



Birch Meadow Parent / Teacher Organization, Inc.
By-laws

ARTICLE I **NAME**

The organization shall be named Birch Meadow Parent / Teacher Organization, Inc. (hereinafter the "BIRCH MEADOW PTO").

ARTICLE II **PURPOSE**

The purpose of the BIRCH MEADOW PTO is to develop a closer relationship between home and school, develop financial support, when requested by School Administration, for educational or recreational programs to benefit the children as deemed appropriate by the PTO Board and/or the general membership, and to provide an avenue of communication for town-wide educational issues.

ARTICLE III **POLICIES**

Section 1 The policies of the BIRCH MEADOW PTO have been established to maintain a tax-exempt status as defined in section 501(c)(3) of the Internal Revenue Code. The BIRCH MEADOW PTO shall be established and operated for charitable and educational purposes. The BIRCH MEADOW PTO does not discriminate based on age, sex, origin or race. The name of the BIRCH MEADOW PTO and the names of its officers in their official capacities shall not be used in connection with any commercial concern or political interest or for any purpose other than as specified above.

Section 2 In the event of the dissolution of the BIRCH MEADOW PTO, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3 The BIRCH MEADOW PTO may cooperate with any or all other PTOs within the Reading School District with similar interests.

Section 4 BIRCH MEADOW PTO funds will not be used for any items, programs, or events that do not directly benefit the school community at Birch Meadow Elementary School.

Section 5 Special monetary requests for non-budgeted items must be submitted to the BIRCH MEADOW PTO Board of Directors (hereinafter the “Board”) for discussion at a BIRCH MEADOW PTO General Meeting. Vote for approval of the request will be made no later than the following BIRCH MEADOW PTO General Meeting at which a quorum is present.

Section 6 If a specific long-term goal has been approved, funds may be carried over to the next school year.

Section 7 Accounting Procedures

A. Expense Guidelines

1. Reimbursements for all expenses will be made only after receipts for expenditures have been documented. Requests should be submitted to the BIRCH MEADOW PTO Treasurer within 30 days. Requests made without documentation will not be processed for reimbursements.

2. A request for payment from the BIRCH MEADOW PTO prior to the receipt of the service and/or goods will only be approved and a check issued upon presentation of an approved invoice documenting the future expenditure.

B. Deposit Guidelines

All moneys raised for the BIRCH MEADOW PTO must be documented and submitted to the BIRCH MEADOW PTO Treasurer immediately.

ARTICLE IV **MEMBERSHIP**

Section 1 All parents or guardians of a student enrolled at Birch Meadow Elementary School are members of the BIRCH MEADOW PTO. Any member of the staff working at Birch Meadow Elementary School is a member of the BIRCH MEADOW PTO.

Section 2 The BIRCH MEADOW PTO will actively seek membership involvement throughout the school year.

Section 3 The membership year will correspond with the school year.

Section 4 Annual direct donations are voluntary and shall be determined at the end of each school year for the subsequent school year by the Board of Directors.

Section 5 Any member present at a BIRCH MEADOW PTO General Meeting is eligible to cast one (1) vote on any motion raised at that General meeting.

ARTICLE V **OFFICERS (BOARD OF DIRECTORS)**

Section 1 Qualification for Officers

A. An officer must be a parent or guardian of a student enrolled at Birch Meadow Elementary School.

B. The officers shall be elected for a term of two years or for the term of their child's enrollment at Birch Meadow Elementary school, whichever term is shorter. The officers shall be elected by the general membership and take office at the beginning of the fiscal year. The officers shall constitute the members of the Board.

Section 2 The elected officers of this BIRCH MEADOW PTO shall be a President and Co-Vice Presidents; or Co-Presidents and a Vice President; a Secretary, a Treasurer, and a Director of Communications.

Section 3 Removal of officers

An officer may be removed for breach of duties by a three-fourths vote of members present at a regularly-scheduled general meeting at which a quorum is present. The officer shall be given advance notice of the impending vote by means of written notice delivered to the officer in person or to his/her home address no less than fourteen (14) days prior to the meeting, and the officer shall be given the opportunity to speak against removal during the meeting and prior to the vote. In cases of alleged criminal misconduct, the board shall have the power to suspend the officer immediately by unanimous vote of the remaining officers; the suspension may be ended by a majority vote of the members at a regularly-scheduled or special general meeting. A vacancy resulting from removal shall be handled as specified in Article IX.

