

Wood End Elementary School Parent Teacher Organization, Inc. Bylaws

As amended, April 23, 2019

ARTICLE I NAME

The organization shall be named Wood End Elementary School Parent Teacher Organization, Inc.

ARTICLE II PURPOSE

The purpose of the Wood End Elementary School Parent Teacher Organization, Inc. (the "WOOD END PTO") 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 Wood End Elementary 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

Section 1 The policies of the WOOD END PTO have been established to maintain a tax-exempt status as defined in section 501(c)(3) of the Internal Revenue Code. The WOOD END PTO shall be established and operated for charitable and educational purposes. The WOOD END PTO does not discriminate based on age, sex, or race. The name of the WOOD END PTO 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.

Section 2 In the event of the dissolution of the WOOD END 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 WOOD END PTO may cooperate with any or all other PTOs within the Reading School District with similar interests.

ARTICLE IV MEMBERSHIP

Section 1 Any parent, guardian, or other adult standing *in loco parentis* for a student enrolled at Wood End Elementary School may choose to become a member of the WOOD END PTO. Any member of the staff working at Wood End Elementary School may choose to become a member of the WOOD END PTO.

Section 2 The WOOD END PTO will actively seek membership throughout the school year.

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

Section 4 Annual membership dues are voluntary and shall be determined at the beginning of each fiscal year by the WOOD END PTO Board of Directors.

Section 5 Members in attendance at a WOOD END PTO General Meeting are eligible to vote on motions proposed to the general membership, one vote per family.

ARTICLE V OFFICERS

Section 1 Qualification for Officers

- A. An officer must have a child currently enrolled in Wood End Elementary School or must be a certified staff-professional at the Wood End Elementary School.
- B. The officers shall be elected for a term of two years by the general membership and take office at the beginning of the fiscal year.

Section 2 The elective officers of this WOOD END PTO shall be/include a President or 2 Co-Presidents, a Secretary/Clerk, a Treasurer, one or more Vice Presidents (any one or more of whom may be given an additional designation of rank and function), and such other officers as the WOOD END PTO Board of Directors may from time to time deem proper.

Section 3 The WOOD END PTO Board of Directors may remove any officer with or without cause by a majority vote of the remaining officers.

ARTICLE VI BOARD OF DIRECTORS

Section 1 The Board of Directors of the WOOD END PTO (the "WOOD END PTO Board") shall consist of the officers of the WOOD END PTO.

Section 2 The principal, or her/his designee, shall be an ex-officio member of the WOOD END PTO Board.

Section 3 Every member of the WOOD END PTO Board shall have one vote. A quorum shall consist of a majority of the WOOD END PTO Board. A quorum is required for purposes of voting on policies and procedures, approving the annual budget, amending the by-laws or conducting significant organizational business. The WOOD END PTO Board may take action by electronic transmission, including email, if all members of the WOOD END PTO Board so consent. Copies of such electronic transmissions shall be kept with the minutes of the meetings of the WOOD END PTO Board. Such consents shall be treated for all purposes as a vote at a meeting.

Section 4 The outgoing WOOD END PTO Board is responsible for preparing and approving a budget for the WOOD END PTO for the following fiscal year. The budget should project the cost of each of the WOOD END PTO's programs and activities for the following fiscal year. The budget should also include a projection of funding sources. The incoming WOOD END PTO Board should review the approved budget and vote on changes necessary by its second meeting in the new fiscal year.

Section 5 The WOOD END PTO Board shall also establish and oversee committees to conduct the work of the WOOD END PTO, and establish fundraising programs.

ARTICLE VII OFFICER DUTIES

Section 1 President/Co-Presidents

1. Will preside at all meetings of the WOOD END PTO and of the WOOD END PTO Board.
2. Will be responsible for the preparation of the agenda for all WOOD END PTO meetings.
3. Will have such usual powers of management and operation of the WOOD END 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 maintain and safeguard all records of transactions, contracts, and other related documents. A secure filing location at Wood End will be designated by the principal.
6. Will coordinate the work of the officers and the committees to facilitate educational and extra-curricular activities.
7. Will appoint special committees when needed.

