

BY-LAWS
OF
THE THOMAS CARROLL SCHOOL PARENT/TEACHER ORGANIZATION, INC.
DATED: 3/5/12

ARTICLE I: ORGANIZATION

The name of the organization shall be the Thomas Carroll School Parent/Teacher Organization, Inc. ("Carroll School PTO")

ARTICLE II: OBJECTIVE OF THE CARROLL SCHOOL PTO

The objective of the Carroll School PTO shall be to provide a variety of cultural and educational enrichment opportunities for students throughout the school that would otherwise not be available to them. This objective will be reached through additional opportunities in the classroom, cultural enrichment programs, after-school programs, and special events throughout the year with the assistance of volunteers and fundraising activities. The Carroll School PTO will also strive to provide a forum of discussion of current issues that impact the school community and will strive to foster a spirit of cooperative problem solving among students, parents, teachers, staff and the community.

ARTICLE III: GENERAL MEMBERSHIP

Section 1. Any parent, guardian, or other adult standing in *loco parentis* for a student at the school may be a member and shall have voting rights. The principal and any teacher employed at the school may be a member and have voting rights.

Section 2. Dues, if any, will be established by the executive board. If dues are charged, a member must have paid his or her due at least fourteen (14) calendar days before the meeting to be considered a member in good standing with voting rights. The yearly membership dues collected shall be used to off-set fees associated with the maintenance of the corporation, including, without limitation, tax preparation, insurance coverage and filing fees which may from time to time be incurred by the Thomas Carroll School PTO.

ARTICLE IV: EXECUTIVE BOARD

Section 1. Executive Board. The Executive Board shall consist of a chairperson, a vice - chairperson, a secretary, and treasurer. In addition to the duties listed below, each and every Executive Board member shall also coordinate his/her work for the Carroll School PTO so that the purpose of the Carroll School PTO is served including working closely with all other members of the Executive Board to manage the Carroll School PTO and delegating responsibilities for and assisting as needed at all Carroll School PTO activities, functions and fundraisers. Principal and Ex Officio are advisors to the Executive Board and are invited to every Executive Board meeting.

Section 2. Officers. The Officers shall be a chairperson, a vice-chairperson, a secretary and a treasurer. In addition to the duties listed below, each and every officer shall transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

- a. Chairperson: The Chairperson shall preside over all Executive board and general meetings of the Carroll School PTO and, serve as the primary contact for the principal and represent the Carroll School PTO at meetings outside the Carroll School PTO. The chairperson will not have a vote in Executive Board meetings but rather will be the tie breaking vote should a deadlock occur. The Chairperson will have a vote in all General PTO meetings. They will also, once their term is over serve as an *ex officio* member of all committees with the exception of the nominating committee. The chairperson at the end of their two year term will be allowed to run for any office on the board with the exception of vice-chairperson for a period of no less than one year from the end of their term as chairperson.
- b. Vice-chairperson: will have a vote in all Executive board and general PTO meetings. The Vice-chairperson will perform administrative duties as assigned by the Chairperson.
- c. Secretary(s): The secretary(s) (should there be two secretaries each will have a half vote during Executive board meetings) shall keep and maintain all records of the Carroll School PTO including the Carroll School PTO's binder, taking and recording meeting minutes, preparing meeting agendas, handling correspondence, sending notices of meetings to the membership, maintaining the Executive Board member listing, meeting schedule, recorded votes, upcoming events and distributing copies of the meeting minutes, to the rest of the board, within two weeks following each Executive board and each general PTO meeting. The secretary(s) shall bring a copy of the minute's book, to each Executive Board meeting and general PTO meeting. The secretary(s) shall also submit minutes of past meetings for approval at the next meeting including any corrected minutes of past meetings that have not been approved.

- d. Treasurer: The treasurer shall keep accurate financial records, maintain the Carroll School PTO's general ledger, keep records of all financial transactions, checks and authorizations, and produce monthly financial statements. The treasurer, who is the fiduciary of the Executive board shall have responsibility for who and how all funds of the Carroll School PTO are received, as well as keeping an accurate record of receipts and expenditures, and will pay out funds in accordance with the approval of the Executive Board. The treasurer shall be responsible for ensuring that all fiscal policies are followed and is authorized, as is the chairperson, to draw on the Thomas Carroll School PTO checking account under the guidelines established in these by-Laws. Should also present all teachers allocation request to the board.

