

THE PEIRCE SCHOOL  
PARENT TEACHER ORGANIZATION, INC.  
Amended and Restated BYLAWS  
Adopted as of June 15, 2021

*Article I. Name, Location, Affiliation and Fiscal Year*

Section 1. The name of this Organization, located in Newton, Massachusetts, shall be The Peirce School Parent Teacher Organization, Inc. (the "PTO" or the "Organization"). It shall be an affiliate of the Newton Council of Parent Teacher Organizations.

Section 2. The fiscal year of the Organization shall be July 1 to the following June 30.

*Article II. Purpose*

Section 1. The purposes of this Organization are:

- A. To foster communication, understanding, and cooperation among parents and teachers in order to benefit all children in the Peirce School;
- B. To improve the environment at the Peirce School by providing volunteer programs and resources;
- C. To offer financial support for programs funded outside the annual Peirce School budget; and
- D. To keep the community better informed about local district objectives and citywide educational issues.

Section 2. The PTO is organized as a not-for-profit corporation solely for charitable and educational purposes pursuant to Massachusetts General Laws Chapter 180 and Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future applicable law.

*Article III. Policies*

Section 1. This Organization shall be non-commercial, non-sectarian and non-partisan. No commercial enterprise and no political candidate shall be endorsed by it.

Section 2. Neither the name of the Organization nor the names of its officers in their official capacities shall be used in connection with a commercial concern or with any political candidate, or for any purpose other than the regular work of the Organization.

Section 3. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 4. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 5. Notwithstanding any other provision of these bylaws, the Organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

Section 6. Nondiscrimination Policy. "In the hiring of employees or contractors, the enlistment of volunteers, and the selection of Officers and Board members, the Organization will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national or ethnic origin, sexual orientation, gender identity, religion, physical handicap or disability, or any other basis prohibited by law.

Section 7. Contract signing authority is limited to one or more of the Co-Presidents or a Co-President's designee.

Section 8. All events coordinated by the PTO are considered private events unless otherwise stated. Candidates for political office cannot attend PTO events for the purpose of campaigning. PTO members who are political candidates may attend events though will not be permitted to campaign at the event.

#### Article IV. Membership and Dues

Section 1. Members. Each parent or legal guardian of a student of the Peirce School, each teacher of the Peirce School, and the principal of the Peirce School shall automatically be a member of this Organization. There shall be one class of members of the Organization.

Section 2. The dues of the membership shall be to support, sponsor, coordinate and implement activities to further the purposes of the Organization as stated in Article II.

Section 3. Dues will be encouraged but the payment of dues is not mandatory. Teachers and the principal of the Peirce School will be exempt from paying dues.

#### Article V. Officers

Section 1. The officers of this Organization (the "Officers") shall consist of: two co-presidents, a vice president, a secretary, and a treasurer. Up two Board members may be elected to the office of the vice-president, secretary and treasurer, in which event the office shall be held jointly by co-officers. Terms used in the singular in these Bylaws shall be deemed to include the plural for co-office holders.

Section 2. Officers and their duties:

