

Countryside Elementary School PTO, Inc.
191 Dedham Street
Newton, MA 02461

By-Laws
as of October ____, 2004

ARTICLE I - NAME

The name of this organization is the Countryside Elementary School PTO, Inc. (“Countryside PTO” or “Organization” or “Corporation”).

ARTICLE II - PURPOSE

The purpose of the Countryside PTO is to:

- Operate and exist as a corporation organized exclusively for charitable purposes, including, the making of distributions to organizations (such as Countryside Elementary School) that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code
- Promote the educational, intellectual, social, emotional and physical growth of the Countryside Elementary School students and support the efforts of the staff in providing an optimal educational experience for students
- Promote the core values of the Countryside Elementary School by supporting an environment wherein the children will develop respect for self, respect for others, respect for learning and respect for environment
- Encourage cooperation, collaboration and communication between staff and parents and serve as a medium of contact between home and school
- Provide support and information to the parent and school community, i.e., keeping them abreast of city and state-wide educational issues and social issues of the elementary school age child
- To carry on any other activity in support of and to benefit the above purposes as may be carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code and by a corporation organized under Chapter 180 of the Massachusetts General Laws.

The Countryside PTO encourages the participation of all Countryside Elementary School faculty, staff, parents and students in its activities.

ARTICLE III - POLICIES

The Countryside PTO, organized under Chapter 180 of the Massachusetts General Laws, is non-commercial, non-sectarian, and non-partisan. The Countryside PTO operates under and adheres to Internal Revenue Code Section 501 that governs tax-exempt organizations. Neither the name of Countryside PTO nor the name of its Executive Committee Members in their official capacities will be used in connection with a commercial concern or with any political interest or candidate, or for any purpose other than the regular work of Countryside PTO. The principal office will be located at 191 Dedham Street, Newton MA 02461, unless changed by subsequent filing with the Secretary of State of The Commonwealth of Massachusetts. The directors may adopt and alter the seal of the Corporation.

ARTICLE IV - MEMBERSHIP

Parents, legal guardians, stepparents or other persons acting in loco parentis of any Countryside Elementary School student and faculty members and staff of the school and the immediate past President of the Countryside PTO are automatically members of Countryside PTO. There is no membership fee to become member of Countryside PTO.

ARTICLE V - MEETINGS

Section 1

During each school year, there will be no less than three regular meetings of Countryside PTO to be held at the Countryside Elementary School or at such place as is named in the notice of the meetings. Any special meetings, including workshops and programs, may be called by the Co-Chairs of the Board of Directors (the "Co-Chairs").

Section 2

Notice of each meeting of the Countryside PTO will be published either in the school newsletter or otherwise distributed through students, email or other methods customarily used for school communications at least 14 days prior to such meeting. The notice will state the place, day, and hour for the meeting, and its purpose.

Section 3

Ten members, appearing in person or by proxy, will constitute a quorum, but a smaller number may adjourn a meeting from time to time without further notice.

ARTICLE VI - FINANCES

Section 1 - Fiscal Year.

The fiscal year of the Countryside PTO will be from September 1 to August 31.

Section 2 - Budget.

The annual budget, prepared by the Executive Committee, will be presented for approval at the Board of Directors meeting occurring prior to the beginning of each fiscal year. Any expenditure in excess of an agreed upon amount and not contained in this budget must be approved by a majority of the Board of Directors prior to its disbursement. Any lesser amount can be approved by one of the Co-Chairs. This threshold amount for the Board of Directors vs. Co-Chair approval

should be reviewed each year during the preparation of the budget.

Section 3 - Signatures.

The Treasurer and the Co-Chairs are the authorized signatories for all expenditures, but only one signature is required.

Section 4 - Bank Account(s).

Funds received by the Countryside PTO will be maintained in a separate bank account established in the name of the Countryside PTO.

Section 5 - Record Keeping.

The Countryside PTO will maintain an accounting of the cash receipts and disbursements of the Countryside PTO. The annual information returns (if any) available for public inspection will be maintained at the offices of the Countryside PTO.

Section 6 - Contracts and Services.

The Directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the Corporation in a matter in which a Director or officer is personally interested shall be at arm's length and not violative of any provision in these Bylaws or the Corporation's Articles of Incorporation; and provided further that no contract, transaction, or act shall be taken on behalf of the Corporation which would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code or 1986, as amended (the "Code") and Treasury Regulations thereunder, as they now exist or as they may be amended ("Regulations"). In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.

**ARTICLE VII - EXECUTIVE COMMITTEE, COMMITTEES
AND COMMITTEE CHAIRS**

The Executive Committee of the Countryside PTO consists of the Board of Directors, the Principal and two faculty representatives. The Principal and the faculty representatives will represent and communicate with the faculty and staff, but do not have voting rights with respect to Board of Directors or Executive Committee matters.

The Executive Committee may create all standing committees or special committees required to carry on its work.