The Board will establish committees to collaborate on the following duties:

Cultural: Will manage and oversee several social events during the school year. Will also work with the Principal in bringing various cultural events to the school.

Fundraising: Under the direction of the PTO Board; will plan, manage and oversee several fundraising events during the school year.

Communications & Parliamentarian: Will be responsible to conduct an annual review of the by-laws and make suggestions to the executive board. Will manage press releases for the Carroll School PTO.

Section 3: Advisors:

a. Parent Advisors: One parent advisor, per grade level at the Carroll School, for a maximum of six can be duly nominated and elected to serve on the PTO Board, should the need arise. The parent advisors shall act in an advisory capacity and shall serve as a liaison between the general membership and the students, faculty and parents of the Carroll school. Parent advisors have one vote in general membership; however are prohibited from voting in Executive Board meetings.

b. Teacher Advisors: A maximum of three (3) teachers shall be duly nominated and elected to serve on the PTO Board. The teacher advisors shall act in an advisory capacity and shall serve as a liaison between the general membership and the faculty of the Carroll school. Teacher advisors have one vote in general membership; however, are prohibited from voting in Executive Board meetings.

Section 4. Nominations and Elections. Nomination papers, for all upcoming open Executive Board positions, will be sent out to the full General PTO membership with a copy of the By-Laws that contain a description of the job for which they were nominated before the April General PTO meeting each year. Nominations will take place at the April General PTO meeting. Nominations may also be made from the floor, but nominees must indicate their willingness to serve if elected prior to a voice vote being held or their name being placed on the ballot. Voting will take place at the May meeting and shall be by voice vote unless more than one person is running for an office in which case a ballot vote shall be taken. If a ballot vote is required, the treasurer and secretary will be responsible for compiling the ballot. The Treasurer and Secretary will count the ballots but if either is in a contested race then they will not count the vote, and will be replaced by a board member who is not up for reelection or in a contested race. For the June meeting the out going board members will finish their term and transition in the newly elected board members who's term officially begins with the first Executive Board meeting in August.

Candidates for office shall indicate that they are being nominated as a team before their names are placed on the ballot. In the event that all candidates wish to serve as a team, but none have been nominated as a team, the top two vote-getters will be elected.

Elections shall take place yearly at the May PTO meeting.

Section 5. Eligibility. Members are eligible for office if they are members in good standing at least fourteen (14) calendar days before being nominated.

Section 6. Terms of Office. The Chairperson, Vice-chairperson, Secretary, Treasurer, parent advisors and teacher advisors are elected for two year terms of office. The term for the *Ex Officio* is one year. Each person elected shall hold only one office at a time, for no more than two consecutive terms.

Section 7. Vacancies. If there is a vacancy in the office of Chairperson, the Vice-chairperson will become the Chairperson. At the next regularly scheduled meeting, a new Vice-chairperson will be elected. Should the Vice-chairperson be unable to fulfill the role of Chairperson, then general election procedures shall be implemented. If there is a vacancy in any other office, the Chairperson shall review the names of all candidates nominated for that position during the most recent election. The Chairperson shall contact the candidate who received the highest vote count and approach him/her to fill the vacancy. If he/she declines the position, the candidate with the next highest vote count will be contacted, etc. Should no candidate come forward then nominations shall be opened up to the general membership. General Election procedures shall then be implemented. In the case of all vacancies; individuals asked or elected to fill a seat is only for the remainder of the vacated current term.

Section 8. Removal from Office. Executive board members, parent advisors and teacher advisors can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular general PTO meeting where previous notice has been given.

Section 9. Transition. Incoming and outgoing officers shall work cooperatively for a smooth transition. Outgoing officers need to meet and discuss all responsibilities of their positions with new elected officers. Incoming officers are required to learn about their role before the new Executive Board convenes. A copy of the By-Laws will be given to all new Executive Board members. Voting privileges for new Executive Board Members will begin July 1st when the new Executive Board officially begins its term.