ARTICLE VI OFFICER DUTIES

Section 1 All Officers

1. All officers shall comply with these Bylaws and with the Birch Meadow PTO Conflict of Interest Policy.
2. All officers shall strive to act in the best interest of Birch Meadow Elementary School and its students and staff, and to ensure the Birch Meadow PTO maintains its tax-exempt status.

Section 2 President/Co-Presidents

1. Will preside at all meetings of the BIRCH MEADOW PTO and of the Board.
2. Will be responsible for the preparation and posting of the agenda for all BIRCH MEADOW PTO meetings.
3. Will have such usual powers of management and operation of the BIRCH MEADOW PTO and shall have the usual decision making responsibilities of the office of the chief executive officer.
4. Will sign checks, notes, etc. in the absence of the treasurer.
5. Will coordinate the work of the officers and the committees to facilitate educational and extra-curricular activities.
6. Will be responsible for recruiting as well as appointing committee chairpersons.
7. Will act as a liaison along with either the Co-president and or Vice President(s) between committee chairs and the PTO Board.
8. Will appoint special committees when needed.
9. Will provide a summary year-end report of his/her year in office to give to the newly elected President at the June Board meeting.

Section 3 Vice President / Co-Vice Presidents

1. Will act as an aide to the (Co-) President(s), upon request, and assume the duties of the (Co-) President(s) during his/her absence.
2. Will in the event of absence, disability, or death of the President, possess all the powers and perform all the duties of that office.
3. Will perform such other duties as the President or Board may designate.
4. Will coordinate and maintain the calendar of events coordinated by the BIRCH MEADOW PTO.
4. Will provide a written year-end report to the newly elected Vice President(s) at the June Board meeting.

Section 4 Secretary

1. Will keep all minutes of the meetings of the Board, and business meetings of the membership.

2. Will circulate the minutes at each subsequent Board meeting and make corrections as approved by the Board.
3. Will maintain and safeguard all records of transactions, contracts, correspondence, and other related documents. A secure filing location at Birch Meadow will be designated by the principal, or if possible, shall be stored electronically on a secure school server or portal.
4. Will provide each member of the Board a copy of the current bylaws at the first meeting of the Board.
5. Will hold a copy of the bylaws making them available at all General, Special, and Board meetings of the BIRCH MEADOW PTO.
6. Will notify BIRCH MEADOW PTO members of special meetings called by the Board five (5) days prior to such meetings.
7. Will appoint a replacement to take minutes in case of Secretary's absence from any meeting.
8. Will provide a written year-end report to the newly elected Secretary at the June Board meeting.

Section 5 Treasurer

1. Will maintain an accurate account of all receipts, disbursements, and other pertinent financial information as it pertains to events and purchases sponsored by the BIRCH MEADOW PTO.
2. Will give a financial report of the collections and expenditures and call attention to any unusual items at each BIRCH MEADOW PTO General and Board meeting.
3. Will provide a written Year to Date and annual financial statement at each BIRCH MEADOW PTO General Meeting.
4. Will maintain and safeguard the funds and financial records of the BIRCH MEADOW PTO. Financial records will be maintained at a secure filing location at Birch Meadow designated by the principal, or if possible, shall be stored electronically on a secure school server or portal.
5. Will receive all moneys due.
6. Will be the custodian of these moneys, with responsibility for all banking activities.

7. Will disburse funds as approved by the Board at its meetings.
8. Will pay out funds only as authorized by the Board as part of the committee specific approved budget.
9. Will prepare monthly financial reports and year-end financial data for review and comment to the Board.
10. Will be responsible for the complete and timely filing of all federal and state tax returns, as well as reports to the MA Division of Public Charities and reports to the Secretary of State. Bi-annually, with consent by the Board of Directors, the treasurer may consult with a Certified Public Accountant to be sure the list of required filings is complete and accurate. At present, the required filings are:
 - Annual Report to Office of the Secretary of State, due November 1 each year;
 - Form PC to the MA Division of Public Charities, due November 15 each year; and
 - Form 990, 990-EZ, or 990-N, as required by the IRS for the gross revenue of the prior fiscal year, due November 15.
 - Form 1099-MISC for any individual to whom the Birch Meadow PTO paid professional fees of more than \$600 (or the current IRS threshold), to the IRS and to the individual, due January 31 of the following calendar year.
11. Will provide a written year-end report to the newly elected Treasurer at the June Board meeting.

