

**The Lija School PTO  
BY-LAWS**

**ARTICLE I  
General Provisions**

Section 1. Name – The name of the corporation shall be The Lilja School PTO.

Section 2. Location – The principal office of the corporation shall initially be located at 41 Bacon Street, Natick, Massachusetts as set forth in the Articles of Organization of the corporation. The director/officers may establish other offices and places of business in Massachusetts or elsewhere in accordance with law and may change the principal office in accordance with commonwealth law, the Articles of Incorporation, and these By-laws.

Section 3. Accounting Year – Except as from time to time otherwise determined by the director/officers, the accounting year of the corporation shall end the 31<sup>st</sup> day of July each year.

**ARTICLE II  
Purpose**

Section 1. The purposes of the Lilja PTO are: suit or proceeding not to have acted in good faith in the reasonable belief that her action was in the interests of the corporation, or to be liable for gross negligence or willful malfeasance; provided, that in the event of a settlement of any such action, suit or proceedings, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by written opinion or independent legal counsel that the director, officer, employee or other agent to be indemnified did not commit a breach of duty owed to the corporation and only if a majority of disinterested directors approved the settlement and indemnification as being in the best interest of the corporation. Such indemnification may include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceedings, upon receipt by the corporation of an undertaking by the person indemnified to repay such payment if she shall be adjudicated to be not entitled to indemnification hereunder. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which any person indemnified pursuant to this section may be entitled under any agreement or pursuant to any vote of the board of directors or otherwise.

**ARTICLE XIII  
Miscellaneous Provisions**

Section 1. Execution of Instruments - All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an officer of the corporation in its behalf shall be signed by the President or the Treasurer except as the directors may generally or in particular cases otherwise determine. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by President and the Treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding inconsistent provisions of the Articles of Organization, certificate of incorporation, charter, special act of incorporation, constitution, By-laws, resolutions or votes of the corporation.

Section 2. Corporate Records - The original or attested copies of the Articles of Organization, By-laws and records of all meetings of incorporators and members shall be kept in Massachusetts at the principal office of the corporation, but such corporate records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any purpose in the proper interest of the member relative to the affairs of the corporation.

Section 3. Definitions - All references in these By-laws to the Articles of Organization and to these By-laws shall be deemed to refer, respectively, to the Articles of Organization and the By-laws of the corporation as amended and in effect from time to time.

Section 4. Evidence of Authority - A certificate by the Parliamentarian, as to any action taken by the directors, any committee or any officer or representative of the corporation shall as to all persons who rely on the certificate in good faith be conclusive evidence of such action.

Section 5. Severability - Any determination that any provision of these By-laws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these By-laws.

- a. To promote the welfare of children and youth in home, school, and community.
- b. To raise the standards of home life.
- c. To bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth.
- d. To develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, social, and spiritual education.

Section 2. The purposes of the Lilja PTO are promoted through an advocacy and educational program directed toward parents, teachers, and the general public; developed through committees, projects, and programs; and governed and qualified by the basic policies set forth in Article III.

Section 3. The organization is organized exclusively for the charitable, scientific, literary or 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 basic policies of Lilja PTO:

- a. The organization shall be noncommercial, nonsectarian, and nonpartisan.
- b. The organization 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 organization 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 organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private individuals 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.
- e. Notwithstanding any other provision of these articles, the organization 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 organization, after paying or adequately providing for the debts and obligations of the organization, 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 organization or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) 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.
- h. A local PTO unit may cooperate with other organizations and agencies concerned with child welfare, but PTO representatives shall make no commitments that bind the group they represent.

- i. All statements from financial institutions should be mailed to the address of record for the corporation. A member of the board shall initial the receipt of the statement. In addition, all director/officers shall have read access to all online banking systems to ensure transparency.

#### **ARTICLE IV Members**

Section 1. The members of the corporation shall be entirely comprised of those persons who (1) have a child or children enrolled in Lilja Elementary School in Natick, Massachusetts, (2) are committed to the improvement, enhancement, maintenance, and benefit of the Lilja Elementary School through the means of the corporation, and (3) have deposited with the corporation a completed membership form (composition of the form shall be determined by the corporation).

