

BYLAWS

OF THE MEMORIAL SCHOOL PARENT-TEACHER ORGANIZATION OF NATICK, MASSACHUSETTS, INC.

ARTICLE 1: ARTICLES OF INCORPORATION

The name and purposes of the Memorial School Parent-Teacher Organization of Natick, Massachusetts, Inc. (herein referred to as the "Memorial PTO") shall be set forth in the Articles of Incorporation of the Memorial School Parent-Teacher Organization of Natick, Massachusetts, Inc. and in effect from time to time. These ByLaws, the powers of the Memorial PTO and of its Members and Officers, and the regulation of its affairs shall be subject to such Articles of Incorporation.

ARTICLE II: SCOPE

In providing education and personal enrichment to students of Memorial School, the Memorial PTO shall, among other things, engage in fundraising projects, support various student enrichment activities, provide a forum for parent, teacher, and student interaction through community events, support teachers and staff, and promote open communication between parents, teachers, the Memorial School, and the community.

ARTICLE III: MEMBERS

Section 1. All parents or guardians of children enrolled at Memorial School shall be members of the Memorial PTO.

Section 2. Members shall be notified of all upcoming meetings and other Memorial PTO business through advanced written notice. Such notice shall be made through at least one of the following forms: any Memorial School newsletter (or other written distribution to Members), the PTO section of the Memorial School's website, electronic mail communications and in prominent postings at the Memorial School.

ARTICLE IV: EXECUTIVE BOARD OF DIRECTORS

Section 1. The Memorial PTO Executive Board of Directors (the "Executive Board") shall consist of the Officers (excluding the Associate Treasurer) of the Memorial PTO (see Article V), and the immediate past President of the Memorial PTO. The Co-President who is serving the second year of his or her term shall serve as Chair of the Executive Board. The Associate Treasurer will become a voting Officer during his/her second term when he/she assumes the primary Treasurer role. A majority of the Executive Board shall constitute a quorum for the transaction of business. Voting at any meeting at which a quorum is present shall be by majority vote of those present except as any applicable law, the Articles of Incorporation, or these ByLaws shall require. If a quorum is not present at any meeting of the Executive Board, the Executive Board shall not consider any business of the Memorial PTO. However, those

present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of any one or more Executive Board members so as to leave less than a quorum.

Section 2. The Executive Board shall manage the affairs of the Memorial PTO.

Section 3. The Executive Board shall meet at least quarterly per school year, twice in the fall and twice in the early spring. Chairpersons of special committees (see Article VI) may be invited to attend and participate in these Board meetings, but they will not hold voting rights. Other meetings may be held if necessary and can be requested by any member of the Executive Board. Notice of meetings of the Executive Board may be given in writing, by electronic mail, facsimile, or a comparable means of communication, by telephone or in person to each Director, at least twenty-four (24) hours in advance of the meeting. Executive Board meetings can be held via teleconference, via email, or in person. The Secretary, or another Director if the Secretary is not in attendance, shall keep minutes of each meeting of the Executive Board and report the same to the Executive Board or the Memorial PTO members when requested.

ARTICLE V: OFFICERS

Section 1. The officers of the Memorial PTO shall be the President(s), Vice President a Treasurer, a Secretary, and Vice Presidents of the Memorial PTO's fundraising committee (hereinafter the "Officers")

Section 2. Elections of Officers to replace those Officers whose terms are expiring, will take place at the last meeting of the school calendar year Memorial PTO meeting, and as otherwise needed. Advance notice for nominations and voting is to be given, with nominations to be received up to and during the last meeting. Should more than one person desire to fill a position, a silent ballot vote will be taken of the members present at the last PTO meeting. New Officers shall assume their duties immediately upon being voted into office. To the extent possible, the existing Officer shall be available for the new Officer as the need arises. The exiting Officer must turn over all pertinent paperwork for the office in a timely manner.

Section 3. Duties of the President(s)

The President(s) shall, without limitation:

- a. Fulfill leadership role for all Memorial PTO activities;
- b. Preside at all meetings of the Memorial PTO;
- c. Develop agendas for Executive Board and the Memorial PTO membership meetings in consultation with other members of the Memorial PTO;
- d. Keep parents, teachers, principal, and community apprised of Memorial PTO activities, and act as liaison between them;
- e. Coordinate the work of the Officers and committees of the Memorial PTO in order that the purposes of the Memorial PTO may be promoted;

- f. Shall sit as memorial representative on the board of the Parent Community Council (PCC);
- g. Ensure that all business of the Memorial PTO is performed in accordance with these ByLaws;
- h. Each President(s) shall serve for two years and not for more than two consecutive terms;
- i. Expiration of the terms are to alternate with the Vice President assuring that the incoming Vice President is working with a President who is in the second year of that position.