Section 4 Director of Communications

1. Will determine with Board approval the most appropriate methods and frequency of communicating with members.
2. Will work in partnership with the committee chairs to market committee programs and dates.
3. Will manage communications and marketing for the BIRCH MEADOW PTO, including, but not limited to the following: newsletter, email, website, social media, and bulletin boards.
4. Will maintain a file of work, including samples of each document.
5. Will collect email addresses from members and maintain BIRCH MEADOW PTO directory.
6. Will notify local media about interesting BIRCH MEADOW PTO news.

7. Will prepare correspondence on behalf of the BIRCH MEADOW PTO at the beginning of the school year i.e., welcome packets
8. Will provide a summary year-end report of his/her year in office to give to the newly elected Director of Communications at the June Board meeting.

ARTICLE VII **COMMITTEES**

Section 1 The Standing Committees shall include but not be limited to the following: Fundraising, Communications, Enrichment, Library, Fifth Grade Events, 'Wellness, Allergy, Safety, and Health', Technology and Volunteers/Hospitality. The standing committees may change in name, focus, or direction as the needs of the BIRCH MEADOW PTO change.

Section 2 The Board may create an Audit Committee consisting of three BIRCH MEADOW PTO members, who at the direction of the Board may conduct an annual audit of the financial transactions. Once satisfied that the report is accurate, the committee will sign a statement at the end of the report certifying its correctness and present it to the Board.

Section 3 The Board shall have the authority to appoint and remove all Standing Committee chairperson(s) by a majority vote. Committee chairperson(s) may be invited to attend Board meetings.

Section 4 The chairperson(s) of each committee shall comply with all guidelines provided by the Board. The chairperson(s) of each committee shall maintain and keep records of their respective office or committee's work in a manner that would allow these records to be passed on to future Board officers and committee chairs to provide consistency and continuity of the BIRCH MEADOW PTO and its affairs. These records should include but not be limited to financial records, process, and procedures of the committee. These records shall be made available to the Board upon request.

Section 5 The President may create a special committee(s) for a specific BIRCH MEADOW PTO purpose(s) at any time during the fiscal year. The term of a special committee ends automatically when its specific purpose has been fulfilled or when the Board ends the committee's work. The President appoints the chair and members of any special committee.

ARTICLE VIII **MEETINGS**

Section 1 All meetings will be held in the Library/Media Center at Birch Meadow Elementary School unless otherwise noted.

Section 2 BIRCH MEADOW PTO General Meetings will be scheduled at the discretion of the BIRCH MEADOW PTO Board, holding a minimum of 5 during a school year (however, one must be held in June per Article IX, Section 2). Dates will be distributed to members on or before the first General Meeting of the school year.

Section 3 Board meetings shall be held no less than quarterly with the day and time to be determined by the Board (however, one must be held in May per Article IX, Section 1C and one in June per Article VIII, Section 6).

Section 4 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 request with a majority of other Board members consent.

Section 5 Teacher representatives may represent the interests of the Birch Meadow staff at General, Special, and upon request, Board meetings of the BIRCH MEADOW PTO. The teacher representatives will act as liaisons between the teaching staff and the BIRCH MEADOW PTO.

Section 6 The final meeting of the Board shall occur in June. The purpose of that meeting is to present the year-end financial report, the results of the election (if known), determine a suggested direct donation amount for the following school year and to receive all standing committee year-end reports.

Section 7 The outgoing Board is responsible for preparing and approving a budget for the BIRCH MEADOW PTO for the following fiscal year. The budget should project the cost of each of the BIRCH MEADOW PTO's programs and activities for the following fiscal year. The budget should also include a projection of funding sources. The incoming Board should review the approved budget and vote on changes necessary by its second meeting in the new fiscal year.

Section 8 The outgoing Board is responsible for preparing and approving a long-term capital plan for the BIRCH MEADOW PTO. The incoming Board should review the approved long-term capital plan and vote on changes necessary by its second meeting in the new fiscal year.

Section 9 Quorum

- A. Quorum at Board meetings shall be a majority of the Board members.
- B. Quorum at General meetings shall be a majority of the board members and no fewer than 8 non-board members of the PTO.

