

HULL PARENT TEACHERS ORGANIZATION, INC.

BY-LAWS

ARTICLE I--Name

The name of this organization is the Hull Parent Teachers Organization, Inc.

ARTICLE II--Purpose/Mission Statement

The purpose of this organization is to support the students in the Town of Hull and to promote school related activities in the Hull Public Schools.

The purpose of the Hull Parent Teacher Organization is to support Hull Public Schools by sponsoring fundraising activities, cultural and academic enrichment programs, and other activities to enhance the quality of education offered to the children of Hull.

ARTICLE III--Nonprofit Status

Hull Parent Teachers Organization, Inc. is a nonprofit, charitable corporation formed for the sole purpose of furthering the goals stated in Article II. No part of the earnings or receipts of the corporation shall inure to the benefit of or be distributed to the members, directors or officers. The corporation shall, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II.

ARTICLE IV--Membership

Any individual who subscribes to the objectives and basic policies of the Hull Parent Teachers Organization may become a member of this organization, subject only to the compliance with the provisions of the bylaws and payment of annual dues. In order to vote a meeting a member must have paid their annual dues for the current school year 30 days prior. With the exception of the annual grace period to rejoin which runs July 1 – September 30 of the current school year.

ARTICLE V--Directors, Officers, Duties, Elections

A. Directors: The Board of Directors shall consist of between seven and twenty-three individuals whom the general membership shall elect at the corporation's May meeting. It shall be the responsibility of the Board of Directors to establish the policies of the corporation, to approve annual budgets, to approve all expenditures of the corporation in excess of \$100.00, to establish committees, and to review and approve any action, activity, project or plan formulated by the committees. At the May meeting, the general membership shall elect executive officers consisting of a President, Vice President, Treasurer, Secretary, and at least from each school.

B. Officers/ School Representatives: The officers and School Representatives of the corporation shall serve as an executive committee with responsibility for executing the policies set by the Board of Directors and for managing the day to day activities and operations of the corporation. The particular duties of the Officers and School Representatives are as follows:

1. The President/Co-Presidents shall be the chief executive officer of the corporation. The President shall conduct all general meetings, annual meetings, special meetings, and shall chair all meetings of the Board of Directors. The President shall be responsible for appointing members of the committee and selecting committee chairpersons. The President shall serve as an ex officio member of all committees except the nominating committee, and shall attend the committee meetings or review the minutes of such meetings.
2. The Vice President shall assume the duties of the President in the event of the President's absence. The Vice President shall serve as an ex officio member of all committees except the nominating committee, and shall attend the committee meetings or review the minutes of such meetings. The Vice President shall undertake other responsibilities delegated to him/her by the President of the Board of Directors. It is the intent of these by-laws that the President and Vice President work closely to
3. The Treasurer shall maintain all financial records, books and accounts of the corporation. The Treasurer shall make reports to the board of directors upon request and shall make all records available for inspection upon request of the President or Board of directors. Prior to payment, the Treasurer shall present to the Board of Directors for approval all expenses exceeding \$100.00 (one hundred dollars).

4. The Secretary shall be the authorized legal representative of the corporation. shall provide notice of all meetings, and shall take, prepare and maintain accurate minutes of all meetings of the general membership, officers and the Board of directors.
 5. The School Representatives shall be members of the board of directors. The School Representatives shall serve as a liaison between the school they represent and the PTO. The School Representatives shall also serve as contacts or coordinators for events held at their school for example Teacher Breakfasts and Dinners, Open Houses, etc.
- C. **Elections:** Elections of the Board of Directors/Officers at the May membership meeting shall be by majority vote of those members in attendance. Elections shall be conducted by the Secretary. The elected Officers shall take office at the conclusion of the May meeting and shall service for a term of two years or until successors are elected, whichever occurs later. The elected Directors shall take office at the conclusion of the May meeting and shall service for a term of one year or until successors are elected, whichever occurs later. Directors/Officers may be reelected.
- D. **Removal of Officers and Directors:** Officers and Directors may be removed for due cause upon a two-thirds vote of the general membership present at a special meeting for the purpose of considering removal of any Officer or Director.

ARTICLE VI—Committees

There shall be such committees as designated and appointed by the Board of Directors from time to time. The committee shall have such functions as shall be determined by the Board of Directors.

ARTICLE VII--Meetings

The Board of Directors shall meet annually and at other times as deemed necessary by the Board.

The general membership meetings shall meet at least six times during the school year.

The President may call special meetings of the general membership.

Notice may be accomplished by publication in the local newspaper one week prior to the meeting or by posting at the Town Hall.

ARTICLE VIII—Quorums and Actions by Consent

Five persons constitute a quorum for the transaction of business in any regular meeting. Two of these persons must be members of the Executive Board. Any action voted at regular meeting at which a quorum was not present may subsequently be approved by the written consent of the majority of directors (but in no event less than three) after all Directors are mailed written copies of the minutes of the meeting and written explanation of the action voted.

There should be a majority present to constitute a quorum for the transaction of business at any board meeting. Any action voted by a meeting of Directors at which a quorum was not present may subsequently be approved by the written consent of the majority of directors (but in no event less than three) after all Directors are provided copies of the minutes of the meeting and explanation of the action voted.

The Board of Directors may approve any action in lieu of a meeting by written consent thereto signed by a majority of the Directors (but in no event less than three). Meetings of the Board of directors may be conducted by telephone conference call or other electronic means.

ARTICLE IX--Amendments

These by-laws may be amended by a majority vote of the Directors, then in office, at a meeting duly called for the purpose of amending by-laws and upon two weeks prior written notice of the proposed amendments to all Directors then in office, or by a majority vote of the General membership present and voting at the meeting at which the amendments are purposed.

Amendments to or restatement of the Articles of Organization of the corporation may be made by majority vote of the Directors then in office, subject to the notice requirements set forth in M.G.L. Chapter 180 Section 6B.

ARTICLE X—Distribution of Funds in the Event of Dissolution

In the event of dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payments of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organizes and operated exclusively for charitable, educational, or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. It is the intent of this by-law, however, that the assets of the corporation be distributed to such qualifying tax exempt organizations that support the students of Hull, to the extent such organizations may exist and may warrant the receipt of such assets.

ARTICLE XI--Limitation of Liability of Directors and Officers

No officers or directors shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty by such officer or directors as an officer or director notwithstanding any provisions of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an officer or director (I) for breach of the officer's or director's duty of loyalty to the corporation (II) for acts or omissions not in good faith or involve intentional misconduct or a knowing violation of the law, or (III) for transaction from which the officer or director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an officer or director of the benefits hereof with respect to any act or omission occurring prior to such amendment repeal.

ARTICLE X—Fiscal Year

The fiscal year of the organization shall begin on July 1, and end on June 30 of the following year. The fiscal year is applicable to terms of office.