Section 2. Membership in this corporation shall be open, without discrimination, to anyone who believes in and supports the purpose of the corporation as stated in Article II.

Section 3. This corporation shall conduct an annual enrollment of members prior to November 1, but may admit persons to membership at any time in accordance with Article 10 Section 5.

#### **ARTICLE V Directors**

Section 1. Power and Duties - The business and property of the corporation shall be managed by a board of directors who may exercise all the powers of the corporation which are not expressly reserved to the members by law, the Articles of Organization, or the By-laws. The board is empowered to create standing committees. The Board is responsible for making staff decisions and approving expenditures.

Section 2. Membership - The board of directors for this corporation shall be the elected officers as outlined in Article VI. Resignations, removals, and replacements are governed by the corresponding sections within Article VI.

Section 3. Meetings - Regular meetings of the directors may be held without call or notice at such places and times as the directors may from time to time determine, provided that any director who is absent when such determination is made shall be given notice thereof. Special meetings of the directors may be held at any time and place designated in a call by the two or more of the directors.

Section 4. Quorum - At any meeting of the directors, the presence of three members shall constitute a quorum for the transaction of business, but a lesser number may without further notice adjourn the meeting to any other time.

Section 5. Action at Meetings - At any meeting of the directors, at which a quorum is present, a majority of those present shall decide any matter, unless law, the Articles of Organization, or these By-laws specify a different vote.

Section 6. Action by Consent - Any action by the directors may be taken without meeting if a written consent thereto is signed (electronic or otherwise) by all of the directors and filed with the records of the meetings of the directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 7. Non-Voting Directors - The directors may create classes of non-voting directorship and membership such as honorary directors, honorary members, associate directors, regional directors, friends, alumni, and the like, and may elect persons to those classes for such terms and on such conditions as the directors determine and may assign to such person such responsibilities, duties, and privileges as the directors determine. Persons elected to such classes of membership shall not be directors or members for the purposes of these By-laws and shall have no votes at any meetings of the directors or members.

## **ARTICLE VI**

### **Officers**

Section 1. The officers shall be a President, Vice President, Treasurer, Communications Director, and Parliamentarian

Section 2. Officers shall be elected by ballot in the month of June.

Section 3. The vote shall be conducted by ballot. When there is but 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 4. The following provisions shall govern the qualifications and eligibility of individuals to be officers of Lilja PTO:

- a. Each officer shall be a member as outlined in Article IV.
- b. No officer may be eligible to serve more than 2 consecutive terms in the same office, except in that situation where a qualified officer has agreed to extend their term in the absence of a qualified successor and as approved by the members of the Lilja PTO.

- c. 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. Officers-elect shall begin the transition of duties with the outgoing Officers following the close of the meeting in June and assume their official duties no later than the last day of classes in June. Officers shall serve for a term of one year or until their successors assume their official duties.

Section 6. A vacancy occurring in the office of president shall be filled for the remainder of the un-expired term by the vice president. The Executive Committee shall fill a vacancy in any office other than the president.

Section 7. There shall be an election committee composed of 3 members not seeking an office who shall be elected by the membership at a regular general membership meeting at least two months prior to the election of officers, as outlined in Article VI, Section 2.

- a. The committee shall elect its own chair.
- b. The election committee shall solicit candidates for officer positions from the PTO membership and Lilja community.
- c. Only those individuals who have signified their consent to serve if elected shall be nominated for, or elected to, such office.
- d. The election committee shall present the candidates at the June meeting and supervise the election process at that meeting as outlined in Section 3 of this article

Section 8. When an officer fails to attend 2 consecutive meetings without adequate excuse or when an officer is not fulfilling the responsibilities of the office as prescribed in the bylaws, or engages in conduct which the Board of Directors or Executive Committee determines to be injurious to the organization or its purposes, the Executive Committee may, by a two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include: (1) asking for the resignation of the officer; (2) making a formal recommendation that the officer be removed from office following a hearing conducted in accordance with Due Process.

