

# **MARIA HASTINGS PTO**

## **BYLAWS**

### **Article I. NAME**

The name of this organization is the Maria Hastings PTO (the "Hastings PTO").

### **Article II. PURPOSES**

Section 2.01 The purposes of the Hastings PTO, are to:

- (a) Raise funds and provide resources that support a well-rounded education for all students of Maria Hastings Elementary, including academic, recreational and social needs.
- (b) Promote and develop open communication and a cooperative working relationship between parents and the administration and staff of the Maria Hastings Elementary.
- (c) Foster and encourage parental participation in Maria Hastings Elementary activities.
- (d) Support the above objectives through the formation of committees, programs, projects and fundraising activities.

Section 2.02 The Hastings PTO is organized exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter "Internal Revenue Code").

### **Article III. BASIC POLICIES**

The following are the basic policies of the Hastings PTO:

- (a) The Hastings PTO shall be noncommercial, nonsectarian, and nonpartisan.
- (b) The Hastings PTO shall work with the schools and community to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated by the people to boards of education, state education authorities, and local education authorities.
- (c) The Hastings PTO shall work to promote the health and welfare of children and youth and shall seek to promote collaboration between parents, schools, and the community at large.
- (d) No part of the net earnings of the Hastings PTO shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private individuals except that the Hastings PTO 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.
- (e) Notwithstanding any other provision of these articles, the Hastings PTO shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

- (f) Upon the dissolution of the Hastings PTO, after paying or adequately providing for the debts and obligations of the Hastings PTO, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code.
- (g) The Hastings PTO or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise. Five percent or less of the annual budget shall be considered insubstantial for purposes of this section.

#### **Article IV. MEMBERS AND DUES**

Section 4.01 Membership. Membership shall be available to all parents and guardians of Maria Hastings Elementary students, without regard to race, color, religion, sexual orientation, or national origin, subject to the payment of any membership dues as applicable. Current staff and teachers of Maria Hastings Elementary shall automatically be made members of the Hastings PTO without the payment of any membership dues.

Section 4.02 Dues. Dues, if any, will be established by the Executive Committee on an annual basis. If dues are charged, a member must have paid his or her dues before a meeting to be considered a member in good standing with voting rights. Dues may be waived by the chair of the Membership Committee in his or her reasonable discretion.

#### **Article V. OFFICERS**

Section 5.01 The officers of the Hastings PTO shall be a president or co-presidents, vice president(s), a secretary, and a treasurer.

Section 5.02 Officers shall be elected by ballot at the annual meeting of the membership which shall be no later than the last day of the academic school year.

Section 5.03 The vote shall be conducted by ballot. When there is one candidate for an office, the ballot for that office may be dispensed with and election held by voice vote. A majority vote shall be required for the election.

Section 5.04 The following provisions shall govern the qualifications and eligibility of individuals to be officers of the Hastings PTO:

- (a) Each officer shall be a member of the Hastings PTO;
- (b) A person who has served in an office for more than one half of a full term shall be deemed to have served a full term in such office.

Section 5.05 Except as set forth later in this section, officers shall assume their official duties following the close of the current academic year and shall serve for a term of one year or until a successor is elected. The Treasurer shall serve for a term of two years or until a successor is elected. If Co-Presidents are elected they shall serve two year staggered terms or until their successors are elected.

Section 5.06 A vacancy occurring in any office shall be filled for the remainder of the un- expired term by a person elected by a majority vote of the Executive Committee, notice of such election being given.

Section 5.07 There shall be a nominating committee composed of 3 members who shall be elected by the Hastings PTO at a regular general membership meeting at least thirty days prior to the election of officers, as outlined in Article V.

- (a) The committee shall elect its own chair;
- (b) The nominating committee shall nominate at least one eligible person for each office to be filled and report its nominees at the annual general membership meeting, at which time additional nominations may be made from the floor. A fourteen calendar day notice of the meeting, including the slate of officers to be presented, must be given to the membership.
- (c) Only those individuals who are current members of the Hastings PTO and who have signified their consent to serve if elected shall be nominated for, or elected to, such office.

Section 5.08 Any officer may be removed from his or her office for a failure to fulfill the duties of the office by the affirmative vote of a majority of the Executive Committee.

