

AMENDED AND RESTATED BY-LAWS

OF

PLYMOUTH RIVER SCHOOL PTO, INC.

A Massachusetts Not-For-Profit Corporation

Dated: February 13, 2008

**AMENDED AND RESTATED BY-LAWS
OF
PLYMOUTH RIVER SCHOOL PTO, INC.**

WHEREAS, Plymouth River School PTO, Inc. (the “**Corporation**” or the “**PTO**”) was incorporated as a Massachusetts not-for-profit corporation on February 19, 2008;

WHEREAS, the Corporation is the continuation of the Plymouth River Elementary School Parent-Teacher Organization, which existed and operated in Hingham, Massachusetts as an unincorporated association formed in September 1981;

WHEREAS, the by-laws of the Corporation and its predecessor were previously approved on September 22, 2004 (the “**Prior By-Laws**”); and

WHEREAS, in accordance with Article XIII of the Prior By-Laws, the members of the Corporation approved the amendment and restatement of the Prior By-Laws on February 13, 2008.

NOW THEREFORE, the Prior By-Laws are amended and restated, no longer in effect and replaced in their entirety with the following:

**ARTICLE I.
MEMBERS**

Section 1. Membership

Membership of the Corporation shall be available to all parents or guardians of children registered at Plymouth River Elementary School in Hingham, Massachusetts (“**PRS**”) and PRS’ professional staff who would like to participate in the Corporation (the “**Members**”). Membership shall be available without regard to race, color, national or ethnic origin, religion, disability, marital status, sexual preference, gender, political beliefs or financial resources. While active volunteer service by Members on one or more committees of the Corporation (the “**Committees**”) is encouraged, such service is not a membership requirement.

Section 2. Voting

All Members have the right to vote at any Member meeting they attend or by written consent without a meeting. Each Member is entitled to one vote. No Member may assign such Member’s vote. Unless otherwise stated herein or as required by law, actions requiring the vote or consent of the Members shall be approved with the vote of a majority of Members present, and eligible to vote, at a duly called meeting of the Members. There shall be no minimum

quorum requirements for voting at Member meetings, provided however, if the number of Members attending a meeting equals less than ten percent (10%) of the Members then serving on Committees, then the directors of the Corporation (the “**Directors**”), in their discretion, may postpone any Member vote.

Section 3. Regular Meetings

Meetings of the Corporation shall be held on the second Wednesday of every month (other than June, July, August and December) unless extenuating circumstances, as determined by the President, require an adjustment to this schedule. Meeting dates and times will be announced in writing, prior to the first meeting of each new academic year in September and then subsequently in the Corporation’s monthly newsletter (the “**Newsletter**”) throughout the year. Meetings are open to all Members, including individuals not currently serving on a Standing or Special Committee (as defined below). Any Member may submit an agenda item to the board of Directors (the “**Executive Board**”) at least one week prior to a scheduled meeting, or with less notice if approved by the President. All general business of the Corporation shall be conducted at these regular meetings. Such business may include, but is not limited to, any of the following:

- (a) Reports from the Officers and Committees;
- (b) Creating or disbanding Committees;
- (c) Approval of the plans of Committees;
- (d) Approval of expenditures;
- (e) Approval of the proposed Board in May; and
- (f) Approval of the proposed budget in June.

Section 4. Special Meetings

Other meetings of the Corporation may be called by the President, with reasonable advanced notice given to the Members, stating the date, time, place and agenda.

Section 5. Action Without Meeting

Any action to be taken by Members may be taken without a meeting if Members equaling in number a majority of the Members then serving on Committees consent to such action in writing, which may include electronic writings such as e-mail or facsimile. Such action by written consent shall be filed with the records of the meetings of Members and shall be treated for all purposes as a vote at a meeting.

Section 6. Rules of Order

For all matters requiring a vote of the membership, Robert's Rules of Order shall be followed to the extent that each proposal shall be presented and seconded. There shall be an opportunity for discussion and a vote, oral or written, and the results of each vote shall be recorded in the minutes of the meeting.

ARTICLE II. OFFICERS AND DIRECTORS

Section 1. Officers

The officers of the Corporation shall be a President, Vice President, Treasurer, Clerk and such other officers as may from time to time be determined and elected by the Directors. The initial officers shall be those persons named as officers in the articles of organization (the "**Articles**"). Officers shall be selected annually as described below in Article V. Officers shall serve for a term of one year, beginning each term at the Corporation's regularly scheduled meeting in June of each year. A person shall not be eligible to serve for more than two consecutive terms in the same office, unless extenuating circumstances exist, such as an absence of volunteer interest in the same office. All officers shall deliver to their successors all official and pertinent materials as soon as practicable, but in no event later than July 1 of the successor officer's first term.

Section 2. Qualifications

Other than the Treasurer, more than one person may hold the same office at the same time as a shared position. No individual may hold more than one officer position at the same time. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process.

