

# VILLAGE SCHOOL PTO, INC.

## BYLAWS

### ARTICLE I – NAME AND ADDRESS OF THE CORPORATION.

The name of the Corporation shall be Village School PTO, Inc. (the “Corporation”), whose address is: Village School, 93 Village Street, Marblehead, MA 01945.

### ARTICLE II – PURPOSE

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Chapter 501 (c) (3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the “Code”). The purpose for which the Corporation is formed is to support and enhance the best possible educational environment for Village School students, to provide financial and voluntary support for the activities and needs of the Village School, and to foster relationships and facilitate communication between school, teachers and home.

### ARTICLE III – MEMBERS

#### Section 1. Eligibility of Members

- a) Any parent, guardian, or other adult standing *in loco parentis* for a student at the school may be a Member and shall have voting rights.
- b) Any Teacher employed at the school may be a Member and have voting rights.
- c) There shall be only one vote per member.
- d) Membership runs for the duration of the school district fiscal year (see Article VIII, Section 11).
- e) New Members may become active at any time during the school year.

#### Section 2. Dues

- a) The Executive Board shall establish dues, if any.
- b) Dues payment is voluntary.
- c) Payment of dues is not required for Membership or voting rights.

### ARTICLE IV – OFFICERS AND ELECTIONS

#### Section 1. Officers.

- a) There shall be no less than three (3) Officers. The Officers shall be:
  - i. Two (2) Co-Presidents,
  - ii. Two (2) Co-Vice Presidents,
  - iii. Two (2) Co-Secretaries, and
  - iv. Two (2) Co-Treasurers.

- b) Co-Presidents:
  - i. The Co-Presidents shall preside over meetings of the Corporation and Executive Board;
  - ii. Serve as the primary contact for the principal;
  - iii. Represent the Corporation at meetings outside the Corporation; and
  - iv. Coordinate the work of all the Officers and Committees in order that the purpose of the Corporation is served.
- c) Co-Vice Presidents:
  - i. The Co-Vice Presidents shall assist the Co-Presidents and
  - ii. Carry out their duties in the Presidents' absence or inability to serve.
- d) Co-Secretaries:
  - i. The Co-Secretaries shall keep all records of the Corporation at a secure location at the Village School;
  - ii. Take and record minutes and distribute a draft thereof to the Executive Board Members at least one week prior to the next Members General Meeting;
  - iii. Prepare the agenda;
  - iv. Handle correspondence;
  - v. Send notices of all meetings to the Membership, Officers and Executive Board Members;
  - vi. Keep a copy of
    - 1. The minutes book;
    - 2. Bylaws;
    - 3. Articles of Organization;
    - 4. List of names, addresses, telephone numbers and email addresses of Officers and Executive Board Members;
    - 5. Copies of rules;
    - 6. Membership list; and
    - 7. Any other necessary supplies, which they shall bring to meetings;
  - vii. File all necessary legal documents with local or state agencies as required of the PTO.
- e) Co-Treasurers:
  - i. The Co-Treasurers shall receive all funds of the Corporation;
  - ii. Keep an accurate record of receipts and expenditures;
  - iii. Pay out funds in accordance with the approval of the Executive Board and/or the membership;
  - iv. Present a financial statement at every meeting and at other times of the year when requested by the Executive Board;
  - v. Make a full report at the end of the year to the Membership and to the Audit Committee for review;
  - vi. Be responsible for all necessary filings with IRS and state government agencies in order to be in compliance with all federal and state requirements for non-profits corporations.

## **Section 2. Nominations and Elections.**

- a) A Nominating Committee (see Article VII) shall nominate two candidates for each office to be filled from the general Membership, except that none of the Nominating Committee Members may be candidates for any office or position.
- b) The Nominating Committee shall suggest a slate of candidates to the Executive Board at an Executive Board Meeting held one month (April) prior to the election.
- c) Elections will be held at the second to last Members General Meeting of the school year (May). 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 ballot vote shall be taken.

### **Section 3. Eligibility for Officers.**

Members, as defined at Article I Section 1 except for Teachers, are eligible for office.

### **Section 4. Terms of Office.**

- a) Officers are elected for one year and may serve no more than two (2) consecutive terms in the same office.
- b) Each person elected shall hold only one office at a time, except as provided by Article IV Section 5.

### **Section 5. Vacancies.**

- a) If there is a vacancy in any office the remaining Co-Officer will become the sole officer.
- b) At the next regularly scheduled General Membership Meeting, a new Co-Officer will be elected.
- c) In the absence of willing or qualified individual, the remaining Officers may assume duties of the vacant position until such candidate comes forward.