## **Article VI. DUTIES OF OFFICERS**

Section 6.01 The President shall:

- (a) Preside at all meetings of the Hastings PTO, and of the Executive Committee;
- (b) Serve as an ex-officio member of all committees except the Nominating Committee;
- (c) Act as the official liaison between the Hastings PTO and the school principal and office of the superintendent of schools;
- (d) Represent the Hastings PTO at monthly Lexington PTA /PTO President Council meetings or delegate this to another member of executive committee;
- (e) Coordinate the work of the officers and committees of the Hastings PTO in order that the purposes may be promoted;
- (f) Appoint a parliamentarian, subject to the approval of the general membership of the Hastings PTO;
- (g) Prepare and distribute announcements of the Hastings PTO meetings, and maintain school calendar or delegate this responsibility;
- (h) File an annual report to the Massachusetts Secretary of State's Office, if incorporated;
- (i) Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the executive committee.

Section 6.02 The Vice President(s) shall:

- (a) Act as aide(s) to the President;
- (b) Perform the duties of the President in the President's absence or inability to serve;
- (c) Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the President, or the Executive Committee.

Section 6.03 The Secretary shall:

- (a) Record the minutes of all meetings of the Hastings PTO, and make available to the general membership;
- (b) Be prepared to read the records of any previous meetings;
- (c) File and retain all records;
- (d) Have a current copy of the bylaws;
- (e) Coordinate maintenance of a membership list, with names and addresses of members, with the assistance of the chairs of the Membership and Directory Committee;
- (f) Perform such duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the President or Executive Committee.

Section 6.04 The Treasurer shall:

- (a) Prepare an annual budget which shall be subject to the approval of the majority of the Executive Committee;
- (b) Have custody of all the funds of the Hastings PTO;
- (c) Maintain a full and accurate account of receipts and expenditures of the Hastings PTO;
- (d) Make disbursements as authorized by the President or Executive Committee or the Hastings PTO in accordance with the budget adopted ;
- (e) Oversee the established bank account which will carry the authorized signatures of the President and Treasurer and such other persons as may be authorized by vote of the membership;
- (f) Present a financial update at a minimum at the first meeting of the combined Executive Committee and the Standing Committees, and thereafter, at the request of the President or any member, with at least seven calendar days' notice,
- (g) Present an annual treasurer's report to the Hastings PTO at the annual meeting;
- (h) Complete a form 990 or 990EZ with a Schedule A and any other forms required by the Internal Revenue Code or the Massachusetts Department of Revenue;
- (i) File form PC with the Massachusetts Attorney General's Office, submitting required forms in accordance with the instructions specified on the form;
- (j) Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the President or the Executive Committee.
- (k) Be authorized to engage a reputable third party accounting firm to prepare the annual tax returns of the Hastings PTO, upon approval of such third party fees by a majority of the Executive Committee.

Section 6.05 No two members of the same family may be on the signature card for the Hastings PTO bank account.

Section 6.06 Upon the expiration or termination of the term of office, each officer shall turn over to their successor, without delay, all records, books and other materials pertaining to the office and shall return to the Treasurer without delay, all funds pertaining to the office.

## **Article VII. EXECUTIVE COMMITTEE**

Section 7.01 The Executive Committee shall consist of the elected officers of the Hastings PTO.

Section 7.02 Special meetings of the Executive Committee may be called by the president or upon written request of a majority of members with 5 calendar days' notice to each member of the Executive Committee. Notice may be given by means of regular mail, electronic mail, telephone, printed media or any combination thereof.

Section 7.03 A majority of the Executive Committee shall constitute a quorum for the transaction of business.

Section 7.04 Duties of the Executive Committee shall be to:

- (a) Transact necessary business in the intervals between general Hastings PTO meetings and such other business as may be referred to it by the Hastings PTO;
- (b) Appoint standing and special committee chairs and members as may deem necessary to promote the purposes of the Hastings PTO and carry on the work of the Hastings PTO;
- (c) Approve the work of the committees;
- (d) Make a report at the general meetings of the Hastings PTO;
- (e) Select an auditor or audit committee to be approved by the general membership of the Hastings PTO to audit the treasurer's accounts;
- (f) Vote on an annual budget submitted by the Treasurer, which shall be adopted by a majority vote of the Executive Committee;
- (g) Approve routine bills within the limits of the budget;
- (h) Review financial proposals to be brought to the membership at any monthly Hastings PTO meeting;
- (i) Act as the Board of Directors for any requirements assigned to the Board of Directors under Chapter 180 of the Massachusetts General Laws (the "MGL 180").