Section 4. Vice President(s)

The Vice President(s) shall:

- A. Act as aide to the President;
- B. Perform duties of the President in the President's absence or inability to serve;
- C. Perform such other duties as may be provided for by these bylaws as directed by the President or Executive Committee.
- D. Shall sit as Memorial Representative on the board of the Parent Community Council (PCC)

A vacancy occurring in the office of President shall be filled for the remainder of the us-expired term by the Vice President.

Section 5. Duties of the Secretary

The Secretary shall, without limitation:

- a. Record the minutes of all meetings of the Memorial PTO;
- b. Distribute minutes to all members of the Executive Board;
- c. Keep a current list of all members of the Memorial PTO;
- d. Write and send general correspondence as deemed necessary by the Executive Board;
- e. Maintain an updated corporate record book, including without limitation, a current copy of the Memorial PTO ByLaws and Articles of Incorporation, and all the Memorial PTO meeting minutes;
- f. Be prepared to read the records of any previous meetings;
- g. Maintain this position for a two year term.

Section 6. Duties of the Treasurer

The Treasurer shall, without limitation;

- a. Have custody of all the funds of the Memorial PTO;
- b. Maintain a full and accurate account of receipts and expenditures of the Memorial PTO;
- c. Make disbursement as authorized by the Executive Board or the Memorial PTO in accordance with the budget;
- d. Be prepared to present a financial statement at every meeting of the Memorial PTO and at other times when requested by the Executive Board;

- e. Present an annual report of the financial condition of the Memorial PTO at the meeting at which new Officers officially assume their duties (usually the annual meeting);
- f. Have the accounts examined annually by an audit committee elected by the Executive Board;
- g. Manage cash investments with Executive Board approval;
- h. Prepare and present the annual budget;
- i. Remain in this position for a two year term;
- j. Timely file all documentation required to maintain compliance with all applicable laws and to maintain the Memorial PTO's status as a 501(c)(3) exempt corporation;
- k. Expiration of the term is to alternate assuring that the incoming Treasurer is working with a Treasurer who is in the second year of that position.

Section 6.1 Duties of Associate Treasurer

The Associate Treasurer shall assist the Treasurer in any or all of the above-mentioned responsibilities in addition to any other financial related activities that the Treasurer deems necessary.

Section 7. Duties of the Vice Presidents of Fundraising

The VPs of Fundraising shall, without limitation:

- a. Facilitate events which generate funds necessary to fund the objectives of the Memorial PTO;
- b. Present fundraising plan for the upcoming school year to the Executive Board for discussion;
- c. Serve as a main contact point for the coordinators of specific fundraising events;
- d. Serve in this position for a two year term;
- e. Expiration of the term is to alternate assuring that the incoming Vice President is working with a Vice President who is in the second year of that position

Section 8. All Officers will conduct themselves in a professional manner. An Officer may be removed from office with cause by an affirmative majority vote of the Memorial PTO members present at a meeting prior to which notice was given of the pending action. Any Officer may resign at any time provided he or she gives the Executive Board thirty (30) days notice by filing a written resignation with the Secretary, President, or Executive Board. At that time, the Memorial PTO Board will announce that the position is available for the remaining term and written or verbal nominations will be taken for an amount of time specified by the Executive Board. Voting for the position will be at the next monthly meeting.

Section 9. In the event there is no one to assume one of the President positions, the exiting President may remain in office until a replacement is found and elected into this office. A special meeting and election will be held by the Executive Board for this purpose at any time of the year. A majority vote of the Executive Board will fill the position. If the position is not filled before the first day of school then nominations will be opened at the first fall meeting.

ARTICLE VI: COMMITTEES

Section 1. The Board may create such special committees as it may deem necessary to promote the purposes of the Memorial PTO.

Section 2. The term of each committee chair shall be one year or until the selection of a successor.

Section 3. The chair of each committee shall present a plan of work to the Executive Board for approval. No committee work shall be undertaken without the consent of the Executive Board.

ARTICLE VII: GENERAL MEMBERSHIP MEETINGS

Section 1. A minimum of four meetings of the Memorial PTO shall be held annually at the Memorial School unless otherwise noted. Dates of the meetings shall be determined by the Executive Board and announced at the first regular meeting of the school year. Advance notice shall be given to the general membership of any change of date.