- A. Co-President. Two individuals who will be referred to as Co-Presidents shall share the office of the President. The Co-Presidents: (i) shall preside over all meetings of the Organization and of the Board of Directors; (ii) shall be responsible for the preparation of the agenda for all meetings; (iii) shall coordinate and oversee the work of the officers and committee chairpersons to ensure alignment with the Organization's objectives; and (iv) shall be one of the officers authorized to sign the checks of the Organization. Each Co-President shall serve for a term of one year; provided however a Co-President may continue in the role for a second year if the Executive Board deems it in the best interest of the Organization. One of the Co-Presidents shall represent the school at Newton PTO Council meetings or shall designate a representative.
- B. Vice President: Up to two individuals may serve as Vice Presidents. The Vice President shall support the Co-Presidents in the execution of their duties including oversight of committee work and representing the school as needed. The Vice President shall serve for a term of one year; after such year, the Vice President shall assume the role of Co-President.
- C. Secretary: The Secretary (i) shall keep all minutes of each Board meeting and general meeting; (ii) shall prepare and distribute the minutes; (iii) shall maintain all records of contracts, correspondence, and other related documents; (iv) shall prepare correspondence on behalf of the Organization and perform other duties as required; and (v) shall maintain and safeguard all important historical documents related to the Organization.
- D. Treasurer: The Treasurer: (i) shall receive all monies of the Organization; (ii) shall keep an accurate record of receipts and expenditures; (iii) shall pay out funds in accordance with the approval of the Board; (iv) shall prepare monthly bank reconciliation and budget reports and year-end financial data for review by the Board, except for the summer months when school is not in session, unless there is significant financial activity during those months; (v) shall be responsible for filing Form PC with the Division of Public Charities, Department of the Attorney General, by the deadline each year, and other analyses or reports that may be required or considered necessary; (vi) shall, if it is deemed necessary by the Board in any given year, be responsible for contracting with a certified public accountant, with final approval resting with the Board, to file federal and state tax returns for the fiscal year in which they served; (vii) shall periodically confirm the level of gross revenue that necessitates a Massachusetts not-for-profit to file an audited or reviewed financial statement and, if the Organization's gross revenue meets the target in a given year, to arrange for such a financial statement to be prepared; and (viii) shall be responsible for the maintenance of such books of account and records as conform to the requirements of these bylaws.
- E. Resident Agent. The Board may appoint a resident agent upon whom legal process may be served in any action or proceeding against the Organization. Said resident agent shall be either an individual who is a resident of and has a business address in Massachusetts, a corporation organized under the laws of Massachusetts, or a corporation organized under the laws of any other state of the United States, which has qualified to do business in, and has an office in, Massachusetts. If the Organization has not appointed a Resident Agent, the Resident Agent shall be the Secretary, so long as the Secretary is a resident of Massachusetts.

*Article VI. Board of Directors*

Section 1. The Board of Directors of the Organization (the “Board”) shall consist of the following: the PTO officers (Co-Presidents, Vice President, Secretary, Treasurer), the chairpersons of the standing committees, the principal of the school and teacher representatives (if appointed).

Section 2. The Board shall be no greater than 20 members and shall be no smaller than 5 members, such number to be determined by the Board each fiscal year.

Section 3. No member other than the principal and the school representative may serve on the Board for more than three consecutive years in the same position.

Section 4. A Board member, after serving on the Board for six consecutive years, may continue serving on the Board provided there are positions available after the nomination committee (as described in Article XIII, Section 2) has given first priority to filling Board positions with new members.

Section 5. The privilege of making motions and voting at Board meetings shall be limited only to the members of the Board.

Section 6. In case of a vacancy occurring on the Board during the fiscal year, the vacancy shall be filled through the nomination of a qualified member by the Co-Presidents and approved by a majority vote of the members of the Board. The elected member shall remain on the Board for the remainder of the term. If the position has a co-chair, the Board can decide to leave the open position vacant until the next slate of officers is elected. At least two Co-Presidents must be in office at all times.

Section 7. Members of the Board can be removed from office with or without cause by a two-thirds vote of Board members present (assuming a quorum, as defined in Article XI, Section 3) at a regular meeting where previous notice has been given.

Section 8. In the case of a resignation of a Board member, 30 days notice is required, so the position can be filled. If the position is not filled, the Co-Presidents will take over the functions of the role, until it can be filled.

Section 9. No Board member or volunteer will give themselves any type of discount or take items for free, unless it is approved by the Executive Board in advance of the event.

Section 10. The term of office for the Board members shall be measured by fiscal year (as defined in Article I, Section 2).

Section 11. Board members must be members of the Organization, as described in Article IV, Section 1.