ARTICLE V: MEETINGS

Section 1. General Meetings: All general meetings are open to PTO members and to the public. General Meetings shall be publicized and held monthly in accordance with the school calendar.

Section 2. Executive Board Meetings: The chairperson shall schedule Executive Board meetings as needed and as determined by the Executive Board.

Section 3. Special Meetings: Special meetings may be called by the chairperson, any two members of the Executive Board or five general members submitting a written request to the secretary. Previous notice of the special meeting shall be sent to the members at least ten (10) days prior to the meeting, by flyer.

Section 4. Emergency Executive Board Meetings. Emergency Executive Board meetings shall occur when needed and may be called by any two officers with twenty-four (24) hours notice. At least two (2) Board members shall vote either in person, telephone or by proxy. The decision shall be reached by the majority vote of the aforementioned Executive Board Members with the chairperson voting in case of a tie vote. A written record of comments and the vote of each officer, parent advisor and teacher advisor will be available at the next scheduled general meeting. Any Executive Board Member can call an Emergency Executive Board Meeting through the chairperson. An Emergency Executive Board Meeting shall be defined as a request for an Executive Board vote on an issue or funding request that is submitted and needs attention prior to the next scheduled meeting. Emergency Executive Board Meetings for funding requests shall not exceed \$750.

Section 5. Quorum.

a. General Meetings. At general meetings a quorum shall exist when at least ten (10) members of the Carroll School PTO are present at a scheduled meeting.

b. Executive Board Meetings. At Executive Board Meetings a quorum shall exist when at least half the number of board members plus one is present at a scheduled meeting.

Section 6. Voting

- a. General Meeting Votes. All members in good standing are entitled to one vote,
- b. Executive Board Meeting Votes.

The chairperson presides over the voting process but does not have a vote except in the case of a tie, and will call for a vote if a motion to do so is made by a board member that has been seconded. The vice-chairperson, secretary and treasurer all have one equal vote for all voting purposes(if any position is shared by more than one person, such as secretary, then that position will receive a half vote whenever a vote is called). Any Executive Board member may ask for a vote through the chairperson. In the absence of both the chairperson and vice-chairperson, the treasurer shall act as chairperson at the Executive Board Meeting and or the general PTO meeting, and a vote can be taken if a proxy is provided.

- c. Proxy Votes. A vote submitted to the PTO board in writing before a vote is taken will be considered a proxy vote. Proxy votes must be in writing, signed and submitted to the PTO board in person or dropped off at the Carroll School PTO Inbox, located in the front office.

ARTICLE VI: COMMITTEES

Section 1. Membership. Committees may consist of members and Executive Board members with the chairperson acting as an *ex officio* member of all committees.

Section 2. Scholarship Committees. The Scholarship Committee shall be held by the Carroll School PTO and shall handle the distribution and receipt of applications for two scholarships to two students who attended the Thomas Carroll Elementary School, who are graduating from high school in the current academic year, and who are planning to attend college or vocational school. The Scholarship amount will be determined by a majority vote of the Executive Board by the end of November and shall be approved by the membership at the next general meeting. Scholarship applications should be sent to area high schools and information placed in local newspapers to inform the general public. The Scholarship Committee Chairperson shall enlist five or more volunteers to score applications and determine winners.

Section 3. Additional Committees. The board may appoint additional committees as needed including, without limitation, Fundraising, Playground, Hospitality, Membership, Communications, Arts and Enrichment, Family Events, Nominating and Auditing.

Section 4. All committees must present to the Executive Board, in advance any requests or recommendations they may have if it requires an expenditure of PTO funds or if their actions obligate the PTO in any way. The Board will then take a vote and either to approve or disapprove the request or recommendation of the committee.

ARTICLE VII: FISCAL POLICY

Section 1. The budget shall be balanced in every fiscal year (July 1st to June 30th) with expenditures restricted so as not to exceed actual revenue generated during that year, nor fail to provide sufficient funds necessary to meet the next fiscal year's initial operating expenditures. Initial expenditures shall be defined as those expenses incurred from September 1st through October 31st. A tentative budget shall be drafted in the fall for each school year. In November, after the initial school fundraiser, the presiding Executive Board shall vote to establish the baseline budget for expenditures for the fiscal year. This budget is then presented to the general membership and approved when a majority vote is established. Any Executive Board member can ask that after the Executive Board discusses a request for funding that it be discussed further at a General Meeting to include more input from the general membership.