8. Will be an ex-officio member of all committees.
9. Will provide a summary year-end report of his/her year in office to give to the new President at the June Board meeting.

Section 2 Vice President(s) / Co-President

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 WOOD END PTO Board may designate.
4. Will provide a written year-end report to the new Vice President(s) at the June Board meeting.

Section 3 Secretary/Clerk

1. Will keep all minutes of the meetings of the WOOD END PTO and WOOD END PTO Board, and business meetings of the membership.
2. Will circulate the minutes at each subsequent meeting and make corrections as approved by the WOOD END PTO Board.
3. Will prepare correspondence on behalf of the WOOD END PTO and perform other duties as required. Will maintain and safeguard all correspondence. A secure filing location at Wood End will be designated by the principal.
4. Will coordinate public relations of the WOOD END PTO including, but not limited to, gestures of appreciation and sympathy.
5. Will be responsible for the collection of WOOD END PTO news and reminders from WOOD END PTO Board and committee members, and the transmission of such items to the principal for purposes of school-wide distributions and announcements.
6. Will make accessible to all WOOD END PTO Members a copy of the current bylaws.
7. Will notify WOOD END PTO members of special meetings called by the WOOD END PTO Board five (5) days prior to such meetings.
8. Will appoint a replacement to take minutes in case of Secretary's absence from any meeting.
9. Will provide a written year-end report to the new Secretary at the June Board meeting.

Section 4 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 WOOD END PTO.
2. Will give a financial report of the collections and expenditures and call attention to any unusual items at each WOOD END PTO General and Board meeting.
3. Will provide a written Year to Date and annual financial statement at each WOOD END PTO General meeting.
4. Will maintain and safeguard the funds and financial records of the WOOD END PTO. Financial records will be maintained at a secure filing location at Wood End designated by the principal.
5. Will receive all moneys due.
6. Will be the custodian of these moneys, responsible for all banking activities.
7. Will disburse funds in accordance with Article IX of these Bylaws, and as approved by the WOOD END PTO Board at its meetings.
8. Will prepare monthly financial reports and year-end financial data for review and comment to the WOOD END PTO Board.
9. 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-EZ to the IRS if gross income meets requirements, due November 15.
10. An Audit Committee of three WOOD END PTO members, at the direction of the WOOD END PTO 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

11. Will provide a written year-end report to the new Treasurer at the June Board meeting.

ARTICLE VIII MEETINGS

Section 1 All meetings will be held in the Library/Media Center at Wood End Elementary School unless otherwise noted. Meetings shall be held to conduct the business of the WOOD END PTO.

Section 2 There shall be at least five WOOD END PTO General Meetings held during the school year. The day and time of such meetings to be determined by the WOOD END PTO Board and set forth in a written notice posted in the Wood End Elementary School and/or sent to all members at least 7 days prior to the meeting date.

Section 3 WOOD END PTO Board Meetings shall be held no less than quarterly with the day and time to be determined by the WOOD END PTO Board.

Section 4 The (Co) President(s) may call special meetings of the WOOD END PTO and WOOD END PTO Board when necessary business warrants such an action. Any WOOD END PTO Board member may call special meetings if (s)he notifies the (Co) President(s) at least five business days before the meeting and presents a written request with at least the majority of other WOOD END PTO Board members signatures. All notices of special meetings shall be sent to all concerned members at least 5 days prior to the special meeting date.

Section 5 The final meeting of the WOOD END PTO Board shall occur no later than the month of the close of school in the Spring, and may coincide with the June WOOD END PTO General Meeting at the discretion of the WOOD END PTO Board. The purpose of that meeting is to present the yearend financial report, the results of the election, and to receive all standing committee year-end reports.

ARTICLE IX FINANCIAL POLICIES AND PROCEDURES

Section 1 WOOD END PTO funds will not be used for any items, programs, or events that do not directly benefit the students at Wood End Elementary School.