#### Article VII. Indemnification of Directors and Officers

Section 1. No officer, director, member of any executive board, or any standing or other committee of the Organization (collectively, the “Indemnitees”) shall have any liability to the Organization, or to any member thereof, or to any other party, for any loss suffered by the Organization, or by such member, or by such other party that arises out of any action or inaction of the Organization or of any Indemnitee, if such Indemnitee, in good faith, determined that such

course of conduct was in the best interests of the Organization and such course of conduct did not constitute gross negligence, fraud or willful misconduct of the Indemnitee.

Section 2. The Indemnitees shall be indemnified by the Organization against any losses, judgments, liabilities, expenses (including, without limitation, reasonable attorneys' fees and court costs) and amounts paid in settlement of any claims sustained by him or her in connection with the Organization, provided that the same were not the result of gross negligence, fraud or willful misconduct. Expenses (including court costs and attorneys' fees) incurred in defending any proceeding shall be paid by the Organization in advance of the final disposition of such proceeding upon receipt of a written undertaking by or on behalf of a person eligible for indemnification hereunder to repay such amount paid in advance, if and to the extent it shall ultimately be determined by a final decision of a court of competent jurisdiction (that is not subject to appeal or as to which the time for appeal has expired) that he or it is not entitled to be indemnified by the Organization pursuant to this Section.

Section 3. The indemnification and advancement of expenses provided by this Section shall continue as to an Indemnitee who has ceased to be an officer, director, member of any executive board, or any standing or other committee, and shall inure to the benefit of the heirs, executors, administrators, and successors of each of the Indemnitees.

Section 4. The provisions of this Article VII may be amended or repealed by vote of a majority of the directors then in office; however, no amendment or repeal of such provisions which adversely affects the rights of a Director or Officer under this Article VII with respect to his or her acts or omissions at any time prior to such amendment or repeal, shall apply to him or her without his or her consent.

#### Article VIII. Executive Board

Section 1. The Board of Directors may create an Executive Board and may delegate to such Executive Board some or all of its powers except those which by law, by the Articles of Organization, or by these Bylaws may not be delegated. Except as the Board of Directors may otherwise determine, any such Executive Board may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, its business shall be conducted so far as possible in the same manner as is provided by these Bylaws for the Board of Directors. All members of the Executive Board shall hold such offices at the pleasure of the Board of Directors. The Board of Directors may abolish any such committee at any time. The Executive Board of the Organization shall consist of the Officers of the Organization and the principal of the Peirce School.

Section 2. The Executive Board shall meet as needed with 24 hour notice that may be duly waived, for the purpose of making operational decisions for the Organization.

Section 3. Meetings of the Executive Board may be called by a Co-President or a minimum of three members of the Executive Board.

Section 4. A meeting of the Executive Board requires a majority of the Executive Board members to constitute a quorum.

#### Article IX. Standing and Special Committees

Section 1. The Board of Directors may create Standing Committees and Special Committees, may appoint members of the Board of Directors thereto, and may delegate to such committees some or all of its powers except those which by law, by the Articles of Organization, or by these Bylaws may not be delegated. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, its business shall be conducted so far as possible in the same manner as is provided by these Bylaws for the Board of Directors. All members of such committees shall hold such offices at the pleasure of the Board of Directors. The Board of Directors may abolish any such committee at any time. Any committee to which the Board of Directors delegates any of its powers or duties shall keep records of its meetings and shall report its action to the Board of Directors.

Section 2. Each Standing Committee, and the responsibilities thereof, shall be determined by the Board each fiscal year, and posted on the Organization's website. Each Standing Committee shall be chaired by at least one member of the Board, and shall attend Board meetings. No member of the Board shall serve as the chair of more than one Standing Committee during the fiscal year.

