



BY-LAWS

of

**ZERVAS ELEMENTARY SCHOOL
PARENT- TEACHER ORGANIZATION, INC.**

Amended and Restated April 2, 2019

ARTICLE I. Name, Location, Affiliation and Fiscal Year

Section 1.1 Name, Location and Affiliation. The name of this organization, located in Newton, Massachusetts, is the Zervas Elementary School Parent Teacher Organization, Inc. (“PTO” or “Organization”). It is an affiliate of the Newton Council of Parent Teacher Organizations, Inc.

Section 1.2 Fiscal Year. The fiscal year of the Organization is July 1 to the following June 30.

ARTICLE II. Purposes and Liabilities

Section 2.1 Purposes. The purposes of this Organization are: 1) to foster communication, understanding, and cooperation among parents and teachers in order to benefit all of the children in the Zervas Elementary School (“School”); 2) to provide support and services to the School community; and 3) to promote and encourage the support of public school education in the City of Newton.

Said Organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations 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.

Section 2.2 Liabilities. No officer of the PTO shall be liable for damages resulting from the performance of his or her duties if he or she acts in compliance with Section 6C of Chapter 180 of the Massachusetts General Law.



ARTICLE III. Policies

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

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. 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.

Notwithstanding any other provision of the By-Laws, 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 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

ARTICLE IV. Membership, Duties, Dues, Member Meetings & Consent in Lieu of a Meeting

Section 4.1 Members. Each member of the administrative, teaching, and support staff of the School and each parent or legal guardian of a pupil of the School shall automatically be a member of this Organization, and such individual will continue to be a member until he or she no longer is or serves in any of those capacities, or until he or she resigns.

Section 4.2 Duties. The duties 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 2.1.

Section 4.3 Dues. Payment of dues will be encouraged but not mandatory. The recommended dues for each school year will be determined by vote of the Board of



Directors of the Organization, in accordance of Article V. The administrative, teaching, and support staff of the School will be exempt from paying dues.

Section 4.4 Member Meetings. There shall be no fewer than two (2) member meetings of the Organization during the school year. At least ten (10) days notice of all meetings shall be given to members. Fifteen (15) members of the Organization shall constitute a quorum.

- (a) An annual meeting of members (the “Annual Meeting”) shall be held in the Fall. At such time, the President or Co-Presidents and the Treasurer shall present an annual report on the operations and finances of the PTO, and the members shall vote upon the annual PTO budget in accordance with the requirements of Article VII, Section 7.1.
- (b) A meeting shall be held in the Spring for the purposes electing positions of new and vacating officers of the Board of Directors (“Election Meeting”).
- (c) Special meetings may be called by the Board of Directors (“Board”) or by the written request of at least ten (10) members of the Organization. The purpose of such special meetings shall be clearly stated in the notice of such meetings.
- (d) Members may vote in person or by proxy. A member may appoint a proxy to vote or otherwise act for the him or her by signing an appointment form.

ARTICLE V. Board of Directors, Duties, Meetings, Notices and Quorum

Section 5.1 The Board of Directors of the Organization shall consist of Officers, *with* voting rights, and individuals that serve in an advisory, *but not a voting*, capacity (“Advisors”). The Officers shall include: a President or Co-Presidents, Vice-Presidents, a Treasurer, an Assistant Treasurer, if elected, a Secretary, and a Legal Officer. Advisors shall include the Principal of the Zervas Elementary School (“Principal”), who shall also be a member ex-officio of all committees and up to two (2) Zervas Elementary School teacher or staff representatives selected by the Principal. Each member of the Board must also be a member of the Organization pursuant to Article IV, Section 4.1.

Section 5.2 Duties. The duties of the Board shall be to recommend annual goals and strategies to the Organization; to approve the general plans and programs of committees; to formulate, in cooperation with the Treasurer, an annual budget to be submitted to the Organization for approval; and to transact necessary business between meetings of the organization. The Board shall establish each year such committees as the Board deems necessary.

Section 5.3 Meetings, Notices, and Quorum. There shall a minimum of three (3) regular meetings of the Board (“Board Meetings”) each year at such places and times



as the President or Co-Presidents may designate. Special meetings may be called at any time by the President, a Co President, or at least five (5) members of the Board to be held at such places and times as stated in the calls to the meetings.