Section 2 The WOOD END PTO Board shall expend funds as allocated in the budget. Special monetary requests for non-budgeted items must be submitted to the WOOD END PTO Board. The WOOD END PTO Board may approve by majority vote of the WOOD END PTO Board unbudgeted expenditures of no more than \$500. Any other non-budgeted items must be submitted to the WOOD END PTO Board for discussion at a WOOD END PTO General Meeting. Vote for approval of the request will be made no later than the following WOOD END PTO General Meeting.

Section 3 If a specific long-term goal has been approved, funds may be carried over to the next school year.

Section 4 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 WOOD END PTO Treasurer within 30 days. Requests made without paper receipts will not be processed for reimbursements.
2. A cash advance to cover expenses prior to a purchase must be documented in detail. All unused monies must be returned to the treasurer immediately following the purchase.

B. Deposit Guidelines

All monies raised for the WOOD END PTO must be documented and submitted to the WOOD END

PTO Treasurer immediately.

ARTICLE X COMMITTEES

Section 1 The WOOD END PTO Board may, by two-thirds vote of the WOOD END PTO Board, create standing committees and appoint chairpersons of such standing committees to assist the organization in achieving its purpose. The standing committees may change in name, focus, or direction as the needs of the WOOD END PTO change. The WOOD END PTO Board may also disband any standing committee by two-thirds vote of the WOOD END PTO Board.

Section 2 Committee chairpersons may attend WOOD END PTO Board meetings, but do not have WOOD END PTO Board voting power.

Section 3 The chairperson(s) of each standing committee has the authority to appoint committee members from the membership. Committee meetings shall be held at the discretion of the involved committee chairperson(s).

Section 4 The President may create special committees for a specific WOOD END PTO purpose 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 WOOD END PTO Board ends the committee's work. The President appoints the chair and members of any special committee.

Section 5 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 WOOD END PTO and its affairs. These records should include but not be limited to financial records, process, and procedures of the committee.

ARTICLE XI ELECTIONS

Section 1 Any WOOD END PTO Member may nominate candidates for the following fiscal year for each office that is being vacated by expiry of term. Nominations must be made by the June WOOD END PTO General Meeting, or may also be made from the floor during such meeting.

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

Section 3 The WOOD END PTO Board will receive the slate of nominees who consent to serve if elected and present it to the general membership for voting.

Section 4 Voting

- A. A single voice vote shall serve to simultaneously elect all officers to positions for which there is only one nominee. In cases where there are two or more nominees, a standing vote shall be taken.
- B. Officers shall be elected by simple majority vote of the members present during a General Meeting. The voting rights of the members are related to membership: each family, faculty or staff member at Wood End Elementary School who is a member in good standing shall have one vote.
- C. In the case of a tie, the WOOD END PTO Board may cast the deciding vote.

Section 5 In case of a vacancy occurring in the positions of (Co) President, Vice President(s), Treasurer or Secretary/Clerk during the fiscal year, the vacancy shall be filled through a

nomination of a qualified member by the President(s) and by a majority vote of the members of the WOOD END PTO Board. The elected officer shall serve for the unexpired term.

ARTICLE XII FISCAL YEAR

The fiscal year of the WOOD END PTO is from July 1 to June 30.

ARTICLE XIII AMENDMENTS

An amendment of the Bylaws requires a majority vote of the WOOD END PTO Board and a two-thirds vote of the general membership. Any member may propose an amendment to the Bylaws by submitting such amendment to the WOOD END PTO Board. The amendment may be discussed but may not be voted upon by the WOOD END PTO Board until the next regularly scheduled WOOD END PTO Board meeting. If the amendment is approved by the WOOD END PTO Board, the WOOD END PTO Board shall bring the amendment for a vote by the general membership at the next regularly scheduled WOOD END PTO 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 XIV INDEMNIFICATION OF DIRECTORS AND OTHERS

The organization shall, to the extent legally permissible, indemnify any person serving or who has served as a Director or officer of the organization, 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 organization; 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 organization, 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 organization.

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 organization in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the organization 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 organization may purchase and maintain Director's and Officer's Liability Insurance upon vote of the WOOD END PTO Board. The nature, scope and amount of deductible as to such insurance shall be as selected by the WOOD END PTO Board.

ARTICLE XV PARLIAMENTARY AUTHORITY

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