ARTICLE VIII - DUTIES OF EXECUTIVE COMMITTEE

Section 1

There will be two Co-Chairs, who will share and/or divide responsibilities for individual communications, fundraising, and community building activities. One of the Co-Chairs will be

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designated President of the Corporation by the Board of Directors. This sharing/division of responsibilities will occur before the school year begins. The Co-Chairs will also advise and coordinate committee chairpersons.

Section 2

The Clerk of the Corporation will handle all correspondence of the Countryside PTO, including maintaining the permanent record of the meetings of the Countryside PTO and the Board of Directors. The Clerk will provide a typed copy of the minutes of each meeting for approval at subsequent meetings, assist the Executive Committee and the Board of Directors with communications and will perform all other duties usually pertaining to the office, including sending a notice of meetings to the Executive Committee and the Countryside community, as deemed necessary by the Co-Chairs.

Section 3

The Treasurer will be the chief fiscal officer of the Countryside PTO and will receive all monies of the Countryside PTO, will keep an accurate record of receipts and expenditures, and will make authorized disbursements in accordance with the budget. The Treasurer will provide regular reports of the Countryside PTO's finances, prepare an annual budget for approval of the Countryside PTO at its annual meeting, and will prepare or oversee the filing of all fiscal reports and filings of the Countryside PTO as may be required to be filed with federal, state and local governments and agencies from time to time.

ARTICLE IX - BOARD OF DIRECTORS

Section 1

The Board of Directors will consist of the two Co-Chairs (including the President), the immediate past president, the Treasurer, the Clerk, the Fundraising Coordinator and the Room Parent Coordinator. Each officer of the Corporation and each Member of the Board of Directors will be elected, will have a 2 year term and will hold office until his or her successor is chosen and the term commences. The term of office will begin September 1 of the given year. No officer or Co-Chair may hold the same office for 2 consecutive terms. The Board of Directors may, for the purpose of promoting staggered terms, provide for a one-year term for any office and may waive the prohibition on serving in the same office for more than one consecutive term.

Section 2

The Board of Directors will meet no less than three times during the school year. Meetings of the Board may be called by the Co-Chairs with at least 3 days written notice given to all Board members. One or more directors may participate in any annual, regular, or special meeting of the Board by means of conference telephone or similar communications equipment by which all persons participating in the meeting are able to hear each other at the same time. Such participation will constitute presence in person at such meeting.

Section 3

A majority of the Board constitutes a quorum for the transaction of business at any meeting of the Board.

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Section 4

The Board of Directors have the powers and duties of a board of directors under Massachusetts law. Directors may be removed at any meeting of the Board of Directors, with or without cause, by a vote of the majority of the Directors with respect to whom such vote is taken.

ARTICLE X - NOMINATIONS

Nominations will be made by the Nominating Committee. The Nominating Committee will consist of the Board of Directors and volunteer members.

Notice of Nominating Committee meetings will be announced to Countryside PTO members through the newsletter, email or other method(s) customarily used for school communications. Any member of Countryside PTO will be welcomed at the meetings.

The Committee will solicit recommendations for the Board of Directors through Countryside PTO newsletters, email or other method(s) customarily used for school communications. All nominees will be members of the Countryside PTO. At any election, a plurality of votes cast will be necessary to elect.

ARTICLE XI - ELECTIONS

Section 1

Elections will be held at a spring meeting of the Countryside PTO. Notice of this meeting will be announced to Countryside PTO members at least 2 weeks prior to the meeting. Election will be by ballot when there is more than one nominee for any position. Every member will be entitled to one vote. Votes will be tabulated by the Board of Directors. When a quorum is present at a meeting, the vote of a majority of the members represented at the meeting will decide any question brought before the meeting, except when a larger vote may be required by law, the Articles of Organization or these By-laws. Members may vote by written proxy dated not more than 6 months before the meeting named, which will be filed with the Clerk of the meeting.

Section 2

Any Executive Committee Member may resign at any time by giving notice of his/her resignation in writing to any officer or Director of the Corporation.

Section 3

Vacancies of any elected office during the school year will be filled for the unexpired term by appointment of the Board of Directors. Vacancies in committees will be filled by recommendation of the Executive Committee.

ARTICLE XII - AMENDMENTS

These bylaws may be altered, amended or repealed by a majority vote of the entire Board of Directors, except with respect to any provision thereof which by law, the articles of incorporation or these by-laws require action by members. The directors will give written notice of such action to the membership before the next meeting of members. Any such alteration, amendment or repeal by the directors may then be altered, amended or repealed in whole or in

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part, by the affirmative vote of a majority of the members present and voting. Any alteration, amendment or repeal of a By-law by the directors as provided for in this Section will be valid and given full force and effect unless and until acted upon by the members.

ARTICLE XIII - RULES OF ORDER

The rules contained in Robert's Rules of Order Revised govern this Organization in all cases not covered by or inconsistent with these By-Laws.