Notices of each Board Meeting shall be sent to each member of the Board at least seven (7) days before the time of the meeting. Notices of each special meeting shall state the reason for which it is called and shall be sent to each Board member at least (1) one day before the time of the meeting.

At all Board Meetings, a simple majority of the total number of Board members shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a simple majority of the Board members present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise permitted or provided by statute, or by these by-laws.

Section 5.4 Consent in Lieu of a Meeting; Telephone Conference Meetings. In addition to any other method permitted by law, the Board may take any action by a simple majority of the members in lieu of a meeting by signing a written consent or transmitting their consent to the action by e mail. Such written consents shall be filed with the Secretary with the minutes of the proceedings of the Board and shall have the same force and effect as a simple majority vote of such Board members. The Board may take any action by means of a meeting conducted via conference call or similar means (such as video conference) so long as all members of the Board participating in such meeting can hear one another.

ARTICLE VI. Officers, their Terms and Duties, Resignation and Removal & Vacancies

Section 6.1 Officers and Terms. The Organization shall elect annually one (1) President, two (2) Co-Presidents or up to three (3) Co-Presidents, up to six (6) Vice Presidents, a Treasurer, and a Secretary of the Organization. Each such officer, with the exception of the Co-Presidents, shall be elected for a one (1) year term. If more than President is elected, each Co-President shall be elected for a term of two (2) years such that at least one (1) year of one (1) Co-President's term overlaps with the other Co-President(s)'s term. The Board may also elect an Assistant Treasurer for a term of one (1) year. These positions are deemed officers of the Organization ("Officers") and shall have the following duties:

(a) **President or Co-President.** The office of President may be held by a single individual or may be shared by two (2) or three (3) individuals who will be referred to as Co-Presidents. The President or Co-Presidents shall preside at all meetings of the Organization, and its Board of Directors. The President or Co-Presidents shall be ex-officio member(s) of all committees and shall foster communication, understanding,



and the achievement of goals with various committee chairs, as applicable, or directly with members of each committee in accordance with Article XIII. The President or Co-Presidents shall serve as a member of and serve as a Board liaison for each fund-raising committee. Additionally, the President or Co-Presidents may appoint ad hoc committees when and as they deem appropriate.

The President or Co-Presidents shall, subject to the direction and control of the Board, carry on the general affairs of the PTO. The President or Co-Presidents shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Board. The President or one of the Co-Presidents shall represent the interests of the School and the PTO at meetings of the Newton Council of Parent Teacher Organizations or shall designate a representative to attend in his or her place.

(b) **Vice Presidents.** Up to six (6) Vice Presidents shall act as assistants to the President or Co-Presidents and shall perform duties of the President or Co-Presidents in his or her absence. The principle duties of the Vice Presidents, along with President or Co Presidents, is to serve as a member of and / or to serve as Board liaisons and foster communication, understanding, and achievement of goals with various committee chairs, as applicable or directly with members of each committee in accordance with Article XIII.

(c) **Treasurer.** The Treasurer shall be responsible for receiving all moneys of the Organization and shall make authorized disbursements. The Treasurer shall keep accurate accounts of the funds of the Organization and shall present a Statement of Account upon request of the President, a Co-President, or the Board of Directors. The Treasurer shall assist with the preparation of the annual budget and with the filing of annual forms with the office of the Secretary of State and other governing authorities. The accounts shall be reviewed annually by a person designated by the President or Co-President, such as a qualified accountant.

If elected, the Treasurer shall delegate limited and discrete powers and duties of the office of the Treasurer to an Assistant Treasurer provided that, the Board is apprised of such delegation of duties.

(d) **Secretary.** The Secretary shall keep a true record and minutes of all business transacted at each meeting of the Organization and its Board, which minutes, after approval, shall be maintained as a permanent record. If the Secretary is unable to attend a meeting, the President will appoint a replacement for that specific meeting. The Secretary shall also perform other duties ordinarily incident to the office as delegated by the Board of Directors.



In the event there is a vacancy in the position of a Zervas School Notes and Community Editor pursuant to Article VIII, Section 8.2 (a), the Secretary shall assume the responsibilities of this role until such time the position can be filled pursuant to Article VI, Section 6.3.

- (e) **Legal Officer.** The Legal Officer shall be responsible for advising the Board on issues relating to contracts and agreements, legal liability, insurance coverage, and other questions of law, as necessary.

