

BY-LAWS  
Chenery Middle School PTO, Inc.  
September 2012

ARTICLE I

Name, Location, Seal, Purpose, Fiscal Year

1. Name. The Chenery Middle School PTO, Inc. (Chenery PTO) is a Corporation operating within the Winthrop L. Chenery Middle School (CMS) community.
2. Location. The Chenery PTO is located at the Winthrop L. Chenery Middle School at 95 Washington Street, Belmont, MA 02478.
3. Purpose. The Chenery PTO supports the students and the staff at the CMS, contributing to the curriculum and extra-curricular programs and activities. The goal of this support is to strengthen the relationships between the CMS, staff, the families enrolled in CMS, and Belmont community.
4. Fiscal year. The fiscal year of the Chenery PTO shall end the last day in August unless changed by vote of the Chenery PTO Board.
5. Written communications. The term "written communication" appearing anywhere in these by-laws include such forms of communication as printed flyers, mail sent via the United States Postal Service, written communications sent by overnight delivery service, written documents delivered by hand, and electronic mail (e-mail). For the purposes of the CMS PTO, phone texting and instant messaging do constitute valid written communication.

Article II  
Members

1. Eligibility. All persons who are parents or guardians of students enrolled in the Chenery Middle School, the Principal and faculty of the school shall be eligible for membership subject to payment of yearly membership dues fixed by the Chenery PTO officers.
2. Tenure. All persons elected as officers shall be members of the Chenery PTO during their tenure as officers; and all other persons who pay prescribed dues shall be members of the Chenery PTO for the period of time for which they pay dues.
3. Powers and Rights. In addition to the right to elect the officers identified in Article IV, paragraph 1, and such other powers and rights as are vested them by law, the Articles of Organization, or in these by-laws the members shall have such other powers and rights as the board of officers may designate.
4. Suspension or Removal. A member may be suspended or removed for cause by a majority of the members constituting a quorum at a special meeting called for that purpose or by a vote of not less than two-thirds of the officers then in office. A member may be removed for cause only after reasonable notice and opportunity to be heard by the members voting thereon.
5. Resignation. A member may resign by delivering a written resignation to the Secretary of the Corporation. Any member's resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless the written letter so states. There shall be no refund of membership dues in case of the resignation of a member.
6. Dues. The officers shall in their discretion prescribe membership dues to be paid annually by all members in dues paying categories and may from time to time change the amount of such dues, discontinue or reinstate them. The officers may establish rules concerning the time of payment of any dues prescribed. The officers may elect to membership for specified terms up to four(4) other persons for whom they may waive the prescribed dues.

7. Regular Meetings of the members (PTO meetings). Regular meetings of the members shall be held from time to time in Belmont, Massachusetts and shall be scheduled and published by the President.
8. Annual Meetings of the members. Until otherwise decided by the officers, the annual meeting of the members shall be held in Belmont, Massachusetts during the month of June in each year and at such time and place as the officers shall determine. If an annual meeting is not held, a special meeting of the members may be called, as provided in section 9 below, with the same force as the annual meeting, and in such case all references in these by-laws, except in this paragraph, to the annual meeting of the members shall refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in paragraphs 9 and 10 of this Article.
9. Special Meetings of the members. A Special Meeting is a meeting that is not one of the regular or annual meetings of the members and shall be held in Belmont, Massachusetts. Special meetings of the members may be called by the President or any Vice President and if not so called, shall be called by the Secretary, except that in the case of the death, absence, incapacity or refusal of the Secretary and the failure of the President or the Vice President(s) to call any special meeting, a special meeting shall be called by any other officer, upon written application of at least two members.
10. Notice. Notice of all meetings of the members, stating the day, hour and place of meeting shall be given by written communication (as defined in Article I, paragraph 6) at least seven days before such a meeting. The notice of any special meeting shall also include a statement of the purpose for which it is called.
11. Quorum. Six members in good standing shall constitute a quorum for any meeting of the members in the absence of which the presiding officer may adjourn the meeting until a quorum is secured.
12. Action by Vote. Each member in good standing shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person, or by signed and written proxy vote, shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization, or these By-Laws.  
Proxies. Proxy votes shall be in writing and signed by the voting member, and shall be given to the Secretary by email, mail or in hand prior to the calling to order of the meeting at which the relevant vote will be taken.

ARTICLE III  
Directors

In accordance with Massachusetts General Law the officers of the Corporation shall have the power of directors and no separate board of directors shall be constituted or elected by the members. The affairs of the Corporation shall be managed by the officers, who shall have and may exercise all the powers of the Corporation except those reserved to the members by law, the Articles of Organization or these By-Laws, and shall be known as the Board of Officers.

ARTICLE IV  
Officers

1. Number and Qualifications. The officers of the Corporation shall be a President, a Treasurer, an Assistant Treasurer, a Secretary, and such Vice Presidents, if any, as elected by the members. The officers shall constitute the Board of Officers. A person may hold more than one office at the same time.
2. School Principal. The person from time to time holding the position of Principal of the Chenery Middle School shall be entitled to notice of meetings of the members and of the officers and shall be entitled to attend and participate in such meeting but shall have no vote.