Section 2. Special meetings of the Memorial PTO may be called by the Co-Presidents or by a majority of the Executive Board, upon no less than seven (7) days written notices.

Section 3. The final meeting of the school calendar year shall be for the purpose of electing Officers, and conducting any other business that may arise.

Section 4. Membership meetings may be open to the general public.

ARTICLE VIII: FINANCES AND CONTRACTS

Section 1. The fiscal year of the Memorial PTO shall begin August 1 and end on the following July 31.

Section 2. The Executive Board shall present to the membership at the first regular meeting of the school year a budget of anticipated revenue and expenses for the year. The budget shall be used to guide the activities of the Memorial PTO during the year. Vote of the budget for the following school year will be presented and voted on by the Memorial PTO no later than the June meeting of the prior year.

Section 3. One time expenditures not falling within the budget shall be voted upon by the Memorial PTO at a regular scheduled meeting, with reasonable advance notice of such vote provided. Any one-time expenditure not spent within the school year for which it is voted, is subject to reallocation upon a new vote by the Memorial PTO. Unless otherwise voted, the one-time expenditure not spent will return to the operating funds for the next Memorial PTO fiscal year. Any vote for reallocation shall occur no later than the November meeting of the following year.

Section 4. The Executive Board, individually or jointly is authorized to enter into contracts or agreements for the purchase of materials or services on behalf of the Memorial PTO as long as the contracts and agreements comply with applicable regulations, laws, and procedures to maintain the 501(c)(3) exempt status of the Memorial PTO.

Section 5. All requests for funds from the Memorial PTO must be submitted to the Treasurer in writing regardless so the amount. Expense reimbursements from Memorial PTO members must also be submitted in writing in accordance with the Treasurer's Reimbursement Form and must include original receipts. These expenses must be submitted as soon as possible but at a minimum within one month of the date of the activity specific to the expense.

Section 6. Non-administrative expenditures over \$250.00 shall be authorized by a majority vote of the Executive Board. Expenditures under \$250.00 shall be authorized at the discretion of the Treasurer.

ARTICLE IX: GENERAL

Section 1. The fiscal year of the Memorial PTO shall end on the 31st day of July of each year, unless otherwise determined by the Executive Board.

Section 2. Except as otherwise provided in these bylaws or as the Executive Board may generally or in particular cases authorize, all instruments, documents, deeds, leases, transfers, contracts, bonds, notes, drafts, and other obligations made, accepted or endorsed by the Memorial PTO shall have any power to bind the Memorial PTO. Facsimile signatures may be used in a manner and to the extent authorized generally or in particular cases by the Executive Board. The Executive Board may designate such other Officer or Officers who, in addition to or instead of the Treasurer, shall be authorized to receive and receipt for all moneys due and payable to the Memorial PTO from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Memorial PTO may be deposit i.e. double in such bank or banks or with such other corporations, firms, or individuals as the Executive Board may from time to time designate.

Section 3. The Memorial PTO shall, to the extent legally permissible, indemnify each person who serves or has served as an Officer or Director, as specified and provided in the Memorial School of Natick, Massachusetts Parent-Teacher Organization Articles of Incorporation.

Section 4. By action of the Executive Board, the Memorial PTO may purchase and maintain insurance, in such amounts as the Executive Board may from time to time deem appropriate, on behalf of any person who is or was an Officer against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Memorial PTO would have the power to indemnify such person against such liability.

Section 5. The Officers of the Memorial PTO shall not be personally liable for any debt, liability, or obligation of the Memorial PTO. All persons, corporations, or other entities extending credit to, contradicting with, or having any claim against the Memorial PTO may look only to the funds and property of the Memorial PTO for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable from the Memorial PTO.

ARTICLE X: AMENDMENTS

These ByLaws may be amended by an affirmative vote of a majority of the Executive Board at any regular or special meeting of the Executive Board duly held for such purpose, provided a quorum is present, and except with respect to any provision herein which by law or the Bylaws requires action by the members; provided, however, that no such amendment shall operate to terminate the deductibility of gifts or bequests to the Memorial PTO for federal tax purposes or effect the status of the Memorial PTO as an organization described in Section 501(c)(3) of the Internal Revenue Code.

These ByLaws were adopted by the Memorial PTO by an affirmative vote of a majority of the Executive Board and are effective immediately.

Signature lines