### **Section 6. Removal from Office.**

- a) The Executive Board must have cause to remove an Officer.
- b) The Executive Board shall give the Officer in question written notice of a meeting between the Executive Board and that Officer.
- c) At the meeting between the Executive Board and the Officer, the Executive Board shall state the issues that may cause the removal and the Officer in question shall have the chance to explain his/her position and appeal to the Executive Board.
- d) The Officer shall be given a time to cure, not longer than two (2) weeks after the following Members General Meeting, with a date certain in writing.
- e) If, after the time to cure has expired, the Executive Board decides that the Officer has not taken steps to remedy or resolve the issues, that Officer may be removed from office by a majority plus one vote at an Executive Board Meeting, given a quorum.

## **Section 7. Resignation from Office.**

Resignation of an Officer must be in writing to one or both Co-Presidents and will be effective upon receipt.

## **Section 8. Liability of Officers and Board Members; Indemnification.**

Pursuant to the General Laws of Massachusetts, Chapter 156D, §§ 8.51 and 8.52, neither the Officers nor any Executive Board Members shall have any liability to the Corporation or the Members of the Corporation for any loss suffered by the Corporation that arises out of any action or inaction of such Officer or Executive Board Member if such Officer or Executive Board Member, as the case may be, acted in good faith, determined that such course of conduct was in the best interest of the Corporation, and such course of conduct did not constitute gross negligence or willful misconduct of such Officer or Executive Board Member. Each Officer or Executive Board Member shall be indemnified by the Corporation to the maximum extent permitted by law, but not to exceed the Corporation's Executive Board Members and Officers Errors and Omission Policy and Liability Policy limits, against any losses, judgments, liabilities, expenses and amounts paid in settlement of any claims, actual or threatened, sustained by them with respect to actions taken by them on behalf of the Corporation, provided that the same were not the result of gross negligence or willful misconduct on the part of such Officer or Executive Board Member. The Corporation shall indemnify Officers or Executive Board Members who were wholly successful, on the merits or otherwise, in the defense of any proceeding to which they were a party because they were an Officer or a Executive Board Member of the Corporation against reasonable expenses incurred by them in connection with the proceeding.

## **ARTICLE V – GENERAL MEMBERS MEETINGS.**

### **Section 1. Members General Meetings.**

- a) The Members General Meeting of the Corporation shall be held at least eight (8) times during the school year at a time and place determined by the Executive Board at least one month before the Members General Meeting.
- b) All Members may attend the Members General Meetings.
- c) The Annual Members General Meeting shall be held at the May regular Members General Meeting.
- d) The Annual Members General Meeting's purpose is to receive reports, elect officers, and conduct any other business that may arise.
- e) The Co-Secretaries shall notify the Members of the meetings by email and/or with a flyer sent home with the students at least one week prior to the Members General Meeting.

### **Section 2. Members Special Meetings.**

- a) Members Special Meetings may be called by
  - i. A Co-President, or
  - ii. Any two (2) Members of the Executive Board, or
  - iii. Five (5) Members submitting a written request to the Co-Secretaries.
- b) The Co-Secretaries shall send a notice of the Members Special Meeting to the Members at least ten (10) days prior to the Members Special Meeting by email and/or flyer.

### **Section 3. Members Meetings Quorum.**

- a) The quorum for both Members General Meetings and Members Special Meetings shall be ten (10) Members of the Corporation.
- b) No proxies shall be considered in determining a quorum.
- c) If there shall not be a quorum present at the meeting, a majority of the Members present at the meeting may adjourn the meeting to a future date.
- d) The Co-Secretaries shall notify the members of the time, place and purpose of an adjourned, rescheduled meeting in the same manner prescribed for notice of regular Members General Meeting or Members Special Meeting.

## **ARTICLE VI – EXECUTIVE BOARD**

### **Section 1. Executive Board Membership.**

The Executive Board shall consist of

- b) The Officers,
- c) One (1) Teacher, and
- d) One (1) Parent Representative from each grade.

### **Section 2. Executive Board Duties.**

The duties of the Executive Board shall be:

- a) Transact business between meetings in preparation for the General Meeting;
- b) Create standing rules and policies for the Executive Board;
- c) Create standing and temporary committees;
- d) Prepare and submit a budget to the Membership;
- e) Approve bills per Article VIII, and make recommendations on requests for funds;  
and
- f) Prepare reports and recommendations to the Membership.

### **Section 3. Executive Board Meetings.**

- a) Regular Executive Board Meetings shall be held at least eight (8) times during the school year at a time and day to be determined by the Executive Board.
- b) Any two (2) Board Members, with 48 hours notice, may call special Executive Board Meetings.