Section 6.2 Resignation and Removal. Any Officer may resign by delivering a written resignation to one of the Co-Presidents or the Secretary or to the PTO at its principal office. Such resignation shall be effective upon receipt, unless it is specified to be effective at some later time. Any Officer may be removed, with or without cause, by the Board.

Section 6.3 Vacancies. If any office becomes vacant, the President or Co-Presidents shall nominate a successor, and the successor shall be elected if his or her election is approved by the Board or a simple majority of the members. The successor shall hold office for the unexpired term of his or her predecessor. Vacancies in said offices may be filled only by members of the Organization. Elections shall be by written ballot if any member so requests.

ARTICLE VII. Budget, Expenditures & Authorized Signatories

Section 7.1 Budget. A preliminary budget for the following fiscal year shall be prepared by a committee comprised by the Co-Presidents, the Treasurer and such other persons as the Co Presidents and the Treasurer select. The preliminary budget shall be presented to the Board for its consideration at the last Board Meeting of the year.

The budget shall then be presented by the Co-Presidents to members of the Organization at the Annual Meeting and voted upon for approval pursuant to Article IV, Section 4.4(a). Once the budget is approved it shall be deemed the ("Approved Budget").

Section 7.2 Expenditures. Any expenditure of \$500 or greater, not contained in the Approved Budget, must be approved by a simple majority of the Board of Directors during the course of the fiscal year.

Section 7.3 Authorized Signatories. The President, Co-Presidents and Treasurer, are the authorized signatories for all Organization expenditures, but only one signature is required.



ARTICLE VIII. Standing Committees and Positions

Section 8.1 Committees. There may be one or more committees and positions in any given year as determined by the Board of Directors, for the purposes of promoting the goals and interests of the Organization. Any committee or position shall have such duties and responsibilities as the Board shall determine, but no committee may exercise the powers of the Board unless the committee consists solely of Board of Directors. The members of any committee and the holder of any position shall serve at the pleasure of the Board and may be removed by a simple majority of the Board at any time with or without cause and with or without notice.

Section 8.2 Positions. There shall also be the following positions of integral importance to the operation of the PTO:

- a) Zervas School Notes and Community Editor(s) - responsible for the editing, and distribution of the weekly electronic newsletters.
- b) School Directory Editor - responsible for the coordination, editing, printing and distribution of the School Directory and the maintenance of the accuracy of the online database.

These Positions may be filled only by members of the Organization.

ARTICLE IX. Nomination and Election of Officers

In accordance with the scheduling of the Election Meeting pursuant to Article IV, Section 4.4 (b), the President or Co-Presidents shall offer recommendations to the Board of a proposed slate of officers for the following school year at a Board meeting during the last quarter of the school year. The Board shall accept or reject the recommendations of the President or Co-Presidents and shall nominate a slate of officers for election by the members at the Election Meeting.

ARTICLE X. Amendments and Notice of Amendments

Section 10.1 Amendments. An absolute majority of the members of the Organization may make, amend or repeal these By-Laws in whole or in part. A simple majority of the Board may also make, amend or repeal these By-Laws in whole or in part, except with respect to any provision hereof which by law, the Articles of Organization or these By-Laws requires action by the members. To the extent required by Section 6 of Chapter 180 of the Massachusetts General Laws or other applicable law, any By-Law providing indemnification to officers, or agents of the PTO, or other persons, shall be authorized by the members. Any By-Law adopted by the Board may be amended or repealed by an absolute majority of the members.



Section 10.2 Notices. If the Board adopts, amends, or repeals any By-Law, the PTO shall post the newly adopted or amended By-Law (or a notice that a By-Law has been repealed) on the PTO website.

ARTICLE XI. Inspection of Books and Records

The original or attested copies of the Articles of Organization, and these By-Laws along with amendments, as applicable, shall be available on the Zervas PTO website at all times.

A copy of the audited financials of the Organization are kept at the main office of the School. 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 PTO.

Approved minutes of Board Meetings kept by the Secretary pursuant to Article VI, Section 6.1(d) and shall be available for inspection upon written request to the Secretary.

ARTICLE XII. Execution of Instruments

Any and all contracts, deeds, bonds, notes, checks and other instruments used in connection with the business of the PTO shall be signed by one of the Co-Presidents or the Treasurer, except as the Board may generally or in particular cases otherwise determine.

ARTICLE XIII. Dissolution of the Organization

Upon dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the Organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.