Section 3. Each Special Committee, and the responsibilities thereof, shall be determined by the Board each fiscal year, and posted on the Organization's website. The Board may create a Special Committee throughout the fiscal year. The chairs of the special committee are not Board members and do not have voting power; however, the chairs of each Special Committee shall regulatory update the Board as to the Special Committee's activities

Section 9. Any items, prizes, candy, food, beverages, etc. remaining after any PTO event will be the property of the PTO. Remaining perishable items may be disbursed, by present volunteers, as deemed appropriate. Consideration of other non-profit organizations, such as, but not limited to, food banks, shall take precedence in distributing remaining perishables. No Board members, committee chairs, or volunteers shall disperse any non-perishable property of the PTO to other individuals, or keep non-perishable PTO property for themselves. The Board will decide how any remaining non-perishable, tangible items will be dispersed after each event.

#### Article X. Budget and Expenditures

Section 1. The preliminary budget for the following fiscal year shall be prepared at the end of each school year and presented at the last Board meeting of the year. The budget shall be approved at the first Board meeting of the school year. If necessary, the budget may be amended during the year in accordance with Article XII, below.

Section 2. Money raised by the Organization shall be spent as specified in the approved budget, or pursuant to Section 10 or 11, below.

Section 3. The Co-Presidents and Treasurer shall be authorized signatories for all expenditures, but only one signature shall be required on each check.

Section 4. The signatory party on any check cannot be the payee.

Section 5. There must be a minimum of \$2,500 in the Organization's bank account(s) at all times.

Section 6. At the end of the fiscal year there must be enough funds left in the bank account to cover expenses for the first three months of the upcoming school year.

Section 7. A check request/reimbursement form must be used for all payments and reimbursements. For reimbursements, the receipt or invoice must be stapled to the reimbursement form and submitted to the Treasurer.

Section 8. All reimbursement requests must be submitted within 60 days of the expense, and within the same fiscal year.

Section 9. The Organization shall not be liable for any non-budgeted monetary expenditure. Any commitment of funds not included in the budget, or not approved pursuant to Section 10 or 11, below, is the personal responsibility of the initiator.

Section 10. Non-budgeted monetary expenditures of up to \$300.00 must be submitted to and approved by the Co-Presidents for reimbursement.

Section 11. Non-budgeted monetary expenditures in excess of \$300.00 must be submitted to and approved by the Board for reimbursement.

Section 12. Before an event for which money is required to conduct transactions (*i.e.*, seed money), the Treasurer will provide the event manager with a cash box, the necessary amount of money, and a cash slip noting the amount of cash. Both the Treasurer and the event manager will count the cash and sign and date the cash slip.

Section 13. At the end of an event where monies have been collected, two cash control slips must be filled out by a member of the Board of Directors and by the event manager. The Board member and event manager cannot be the same person. Both persons shall count the money, note the amount on the cash slip, and sign and date the slip. One copy will go to a Co-President and one copy will go to the Treasurer with the monies.

Section 14. Bank statements should be reviewed each month, except for the summer months when school is not in session, by a non-signor on the account(s) (*e.g.*, the Secretary), and initialed by the reviewer.

Section 15. An annual report of the finances shall be prepared at the close of the financial year.

Section 16. All PTO financial and other pertinent records must be turned over within ten business days from the last day of the school year. The incoming and outgoing Co-Presidents and Treasurers must make themselves available to sign and record the transfer of bank accounts. Financial records include bank account records, outstanding debt records, history of all transactions, receipts, and tax information. Other pertinent records include: date of contracted events, frequent contacts, willing volunteers information, sample forms/documents, PTO inventory, etc.

Section 17. Passwords for on-line bank accounts (including PayPal or similar entities) shall be changed each year. At least one Co-President shall know the passwords. The Treasurer shall set up the text and/or email notifications to go out if any on-line account or PayPal information is changed; at least one of the Co-Presidents must be listed as a recipient of such notifications.

#### Article XI. Board Meetings

Section 1. The Board shall meet during the school year to transact the necessary business of the Organization, to review and approve the work of the Standing Committees, to create Special Committees where necessary, and to vote on matters involving policies and procedures for the Organization.