- c) All matters requiring a vote of the Executive Board shall be decided by a simple majority of those present, given a quorum.
- d) Votes may be in verbal or written form, at the discretion of the Executive Board.
- e) Email proxies are allowed at the discretion of the Executive Board.

#### **Section 4. Executive Board Quorum.**

- a) The quorum for both Regular Executive Board Meetings and Special Executive Board Meetings shall be fifty percent (50%) of the total number of the Board Members plus one.
- b) No proxies shall be considered in determining a quorum.
- c) If there shall not be a quorum present at the meeting, a majority of the Executive Board Members present at the meeting may adjourn the meeting to a future date.
- d) The Co-Secretaries shall notify the Executive Board Members of the time, place and purpose of an adjourned, rescheduled meeting in the same manner prescribed for notice of regular Executive Board General Meeting or Executive Board Special Meeting.

#### **Section 5. Executive Board Vacancies.**

- a) Officers' vacancies shall be handled per Article IV Section 5.
- b) Teacher representative vacancies need not be filled unless and until other teacher volunteers for the position.
- c) Parent representative's vacancies need not be filled unless and until other parent representatives volunteer for the position.

#### **Section 6. Executive Board Member Removal.**

The same procedure as that to remove an Officer shall be adapted to remove an Executive Board Member, see Article IV Section 6.

### **ARTICLE VII – COMMITTEES**

#### **Section 1. Membership.**

Committees may consist of Members and Executive Board Members.

#### **Section 2. Committee Structure.**

Each committee shall have a Committee Chair appointed by the Co-Presidents.

#### **Section 3. Standing Committees.**

The Corporation may have the following Standing Committees and the Executive Board may create additional Standing Committees as needed:

- a) Fundraising;
- b) Magic Hat Thrift Store;
- c) Hospitality/Teacher Luncheon;
- d) Membership/Directory;
- e) Communications/Website;
- f) Enrichment;
- g) Community Building/Family Events;
- h) Nominating;
- i) Auditing;
- j) Gardens and Grounds; and
- k) Technology

**Section 4. Ad Hoc Committees.**

- a) The Corporation may have any number of Ad Hoc Committees, with a Committee chair, appointed by the Co-Presidents.
- b) The Executive Board may create additional Ad Hoc Committees as needed.

**ARTICLE VIII – FINANCES**

**Section 1. Corporation Budget.**

A preliminary budget shall be drafted in the spring for the following school year based on existing funds, except for a reserve fund as defined in Article VIII Section 9, and approved by a majority vote of the Members present, given a quorum.

**Section 2. Corporation Finance Records.**

The Co-Treasurers shall keep accurate records of any disbursements, income, and bank account information, per Article IV Section d.

**Section 3. Corporation Expenses.**

The Executive Board shall make recommendations on all expenses of the Corporation exceeding \$300.00 (Three Hundred Dollars).

**Section 4. Signatures.**

Authorized signers shall be the Co-Presidents and Co-Treasurers.

**Section 5. Financial Statements.**

The Co-Treasurers shall prepare a financial statement at the end of the fiscal year to be reviewed by the Audit Committee.

**Section 6. Requests for Funds.**

- a) Request for funds shall undergo a written procedure for payment and shall include contract, invoices, or receipts, as the case may be.
- b) Requests for funds forms shall be available through the Co-Treasurers and the PTO website.

**Section 7. Approval of Expenditures.**

- a) The Membership shall have a majority vote on the approval of expenditures above \$300.00 (Three Hundred Dollars).
- b) A majority of existing Executive Board Members may approve funds up to the amount of \$300.00 (Three Hundred Dollars), with a limit not to exceed \$3,000.00 (Three Thousand Dollars) in each fiscal year.
- c) Funds raised for a specific purpose shall be used for such purpose with Executive Board approval.

**Section 8. Receipt of Funds.**

- a) The Co-Treasurers will receive funds through a written procedure that will include an expense report with receipts, a detailed accounting of funds received, including checks and cash.
- b) The received funds shall be deposited with the Bank within two business days.

**Section 9. Reserve Fund.**

- a) There shall be a fund of a minimum of \$3,000.00 (Three Thousand Dollars) to be used in emergencies only and with a three quarters majority of the Executive Board. Initially, this fund shall be accrued over a period of two years.
- b) The Executive Board reserves the right to increase the Reserve Fund amount with a three quarters majority of the Executive Board.

**Section 10. Dissolution of the Corporation.**

- a) Upon the dissolution of the Corporation, any remaining funds should be used to pay any outstanding bills and, with the Membership's approval, distributed for the benefit of the school or for one or more exempt purposes within the meaning of § 501 (c) (3) of the Code, or the corresponding section of any future Federal tax code.
- b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Officers, Executive Board Members or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered to or for the Corporation or for reimbursement of initial expenses and to make payments and distributions in furtherance of the purposes of dissolving the Corporation.