Section 3. Duties of the Officers

(a) President. The President shall be the chief executive officer of the Corporation and as such shall have general charge and supervision of the affairs of the Corporation subject to the supervision of the Executive Board. The President shall preside at all meetings of the Corporation. In addition, the President shall preside at all Budget and Nominating Committee meetings and shall perform other duties as may be prescribed or provided for in these By-Laws. The President shall coordinate the work of the officers and Committees in order that the goals and philosophy of the Corporation may be promoted. The President has the duty and power to see that all orders and resolutions of the Directors are carried into effect. The President shall serve as a signator in the event that the Treasurer is unavailable.

(b) Vice President. The Vice-President shall act as an aide to the President and shall perform the duties of the President in the President's absence, or when called upon to do

so. In addition, the Vice-President shall serve as a Member of the Budget and Nominating Committees. The Vice President shall have such other powers and perform such other duties as the Directors shall from time to time designate.

(c) Clerk. The Clerk shall record and keep all minutes of all Member, officer and board meetings and distribute copies of previous minutes to the Members at the subsequent monthly meeting. The Clerk shall also submit highlights of meetings, in a timely fashion, to the Newsletter Committee for publication in the Newsletter. Other related duties may be assigned, when necessary.

(d) Treasurer. The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall have custody of all of the funds, securities, and valuable documents of the Corporation, shall keep a full and accurate account of all receipts and expenditures, and shall make disbursements in accordance with the approved budget, as authorized by the Executive Board. The Treasurer shall present a monthly budget report at every meeting of the Corporation and whenever deemed necessary by the President. The Treasurer shall be the primary signator authority for all monies expended. The Treasurer shall serve as a Member of the Budget Committee.

(e) Other Officers. Other officers shall have such duties and powers as may be designated from time to time by the Executive Board.

Section 4. Directors

The Directors shall be responsible for the general management and supervision of the business and affairs of the Corporation. The Directors shall be those officers serving as President, Vice President, Treasurer and Clerk. The Executive Board shall have the powers and duties of a board of directors under Massachusetts law. The initial Directors shall be those persons named as Directors in the Articles.

Section 5. Resignation

Any Director or officer may resign at any time by delivering such person's written resignation to any other Director. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. Removal of Officers and Directors

An officer and/or Director may be removed from office with or without cause by vote of either (a) seventy-five percent (75%) of the other Directors or (b) Members equaling in number seventy-five percent (75%) of the Members then serving as chairpersons or co-chairpersons of Committees (the "**Committee Chairs**").

Section 7. Compensation of Directors/Officers

Directors and officers shall not receive any compensation for their services to the Corporation.

Section 8. Vacancies

Continuing Directors may act despite a vacancy or vacancies in the Executive Board and shall for this purpose be deemed to constitute the full Executive Board. Any vacancy in the Executive Board, however occurring, including a vacancy resulting from the enlargement of the Executive Board, may be filled by vote of a majority of the Directors then in office at any meeting.

Any vacancy at any time existing in any office may be filled by vote of a majority of the Directors then in office at any meeting and such successor in office shall hold office for the unexpired term of such officer's predecessor.

**ARTICLE III.
MEETINGS OF THE EXECUTIVE BOARD**

Section 1. Place

Meetings of the Executive Board shall be held at such place, within or without the Commonwealth of Massachusetts, as determined by the Executive Board and named in the notice of such meeting.

Section 2. Regular Meetings

Regular meetings of the Directors may be held without call or notice at such places and at such 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 of the determination. Unless otherwise determined by the President, regular Executive Board meetings will be held either immediately before or immediately after the regular meetings of the Members.

Section 3. Special Meetings

Special meetings of the Executive Board may be called by the President or any two (2) Directors at other times throughout the year, with reasonable advanced notice given to the Members, stating the date, time, place and agenda.

Section 4. Quorum

At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business.

Section 5. Action at Meeting

At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles or these By-Laws.

Section 6. Action by Written Consent

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all of the Directors consent to the action in writing and the written consents are filed with the records of the Directors' meetings. Such consents shall be treated as a vote of the Directors for all purposes. Consents submitted by e-mail shall be accepted as written consents.

Section 7. Telephone Conference Meetings

Members of the Executive Board may participate in a meeting of the Executive Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 8. Vote of Interested Directors

A Director who is (or has a family member who is) a member, stockholder, trustee, director, officer or employee of any entity with which the Corporation contemplates contracting or transacting business shall disclose such person's relationship or interest to the other Directors acting upon or in reference to such matter. Such disclosure shall include any relevant and material facts known to such person about the matter which might reasonably be construed to be adverse to the Corporation's interest. No Director so interested shall vote on such matter nor use such person's personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such matter. However, such Director may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested Directors shall be required before the Corporation may enter into such contract or transaction. In case the Corporation enters into a contract or transacts business with any firm, Corporation or association of which one or more of its Directors is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated solely by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interests of the Corporation.