Section 2. The treasurer shall keep accurate records of any disbursements, income and bank account information.

Section 3. One authorized signature shall be required on all checks. Authorized signers shall be the chairperson and the treasurer.

Section 4. Expenses under \$200 that fall within the objectives of the Carroll School PTO and are accompanied by a sales receipt may be refunded without prior Executive Board approval. The Executive Board shall vote on all expenditures over the amount of \$200. The Treasurer shall submit a written account of the expenditure to each Executive Board Member at the next scheduled meeting. The chairperson or a vote of the Executive Board in the absence of the chairperson may authorize unbudgeted expenditures under \$200 when necessary because of time constraints. If a check is needed to purchase items, the Executive Board shall vote on an estimate of the actual bill, provide that amount to the purchaser, and put the name of the company on the check. No blank checks or checks made out to cash shall be issued to anyone. The Executive Board must vote to override this rule on a case by case basis when needed. Any Board member, when they expend funds on behalf of the PTO, will give advanced notice, to the rest of the Executive Board, detailing the specifics of the expenditure. This will be done at a minimum in an email to the rest of the Executive Board.

Section 5. The treasurer is responsible for and shall prepare all financial statements, and 990 and MA PC tax returns at the end of the year, as well as filing all compliance documents with both the State and Federal governments. They will present these referenced documents to the Executive Board at the September meeting for review before filing.

Section 6. Yearly Events Budget.

A yearly plan of events and a budget will be drawn up each school year by the Executive Board for approval by the membership at the November general meeting. The budget may include the following:

- An amount budgeted per grade for field trips
- An amount budgeted toward the library
- An amount budgeted toward cultural enrichment programs
- A specific special project or item for the school
- Petty cash disbursements to teachers to be used as they see fit for the benefit of their class. Amount will vary depending on availability of funds.
- Carroll School Playground Maintenance Fund

Section 7. Funding Requests. The Executive Board must approve all unbudgeted funding requests over \$200, unless otherwise stipulated in the by-laws. All unbudgeted funding requests shall be submitted to the Executive Board in writing prior to an Executive Board meeting. Any other funding requests that have not been distributed to Executive Board members prior to a meeting can be discussed and voted on. The Executive Board can decide to meet privately to vote on any requests that cannot wait at Emergency Executive Board Meetings, but this should be the exception.

Section 8. All donated funds and or goods will be stored in the PTO room of the Carroll school. Should an event occur that warrants a change to this policy, a vote by the Executive Board must be taken to allow this change in policy.

ARTICLE VIII: STANDING RULES

Standing rules may be approved by the Executive Board and the secretary shall keep a record of the standing rules for future reference.

ARTICLE IX: DISSOLUTION

Section 1. The Carroll School PTO may be dissolved with previous notice of at least fourteen (14) calendar days and a two-thirds vote of those present at the general meeting.

Section 2. Upon dissolution of the Carroll School PTO, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the Thomas Carroll Elementary School.

ARTICLE X: AMENDMENTS TO BY-LAWS

These bylaws may be amended at any regular or special meeting, providing that any proposed amendments shall be in writing and submitted to the general membership at a prior meeting and sent to all members of the Carroll School PTO by the secretary. Notice of the proposed amendment may be given by postal mail, email, facsimile or flyer. Amendments will be approved by a two-thirds vote of those present, assuming a quorum.

ARTICLE XI: INSURANCE

The Thomas Carroll School PTO shall purchase and maintain general liability insurance and such other insurance in such amounts as the Executive Board may from time to time deem appropriate to safeguard the assets of the Thomas Carroll School PTO against any potential risk, liability, or losses incurred.

ARTICLE XII: PERSONAL LIABILITY

The Officers of the corporation shall not be personally liable for any debt 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 contractor or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due and payable to them from the corporation.