ARTICLE IX

NOMINATIONS AND ELECTIONS

Section 1 The Election Committee shall consist of three members of the BIRCH MEADOW PTO.

- A. The President shall appoint the three members by April 1.
- B. The Election Committee duties include notifying the membership of the upcoming election and asking the membership, in writing, for suggestions and recommendations for candidates for office from the general membership.
- C. The Election Committee shall select one candidate for each office that is being vacated that year and present the slate at the May Board meeting. Additional nominations for each office being vacated shall be accepted from members of the BIRCH MEADOW PTO at any time prior to the election. These nominations can be in writing or from the floor during a General Meeting.
- D. In the event that there is no available candidate for an office that is being vacated, a current member of the Board with an expiring term may be nominated for the office.
- E. Every attempt will be made to have nominations and elections staggered with the objective of retaining two of the five officers for the new year. Thus under normal circumstances officer nominations will be for two-year terms.

Section 2 The Board shall schedule the election to take place during the June General Meeting.

Section 3 Voting

- A. Officers shall be elected by plurality of votes of the members present during a General Meeting. In cases where there are two or more nominees, a standing vote shall be taken. A single voice vote shall serve to simultaneously elect all officers to positions for which there is only one nominee.
- B. In the case of a tie, a majority vote of the Board shall be the deciding vote.

Section 4

- A. If a vacancy occurs in the office of the President, one or both of the Co-Vice Presidents shall fill it for the remainder of the term.

B. If less than 3 months of the school year is remaining; the Board may agree to complete the remainder of the school year with one President and one Vice President only. If more than 3 months of the school year remains, or the Board is in disagreement, the Board shall hold a special election to fill the vacant position for the un-expired term.

Section 5 A vacancy occurring on the Board, other than that of the President, shall be filled for the un-expired term through a special election.

Section 6 A special election shall follow the voting procedures as those for a general election.

Section 7 Each member of the BIRCH MEADOW PTO shall have one (1) vote.

ARTICLE X **FISCAL YEAR**

The fiscal year of the BIRCH MEADOW PTO is from July 1 to June 30.

ARTICLE XI **AMENDMENTS**

An amendment of the Bylaws requires a majority vote of the Board and a two-thirds vote of the general membership present at the time the vote is taken. Any member may propose an amendment at a General Meeting. The amendment may be discussed but may not be voted upon by the Board until the next regularly scheduled Board meeting. If the amendment is approved by the Board, the Board shall bring the amendment for a vote by the general membership at the next regularly scheduled General Meeting. The amendment must pass by a two-thirds vote of the members present. All amendments shall become effective upon approval. All amendments shall be filed with appropriate federal and state agencies.

ARTICLE XII **INDEMNIFICATION OF OFFICERS AND OTHERS**

Section 1 All members, officers and appointed chairperson(s) of the Birch Meadow PTO, who serve in a volunteer capacity, shall be indemnified to the extent legally permissible, by this organization for claims arising against them as a result of their service in such capacity within the scope of these by-laws; provided that no indemnification shall be provided for any such person with respect to any matter as to which the person shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the action was in the best interests of Birch Meadow PTO.

Section 2 The members and/or officers of the Birch Meadow PTO, to the extent legally permissible, shall not be personally liable for any debt, liability, or obligation of the Birch Meadow PTO. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Birch Meadow PTO may look to the funds and property of the Birch Meadow PTO for the payment of any debt, damages, judgment, or decree, or any money that may otherwise become due and payable to them from the Birch Meadow PTO.

Section 3 The Birch Meadow PTO may purchase and maintain Directors and Officers Liability Insurance upon vote of the Board. The nature, scope and amount of deductible as to such insurance shall be as selected by the Board.

Section 4 The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which a person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Birch Meadow PTO employees, agents, directors, officers and other persons may be entitled by contract or otherwise under law.

Section 5 This Article constitutes a contract between the Birch Meadow PTO and the members and officers of the Birch Meadow PTO. No amendment or repeal of the provisions of this Article which adversely affects the rights of a member or officer of the Birch Meadow PTO under this article shall apply to said member or officer with respect to their acts or omissions which occurred at any time prior to such amendment or repeal without their written consent.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Revised, shall govern the BIRCH MEADOW PTO in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Last amended at the General Meeting of June 9, 2016.