Section 2. There shall be no fewer than 6 regular meetings of the Board during the school year. At least ten days notice of all regular Board meetings shall be given to members; posting a schedule of such meetings on the Organization's website shall constitute notice duly given to members, provided the information appears on the website at least ten days prior to the relevant meeting. All meetings are open to PTO members.

Section 3. A majority of the Board members shall constitute a quorum.

Section 4. Requests to present agenda items in either a general or Board meeting must be made to a Co-President at least one day prior to the Board meeting and include topic and length of time needed to make the presentation. Items that warrant immediate attention may be added by a Co-President, without need of the one day advance notice.

Section 5. A Co-President may call special meetings of the Board. All notices of special meetings shall be sent via electronic transmission to the Board with 48 hours notice. The purpose of such special meetings shall be clearly stated in the notice of such meetings.

Section 6. The Annual Meeting of the Board shall take place in May or June of each fiscal year. At this meeting the elections of the incoming Board shall take place. The annual reports of the Co-Presidents and the Treasurer shall be presented.

#### Article XII. Voting

Section 1. The general membership shall be required to vote on such organizational matters that the Board deems appropriate, on matters involving the name of the Organization, the purpose of the Organization and the dissolution of the Organization.

Section 2. Each family having at least one child enrolled at the Peirce School and each teacher shall have one vote in matters as specified above.

Section 3. The Board of Directors shall vote on matters other than those specified in Section 1, above. A quorum (as described in Article XI, Section 3) must be present at the Board meeting for votes to take place.

Section 4. A vote is considered passed when a 2/3 majority of those Directors in attendance approve the issue. All other PTO members in attendance at regularly scheduled Board meetings may participate in all discussions but shall not be entitled to vote.

Section 5. A unanimous resolution of the Board may be adopted by electronic transmission. Only a Co-President may send a proposed resolution via electronic transmission.

Section 6. If the Board is available to convene, the Executive Board can be convened, as described in Article VIII.



Section 7. All voting shall be verbal unless a secret ballot is requested by a Board member in attendance.

#### Article XIII. Nominations

Section 1. Solicitation of applicants for the Board and Committee Chair positions shall begin in the spring of each year. Current Board members may volunteer to fill their current position or other open position before they are offered to other Peirce PTO members, provided the Board member has not exceeded the term limits set in Article VI.

Section 2. The nominating committee shall consist of the then current Co-Presidents and Vice Presidents and they shall be responsible for finding replacements for all vacant positions on the Board, standing committees and special committees.

Section 3. Nominations must be received by May 30 each year, and approved during June by the current Board by at least a two-thirds vote.

Section 4. In nominating and electing new Board members, the organization does not discriminate on the basis of sex, race, color, religion, creed, age, national origin, ancestry, pregnancy, marital status or parental status, sexual orientation, or disability.

#### Article XIV. Amendments

Section 1. Except as provided in Article VII, Section 4, the Board may amend these bylaws. Any Officer or member of the Board may propose an amendment at a meeting of the Board.

Section 2. The amendment may be discussed but may not be voted upon until the next regularly scheduled Board meeting. A vote on a new amendment shall not be by unanimous written consent.

Section 3. The amendment must pass by a 2/3 vote of the members of the Board present, at a regularly scheduled Board meeting at which a quorum is present. All amendments shall become effective upon approval.

#### Article XV. Parliamentary Authority

The rules contained in "Roberts Rules of Order Revised" shall govern the Organization in all cases in which they are applicable and not inconsistent with these bylaws.

#### Article XVI. Availability

A copy of these bylaws shall be available on the Organization's website at all times.

#### Article XVII. Dissolution

Section 1. A proposal to dissolve the Organization may be made by a Board member at a Board meeting. If passed by 2/3 of the Board members present, the proposal to dissolve will be sent to the membership.

Section 2. The Organization may only be dissolved following a majority vote of the members present at a meeting called and publicized for the purpose of dissolution. The meeting requires a 14-day notice period.

Section 3. After paying debts of the Organization, the remaining assets shall be donated to an organization determined by a vote of the Board.