3. Election. The President, any Vice President, the Treasurer, the Assistant Treasurer, the Secretary and any and all other officers shall be elected by the members at the annual meeting to be held in June.

4. Tenure. The President, any Vice President, Treasurer, the Assistant Treasurer, and Secretary any and all other officers shall hold office until the June annual meeting of the members in the year following their election and thereafter until the end of the fiscal year during which their respective successors are elected, or in each case until the officer sooner dies, resigns or is removed.

5. President and Vice President. The President shall be the chief executive officer of the Corporation and, subject to the control of the officers, shall have general charge and supervision of the affairs of the Corporation. The President shall preside at all meetings of the members and at all meetings of the board of officers. If there is only one Vice President then, if the President dies, resigns, is removed, absent or unable to preside, the Vice President shall preside at all meetings of the members and at all meetings of the board of officers, and shall have and shall exercise all the powers and duties of the President during the absence of the President or in the event of the President's inability to act, death, resignation or removal. If there is more than one Vice President, one Vice President shall be elected by the board of officers to have and exercise all the powers and duties of the President during the absence of the President or in the event of the President's inability to act, death, resignation or removal, and to preside at all meetings of the members and at all meetings of the board of officers. The Vice President or Vice Presidents, if any, shall have such other duties and powers as the President shall determine, according to these by-laws.

6. Treasurer and Assistant Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. The Treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records. The Treasurer will maintain records of all financial transactions and provide written statements of the finances at regular intervals as determined by the President. The Treasurer shall have such other duties and powers as designated by the board of officers or the President. The Treasurer shall also be in charge of its books of account and accounting records, and of its accounting procedures and shall at the annual meeting provide such financial statements as the members may require or as the President shall direct. The Assistant Treasurer shall be responsible for receiving corporation funds and depositing them in the corporation bank account. The Assistant Treasurer shall provide documentation of these transactions to the Treasurer. The Assistant Treasurer shall have and shall exercise all the powers and duties of the Treasurer during the absence of the Treasurer or in the event of the Treasurer's inability to act, death, resignation or removal

7. Secretary. The Secretary shall record and maintain records of all meetings and other proceedings of the members and of the board of officers in a book or series of books kept for that purpose. An electronic copy shall be preserved by the Secretary and posted on the PTO website. The records shall be accessible at all reasonable times to the inspection of any member. Such book or books shall also contain a copy of these attested by the Secretary ("attested" means signed.) A copy of the names of all members and officers and their physical addresses and email addresses shall be kept by the Secretary but not posted online or anywhere else publicly. If the Secretary is absent from any meeting of members or officers, a temporary Secretary chosen by the President at the meeting shall exercise the duties of the Secretary at the meeting.

8. Suspension and Removal of Officers. An elected officer may be suspended or removed from office (a) by vote of a majority of members constituting a quorum at any special meeting of the members called for this purpose or at any regular meeting, or (b) by vote of a

majority of officers then in office (excluding the officer who is the subject of the vote) at any special meeting of the board of officers called for such purpose or at any regular meeting. An officer may be suspended or removed only after reasonable notice and opportunity to be heard before the body proposing suspension or removal.

9. Resignation of an officer. An officer may resign by delivering a written resignation to the President, Treasurer or Secretary of the Corporation. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance shall not be necessary to make it effective. No refund of dues shall be given to a resigning officer.

10. Vacancies. If the office of any officer becomes vacant, the remaining officers may elect a successor. Each successor so elected shall hold office for the unexpired term of the predecessor in said office. In the case of the President, the Vice President, the Treasurer, Assistant Treasurer and Secretary, the successor shall hold office until their respective successors are elected.

11. Regular Board Meetings. Regular meetings of the Board of Officers shall be held as determined by the President. The time and location in Belmont, Massachusetts of each meeting shall be fixed by the then President, except as otherwise determined by the Board of Officers,

12. Special Meetings of the Officers. Special meetings of the officers may be held at any time and at any place when called by the President or by any other officer.

13. Call and Notice.

13 (a) Regular Meetings of the Board of Officers. No additional call or notice shall be required for regular meetings of the officers, provided that reasonable notice of the first regular meeting of the officers of the fiscal year and distribution to all officers of a written schedule containing the times and places for regular meetings, shall be given to all officers at said first regular meeting in hand, or by mail or email. Notice specifying the purpose of a regular meeting shall be given to each officer by hand, email or mail if either contracts or transactions of the Corporation with interested persons or amendments to these by-laws are to be considered at the meeting, and also shall be given as otherwise required by law, the Articles of Organization or these by-laws.

13 (b) Special Meetings of the Board of Officers. Reasonable notice, being not less than 24 hours, of the time and place of special meetings of the officers shall be given to each officer. Such notice needs to specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization or these by-laws.