- a. Due Process Procedures: Following the two-thirds (2/3) affirmative vote recommending that the officer be removed from office: (1) The officer must be given fifteen (15) days' written notice of the hearing to remove the officer from office; (2) The written notice shall contain the reasons for the proposed removal, and shall be mailed certified mail, return receipt requested, to the last address of the officer shown on the association's records; (3) At the hearing, the officer must be given an opportunity to address the Executive Committee, either orally or in writing; (4) Not less than five (5) days following the hearing, the Executive Committee shall convene and vote whether the officer will be removed from

office; (5) A two-thirds (2/3) vote of the Executive Committee shall be sufficient to remove the officer from office; (6) The removal vote shall be recorded in the Executive Committee minutes and shall specify the number of voting in favor of and against such removal.

## **ARTICLE VII DUTIES OF OFFICERS**

Section 1. The president (or co-presidents) shall:

- a. Preside at all meetings of the PTO;
- b. Represent, or delegate a representative, the PTO with external organizations and community committees;
- c. Serve as an ex-officio member of all committees except the nominating committee;
- d. Coordinate the work of the officers and committees of the PTO in order that the purposes may be promoted;
- e. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the Executive Committee;

Section 2. The vice-president shall:

- a. Act as aide 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 3. The treasurer shall:

- a. Have custody of all the funds of the PTO;
- b. Maintain a full and accurate account of receipts and expenditures of the PTO;
- c. Make disbursements as authorized by the president or Executive Committee or the PTO in accordance with the budget adopted by the PTO;
- d. Have checks signed by two people: the treasurer and one other director/officer;
- e. Present a financial statement at every meeting of the PTO and at other times when requested by the Executive Committee;
- f. Present an annual treasurer's report to the PTO at the annual meeting;
- g. Have the accounts reviewed, when a person who has signature authority leaves the board. This is to be done by an audit committee selected by the Executive

Committee at least two weeks before the meeting at which the officers assume their duties;

- h. Complete a form 990 or 990EZ with a Schedule A.
  - 1. If gross receipts exceed \$25,000 annually, then you must submit the form to the IRS.
  - 2. If gross receipts are under \$25,000, you will now be required to file electronically Form 990-N, also known as the e-Postcard, with the IRS annually.
- i. File form PC with the Massachusetts Attorney General's Office, submitting required forms in accordance with the instructions specified on the form.
- j. File an annual report to the Massachusetts Secretary of State's Office, if incorporated;
- k. 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 4. The Communications Director shall:

- a. Maintain the website of the PTO;
- b. Coordinate the marketing and promotions of all PTO activities;
- 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 5. The Parliamentarian Secretary shall:

- A. Record the minutes of all meetings of the Lilja PTO;
  - a. Be prepared to read the records of any previous meetings;
  - b. File and retain all records;
  - c. Maintain, offer suggestions, and prepare amendments to the By-laws of the PTO;
  - d. Maintain a membership list, with names and addresses of members;
  - e. Serve as parliamentarian at all PTO meetings;
  - 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. No two members of the same family may be on the signature card for the PTO's bank account.

Section 7. All officers shall deliver to their successors all official materials no later than 14 days following the election of their successor, by the close of the school year, or upon resignation.

## **ARTICLE VIII EXECUTIVE COMMITTEE**



Section 1. The Executive Committee shall consist of the elected officers of the PTO, the chair of standing committees, and the principal of the school or representative appointed by him or her.

Section 2. Special meetings of the Executive Committee may be called by the president or upon written request of 2 members with 7 days notice to each member of the Executive Committee. Notice may be given by means of regular mail, electronic mail, telephone, website postings, printed media or any combination thereof.

Section 3. A majority of the Executive Committee shall constitute a quorum for the transaction of business.

Section 4. Duties of the Executive Committee shall be to:

- a. Transact necessary business in the intervals between general PTO meetings and such other business as may be referred to it by the PTO;
- b. Appoint standing and special committee chairs and members as may deem necessary to promote the purposes of PTO and carry on the work of the PTO;
- c. Approve the work of the committees;
- d. Make a report at the general meetings of the PTO;
- e. Select an auditor or audit committee to be approved by the general membership of the local PTO to audit the treasurer's accounts;
- f. Prepare and submit to the PTO for adoption a budget for the year;
- g. Approve routine bills within the limits of the budget.

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

## **ARTICLE IX COMMITTEES**

Section 1. Only members of the PTO shall be eligible to serve in any elective or appointive positions.