The Executive Committee shall take no action in conflict with any action taken by the general membership of the Hastings PTO.

## **Article VIII. COMMITTEES**

Section 8.01 Only members of the Hastings PTO shall be eligible to serve in any elective or appointive positions.

Section 8.02 The chair of each committee shall present a plan of work to the Executive Committee for approval.

Section 8.03 Upon the expiration of the term of office or in the case of the resignation or termination, each chairman shall turn over to the president, without delay, all records, books and other material pertaining to the chairmanship, and shall return to the treasurer, without delay, all funds belonging to the association.

Section 8.04 The power to form committees and appoint or elect their members rests solely with the Executive Committee. The chairmen and members of special committees shall serve until their assignments have been completed.

#### **Article IX. GENERAL MEMBERSHIP MEETINGS**

Section 9.01 Regular meetings of the association shall be held during the school year. Dates of the meetings shall be determined by the Executive Committee and confirmed dates shall be announced at the first regular Hastings PTO meeting of the school year. Ten days' written notice shall be given to the general membership of any change of date. Notice may be given by means of regular mail, electronic mail, website posting, printed media or any combination thereof.

Section 9.02 Special meetings of the Hastings PTO may be called by the President or by a majority of the Executive Committee with five days' written notice having been given. Notice may be given by means of regular mail, website posting, electronic mail, printed media or any combination thereof.

Section 9.03 The annual meeting shall be called by the President, shall be held no later than the last day of the academic year, and shall be for the purpose of electing officers, receiving reports of officers and committees, and conducting any other business that may arise.

Section 9.04 10 members shall constitute a quorum for the transaction of business in any meeting of the Hastings PTO.

Section 9.05 The privilege of making motions, debating and voting at any Hastings PTO meetings shall be limited to members of the Hastings PTO who are present and whose dues are paid.

#### **Article X. COUNCIL MEMBERSHIP**

The Hastings PTO shall be represented in meetings of the Lexington PTA/PTO President's Council by the president(s) or appointed alternate.

#### **Article XI. FISCAL YEAR**

The fiscal year of the Hastings PTO shall begin on August 1 and end the following July 31.

## **Article XII. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Hastings PTO and in all cases in which they are applicable and in which they are not in conflict with these Bylaws or the Articles of Organization.

## **Article XIII. AMENDMENTS**

Section 13.01 These Bylaws may be amended at any regular general membership meeting of the Hastings PTO by a two-thirds vote of the members present and voting, a quorum being present, provided that notice of the proposed amendments has been provided to the membership fourteen days prior to the meeting.

Section 13.02 A committee may be appointed by a majority vote at a general meeting of the Hastings PTO, or by a two-thirds vote of the executive committee of the Hastings PTO, to submit a revised set of bylaws as a substitute for the existing bylaws.

## **Article XIV. DISSOLUTION**

Section 14.01 The Hastings PTO may dissolve and wind up its affairs in the following manner:

- (a) The Executive Committee shall adopt a resolution recommending the Hastings PTO dissolve and request a special meeting of the membership to vote on the dissolution. At least fourteen days' notice shall be given to the membership prior to the special meeting.
- (b) Approval of dissolution of the Hastings PTO shall require the affirmative vote of at least two-thirds of the members present and voting.
- (c) The corporation will be dissolved in accordance with MGL 180.
- (d) After paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to one or more nonprofit funds, foundations, organizations, or associations that have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **Article XV. EXCLUSION OF PERSONAL LIABILITY**

To the greatest extent allowed under applicable law, the Hastings PTO shall indemnify every Executive Committee member, their heirs, executors and administrators, against all loss, cost and expense, reasonably incurred by him/ her in connection with any action, suit or proceeding to which he or she may be made a party, by reason of being or having been an Executive Committee member, including reasonable matters wherein he/she shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of negligence, except to the extent such liability, damage or injury is covered by any type of insurance; however, this indemnification shall not cover any acts of gross negligence, willful misconduct or with fraudulent or

criminal intent. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Presidents, Officer or other Member of the Executive Committee may be entitled.

***These Bylaws were adopted on July 28, 2017.***