13(c) Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to an officer if notice is sent by mail or email at least five business days prior to the meeting addressed to the officer at the officer's usual or last known business or residence or email address.

14. Quorum. At any meeting of the officers, a majority of the officers then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

15. Action by Vote. When a quorum is present, at any duly noticed regular meeting of the officers, a majority of the officers present and voting shall decide any question except as otherwise provided by law, the Articles of Organization, or these by-laws. Any unbudgeted item over \$500.00 shall require a vote by the officers. This vote may take place at a regular or special meeting of the board of officers or by signed and written proxy vote. Proxy votes shall be in writing and signed by the voting member, and shall be given to the Secretary by email, mail or in hand prior to the calling to order of the meeting at which the relevant vote will be taken.

16. Action by Writing. Any action required or permitted to be taken at any meeting of the officers may be taken without a meeting if all the officers consent to the action in writing by mail, by hand or by e-mail and the written consents are filed with the records of the meeting of the officers. Such consents shall be treated for all purposes as votes cast at a meeting.

17. Committees. There shall be a standing PTO Nominating Committee appointed under and with the duties specified for them in Article V of these by-laws. The President, with the approval of the board of officers, may appoint such nonstanding committees as are considered by the President to be necessary or desirable to carry out the purpose of the Corporation. Unless the officers otherwise designate, committees so appointed shall conduct their affairs in the same manner as provided in these by-laws for the Board of Officers meetings. The members, including the chairperson, of any committee, standing or non-standing, shall serve at the pleasure of the President.

18. Compensation. Except as may otherwise be determined by vote of two-thirds (2/3) of the Board of Officers, members and officers who provide services to the Corporation shall not receive compensation for such services but may be reimbursed for reasonable and proper expenses incurred in the performance of their duties at the discretion of the President.

#### ARTICLE V Nominating Committee

1. Appointment. The Nominating Committee shall consist of at least three persons appointed by the President from the membership. The Secretary of the Corporation shall ex officio be a member of the Nominating Committee.

2. Vacancies. Any vacancy in the Nominating Committee occurring at any time may be filled by the President.

3. Duties. The Nominating Committee shall submit to each annual meeting of the members, nominations for officers of the Corporation. The Committee shall cause notice of its nominations, and any made by petition as provided in paragraph 4 of this Article, to be published and posted in the main office of the CMS and delivered to the members by hand, mail or email in advance of the date of the annual members meeting to be held in June, and shall also report its nominations to the President and the board of officers in advance of the June members meeting.

4. Additional Nominations. Any additional nominations shall be made by written/email petition signed by at least five members of the Corporation and filed with Secretary not later than seven days prior to the date of the annual meeting in June or, if no annual meeting date has been set, then not later than seven days prior to June 1.

#### ARTICLE VI Execution of Papers

Except as the officers may generally or in particular cases otherwise authorize and except as otherwise provided in these by-laws, all leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or any Vice President and by the Treasurer.

#### ARTICLE VII Personal Liability

The members and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

#### ARTICLE VIII Indemnification

The Corporation shall, to the extent legally permissible, indemnify each of the officers and other persons who are members of the Board of Officers against all liabilities and expenses incurred by reason of such person being or having been such an officer or member of such Board, except for gross negligence or intentional bad acts. This may include amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved or with which such person may be threatened, while in office or thereafter, by reason of such person being or having been such an officer or member of such Board. However, as to any matter disposed of by a compromise payment by such Board member, pursuant to a consent decree or otherwise, no indemnification either for such payment or for any other expenses shall be provided unless such compromise and the related indemnification is approved as in the best interest of the Corporation by (a) a disinterested majority of the officers and other persons constituting the Board of Officers then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such person appears to have acted in good faith in the reasonable belief that his or her actions were in the best interests of the Corporation, or (b) by a majority of the members. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such person may be entitled. The Corporation shall, to the extent authorized by the Board of Officers, voting in the aggregate and not separately, indemnify each of its present and former employees and other agents against the same liabilities and expenses and on the same terms and conditions as specified in this paragraph for Board members. The Board of Officers may at any time and from time to time, on behalf of the Corporation, purchase and maintain insurance in such amounts and for such terms as they shall determine, on behalf of any person who is or was elected an officer or other member of the Board of Officers against any liability incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against any such liability. For the purposes of this paragraph, persons designated herein as being entitled to indemnity shall include such person's heirs, executors and administrators. Nothing contained in this paragraph shall affect any rights to indemnification to which personnel other than those entitled to indemnification herein may be entitled by contract, or otherwise under law.

#### ARTICLE IX Miscellaneous Provisions

Amendments. The Articles of Organization or these by-laws may be altered, amended or repealed in whole or in part by vote of two-thirds of the members in good standing at a member meeting called with prior written notice by mail, by hand or by email to the members containing the proposed alterations, amendments or language to be repealed and a statement that said alterations, amendments or repealed language is to be voted upon at said meeting.