**Section 11. Fiscal Year.**

The fiscal year shall coordinate with the school district fiscal year and end June 30.

### **Section 12. Certain Fees and Expenses.**

All out of pocket expenses incurred by any Officer or Executive Board Member in connection with the Corporation's business shall be paid by the Corporation or reimbursed to the Officer or Executive Board Member by the Corporation with prior written request and approval, per Section VIII Section 7.

### **Section 13. Compliance with Internal Revenue Laws.**

- a) During such period, or periods, of time as the Corporation is treated as a charitable and educational organization pursuant to § 501 (c) (3) of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under § 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing, as defined in § 4943 (c) of the Code, which would subject the Corporation to tax under § 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures, as defined in § 4945 (d) of the Code.
- b) Notwithstanding any other provision of these Bylaws, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from the Federal income taxation as a Corporation describe in § 501 (c) (3) of the Code, or cause it to lose such except status, or carryon any activity not permitted to be carried on by a Corporation, contributions to which are deductible under § 170 (c) (2) of the Code.
- c) To the fullest extent permitted by Massachusetts General Laws Chapter 180, as now in effect or as may hereafter be amended ("M.G.L. Ch. 180"), no Officer or Executive Board Member of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit, or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provisions of the Code applicable to Corporations described in § 501 (c) (3) of the Code.

## **ARTICLE IX — PARLIAMENTARY AUTHORITY**

- a) "Robert's Rules of Order" shall govern meetings when they are not in conflict with the Corporation's bylaws.
- b) An abbreviated copy of "Robert's Rules of Order" shall be distributed to all incoming officers and Executive Board Members at the beginning of the term. They shall be returned to the Co-Secretaries and the end of the Officer or Executive Board Member's term.

## **ARTICLE X – STANDING RULES**

The Executive Board may approve standing rules, and the Co-Secretaries shall keep a record thereof.

## **ARTICLE XI – DISSOLUTION**

- a) The Corporation may be dissolved with a written notice to the Members fourteen (14) calendar days prior to a Members Special Meeting.
- b) A vote shall be taken at the Members Special Meeting requiring a two-thirds majority, given a quorum.

## **ARTICLE XII – AMENDMENTS**

- a) These Bylaws may be amended at any Members General Meeting or Members Special Meeting.
- b) A two-thirds majority, given a quorum, shall approve amendments.

## **ARTICLE XII – PERMITTED ACTIVITIES**

- a) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Chapter 501 (h) of the Code and in any corresponding laws of the Commonwealth of Massachusetts), and the Corporation shall not participate in or intervene on behalf of (or in opposition to) any candidate for public office.
- b) The Corporation's name and the names of its Officers and Executive Board Members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest, or for any other purpose other than the regular work of the Corporation.
- c) Notwithstanding any other provisions of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Chapter 501 (c) (3) of the Code or the corresponding provisions of any future United States Internal Revenue Law.

## **ARTICLE XIII – POLICIES**

The Corporation shall be non-commercial, non-sectarian, and non-partisan. It does not discriminate on the basis of race, color or national origin, in accordance with Title VI of the Civil Rights Act of 1964 (Title VI); on the basis of sex, sexual orientation, gender identity, in accordance with Title IX of the Education Amendments of 1972; on the basis of disability, in accordance with Section 504 of the Rehabilitation Act of 1973 (Section 504) and Title II of the Americans with Disabilities Act of 1990 (ADA); or on the basis of age, in accordance with the Age Discrimination Act of 1974 (Age Discrimination Act), or on the basis of sexual orientation or religion in accordance with Mass. Gen. Laws chs. 71 and 151B.

#### **ARTICLE XIV - ADOPTED BY-LAWS**

The By-laws of the Corporation have been duly adopted by a majority vote at a Members General Meeting on September 10, 2008, and the initial Officers and Executive Board Members whose names are set out on the following pages, have been duly elected.

The name, residential address, and post office address of Officer and Executive Board Member of the Corporation is as follows:

Co-President: Gale Argentine  
15 Waterside Road  
Marblehead, MA

Co-Vice President: Alessandra Donovan  
14 Lincoln Park  
Marblehead, MA

Co-Vice President: Nancy Golden  
7 Oak Street  
Marblehead, MA

Co-Treasurer: Lisa Smith  
10 Fox Run Lane  
Marblehead, MA

Co-Treasurer: Jennifer Schaeffner  
20 Casino Road  
Marblehead, MA

Co-Secretary: Alexandra MacAaron  
24 Darling St.  
Marblehead, MA