on policies and procedures, approving the annual budget, amending the by-laws, or conducting significant organizational business. Only duly elected members or appointed members of the Board may vote on organizational business.

The Board shall meet monthly during the school year to transact the necessary business of the organization, to review and approve the work of the standing committees, to create special committees where necessary, and to vote on matters involving policies and procedures for the organization.

All regularly scheduled meetings of the Board are open to the membership of the organization.

All regularly scheduled meetings will be held in the Media Center at Coolidge Middle School unless otherwise noted.

The president may call special meetings of the Board when necessary business warrants such an action. Any Board member may call special meetings if (s)he notifies the president at least five business days before the meeting and presents a written request with at least the majority of other Board members signatures. All notices of special meetings shall be posted in the Coolidge Middle School.

The outgoing Board is responsible for preparing and approving a budget for the organization for the following fiscal year. The incoming Board should review the approved budget and vote on changes necessary by its second monthly meeting in the new fiscal year.

The privilege of making motions, debating, and voting shall be limited only to members of the Board. In case of a vacancy occurring on the Board during the fiscal year, the vacancy shall be filled through the nomination of a qualified member by the president and by a majority vote of the members of the Board. The elected member shall remain on the Board for the unexpired term.

## **ARTICLE VII           STANDING COMMITTEES**

The standing committees shall include but not be limited to the following: Executive Committee, Fundraising, Enrichment, Nominating, and Social Activities. The Executive Committee consists of the officers as specified in Article V. The Executive Committee shall have the power to act when the Board of Directors is not in session. The Executive Committee shall conduct the business of the organization not requiring board decision or approval and shall prepare the agenda for the regular board meetings. All other committee chairpersons are appointed and sit as members of the Board. With the exception of the Executive Committee, the standing committee may change in name, focus, or direction as the needs of the organization change. The chairperson(s) of each committee has the authority to appoint committee members from the membership. The Executive Committee and chairperson(s) of each committee shall maintain and keep records of their respective office or committee's work in a manner which would allow these records to be passed on to future board officers and committee chairs to provide consistency and continuity of the organization and its affairs. These records should include but not be limited to financial records, process and procedures of the committee.

Action of the president may create special committees for a specific organizational purpose at any time during the fiscal year. Term of a special committee ends automatically when its specific purpose has been fulfilled or when the Board ends the committees work. The chair and members of any special committee are appointed by the President. The chair of the special committee does not have Board voting power but may attend Board meetings.

## **ARTICLE VIII           NOMINATIONS AND ELECTIONS**

Elections will be held at the last meeting of the school year. The nominating committee shall select a candidate for each office and present the slate at a meeting held one month prior to he election. At that meeting, nominations may also be made from the floor. Voting shall be by voice vote if a slate is presented. If more than one person is running for an office, a "standing vote" shall be taken.

## **ARTICLE IX            VOTING**

The general membership shall be required to vote on such organizational matters that the Board deems appropriate or on matters involving the name of the organization, the purpose of the organization, the articles of incorporation, or the Executive Committee.

The voting rights of the members as related to membership: each family at Coolidge Middle School shall have one vote in matters as specified above.

For other business activities not included above, the Board of Directors shall be required to vote. A valid vote may be taken when a quorum as defined in these By-laws is present. A vote is considered passed when the majority of those directors in attendance approve the issue. All other PTO members in attendance at regularly scheduled Board meetings may participate in all discussions but not vote.

## **ARTICLE X            AMENDMENTS**

The Board of Directors may amend the By-laws. Any officer or member of the Board may propose an amendment at a meeting of the Board. The amendment may be discussed but may not be voted upon until the next regularly scheduled Board meeting. A quorum must be present to be able to vote upon the amendment. The amendment must pass by a two-thirds vote of the members of the Board of Directors present. All amendments shall become effective upon approval.

## **ARTICLE XI            INDEMNIFICATION OF DIRECTORS AND OTHERS**

The corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director or officer of the corporation, including the defense or disposition of any action, suit or other proceeding, whether civil or criminal in which (s)he may be involved or with which (s)he may be threatened, while serving or thereafter, by reason of his/her being or having been such a Director, Officer, Trustee, Employee or Agent, except with respect to any matter as to which (s)he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director, Officer, Trustee, Employee or Agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless:

(a) such compromise shall be approved as in the best interests of the corporation, after notice that it involved such indemnification;

(i) by a disinterested majority of the directors then in office; or

(ii) by a majority of the membership at the time entitled to vote for Directors, voting as a single class;

(b) in the absence of action by disinterested directors or members, there has been obtained at the request of a majority of the Directors then in office an opinion in writing of independent legal counsel to the effect that such Director or officer appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation.

Expenses including counsel fees, reasonably incurred by any such Director, Officer, Trustee, Employee or Agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized under this section. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Director, Officer, Trustee, Employee or Agent may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than such Directors, Officers, Trustees, Employees or Agents may be entitled by contract or otherwise under law. As used in this Article the terms "Director," "Officer," "Trustee," "Employee" and "Agent" include their respective heirs, executors and administrators and an "interested" Director, Officer, Trustee, Employee or Agent is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

The corporation may purchase and maintain Director's and Officer's Liability Insurance upon vote of the Board of Directors. The nature, scope and amount of deductible as to such insurance shall be as selected by the Board of Directors.

## **ARTICLE XII            PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these by-laws.