Section 2. The standing committees of the PTO shall be, but not limited to: the Finance Committee.

a. Finance Committee

1. The Finance Committee shall be composed of two Teachers, two Parents, and the Principal, and shall be chaired by the Treasurer. The PTO President is an ex-officio member of the Finance Committee and shall cast any tie breaking vote required by the Committee.

2. The Parent members of the Finance Committee shall be appointed by the Executive Committee from the list of parent volunteers for the positions. The Teacher members shall be appointed by the Principal.
3. The function of the Finance Committee is to develop recommendations on financial issues put forth by the Executive Committee and/or the membership of the PTO. The Finance Committee's positive recommendation will be required for any unbudgeted expenditures over \$300.
4. The Finance Committee shall meet as frequently as necessary to make such financial recommendations as requested by the Executive Committee and/or the membership of the PTO. To ensure timeliness of response and given the time and logistical constraints of the committee members, the Executive Committee can authorize the Chair to conduct "votes" of the Committee via email. The results of such a vote are to be documented and verified by the Executive Committee.

Each Finance Committee shall serve for a one year term, coinciding with the fiscal year. Members may be reappointed for one additional term.

Section 3. The term of each standing committee chair shall be 1 year or until the selection of a successor.

Section 4. The chair of each committee shall present a plan of work to the Executive Committee for approval. No committee work shall be undertaken without the consent of the executive board/committee and no committee work exceeding the designated budget shall occur without the consent of the Executive Committee.

Section 5. When a chair fails to attend 3 consecutive meetings without an adequate excuse or when a chair is not fulfilling the responsibilities of the office as prescribed in the bylaws, or engages in conduct which the executive board/committee determines to be injurious to the organization or its purposes, the executive board/committee may by a two-thirds vote (2/3) affirmative vote, take such action as it determines appropriate, which may include: (1) asking for the resignation of the chair; (2) making a formal recommendation that the chair be removed from office.

Section 6. Upon the expiration of the term of office or in the case of the resignation or termination, each chair shall turn over to the president, without delay, all records, books and other material pertaining to the chairship, and shall return to the treasurer, without delay, all funds belonging to the association.

Section 7. The chairs and members of special committees shall serve until their assignments have been completed.

**ARTICLE X  
GENERAL MEMBERSHIP MEETINGS**

- Section 1. At least six (6) regular meetings of the PTO shall be held during the school year. Dates of the meetings shall be determined by the Board of Directors and announced at the first regular PTO meeting of the school year. Seven (7) days notice shall be given to the general membership of any change of date. Notice may be given by means of regular mail, electronic mail, telephone, website postings, printed media or any combination thereof.
- Section 2. Special meetings of the PTO may be called by the president or by a majority of the executive board/committee. Seven (7) days notice having been given. Notice may be given by means of regular mail, electronic mail, telephone, website postings, printed media or any combination thereof.
- Section 3. The annual meeting shall be in June and shall be for the purpose of electing officers, receiving reports of officers and committees, and conducting any other business that may arise.
- Section 4. Five (5) members shall constitute a quorum for the transaction of business in any meeting of the PTO.
- Section 5. The privilege of making motions, debating and voting at local PTO meetings shall be limited to members of the association who are present and whose dues are paid and who have been members of the association for at least 30 days.

**ARTICLE XI  
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Lilja PTO.

**ARTICLE XII  
Indemnification of Directors/Officers**

- Section 1. The corporation shall indemnify each director, officer, and employee and other agent and each person who formerly serviced in such capacity and each person who serves or may have served at the request of the corporation as a director, officer, employee or other agent of another organization in which this corporation has an interest against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon her in connection with any action, suit or proceeding to which she may be made a party, or in which she may become involved, by reason of

her being or having been a director, officer, employee or other agent of the corporation, or at its request of any such other organization, whether or not she is still serving in such capacity at the time of incurring such expenses or liabilities, except in respect to matters as to which she shall be finally adjudged in such action,

#### **ARTICLE XIV**

##### **Amendments**

Section 1. These bylaws may be amended at any regular general membership meeting of Lilja 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 14 days prior to the meeting.

Section 2. A committee may be appointed by a majority vote at a general meeting of the PTO, or by a 2/3 vote of the Executive Committee of the PTO, to submit a revised set of bylaws as a substitute for the existing bylaws.