ARTICLE IV. STANDING AND SPECIAL COMMITTEES

Section 1. Formation

At a regular meeting of the Members, the Executive Board may create such Standing or Special Committees as it may deem necessary in order to promote the purpose of the Corporation and to carry on the work of the Corporation. The President shall be a Member *ex officio* of all Committees. Committees may include, but are not limited to, the following: Budget, Nominating, Fall Fundraising, Spring Fundraising, Road Race, Newsletter, Book Fair, Book Club, School Directory, School Spirit, School Beautification, Field Day, Art, Culture, Staff Appreciation, Holiday Shopping Spree, Recycling, 4th Grade Physics Olympics, 5th Grade Activities, 5th Grade Community Service, All School Community Service and Yearbook.

Section 2. Chairpersons

The Committee Chairs shall be selected as set forth in Article V below. Such chairpersons shall present a plan of work and calendar of events to the Executive Board for approval. It is the responsibility of the each Committee Chair to notify all Members of such Committee whenever a meeting of such Committee is scheduled. No Committee work shall be undertaken without the knowledge of the President and the consent of the Executive Board. A Committee Chair shall not be eligible to serve for more than two consecutive years in the same position, unless extenuating circumstances exist, such as an absence of volunteer interest in that position. The Executive Board and the Committee Chairs are referred to herein as the “**Board**”, and each such person is a “**Board Member**”.

Section 3. Dissolution

The power to disband Standing and Special Committees rests with the Executive Board at a regular meeting of the Members.

Section 4. Official Materials

The Committee Chairs shall deliver to their respective successors all official materials as soon as practicable, but in no event later than July 1 in the first term of such successor.

ARTICLE V. SELECTION OF OFFICERS AND COMMITTEE MEMBERS

Section 1. Nominating Committee

A Nominating Committee shall be solicited by the President during the month of March of each year. This announcement will be made verbally at the March PTO meeting. The Nominating Committee is comprised of the President, the Vice-President and three (3) other Board Members who volunteer to serve on this Committee. The Nominating Committee will be filled on a first-come, first-served basis. The names of the Members of this Committee, once formed, will be printed in the March Newsletter for such year. The primary responsibility of the Nominating

Committee is to (a) review the returned Board nomination forms (as described below) and (b) to place individuals in all Board positions, according to the preferences indicated on the forms, whenever possible. The Nominating Committee shall use its best efforts to find a position for everyone who has expressed a written interest in serving on the Board. A person wishing to serve a 2nd term in their then current position may volunteer to do so, subject to the discretion of the Nominating Committee.

Section 2. Board Nomination Forms

The President will compile and disseminate the Board nomination forms to the entire PRS population in early April. The form will include the title of all Standing Committees and a brief description of their responsibilities. The form will identify (a) the deadline and manner in which forms must be returned to the President, (b) the status of availability within each Committee, and (c) the PTO meeting date and time during which the new Board will be voted on for acceptance.

Section 3. Board Approval and Announcements

During the May PTO meeting, on behalf of the Nominating Committee, the President will present in writing the proposed Board for the upcoming school year to then current Executive Board for nomination. If approved by a majority vote of Directors in attendance, then the proposed Board will be confirmed. If the then current Directors do not approve the submitted nomination, then the Nominating Committee will immediately convene at the meeting to prepare a new proposal and the earlier steps will be repeated until a new Board is approved and confirmed. The names and positions of the newly elected Board will be published in the May Newsletter for such year. Notwithstanding the foregoing, however, if more than one Member seeks the same position on the Executive Board, then such position shall be determined by a majority vote of the then current Committee Chairs in attendance.

Section 4. Selection Timetable

The President and the Members of the Nominating Committee will use best efforts to follow a timetable similar to the one described above and outlined below.

March PTO Meeting:	President will request volunteers to serve on the Nominating Committee.
Early April:	President will disseminate Board nomination forms to PRS community.
Late April:	Deadline for nomination forms to be returned to the President.
Early May:	Nominating Committee meets to review returned forms and to make recommended placements for the incoming Board.

May PTO Meeting:	President recommends the proposed Board to the then current Executive Board for their consideration and a vote of acceptance.
Late May:	New Board will be announced in the May Newsletter.
Late June:	New Board Members will assume their official duties following the close of the PRS academic year.

**ARTICLE VI.
BUDGET PROCEDURES**

Section 1. May Meeting

The President shall ask for a review of the then current allocations found in the budget for each Standing Committee and Special Committee at each May PTO meeting in order to determine the adequacy of the budget. Recommendations for adjustments of each line item of the budget may be made, discussed and voted on as a recommendation by Members present at this meeting. Members may also discuss whether additional funds are needed to complete any then current or anticipated projects. The results of this meeting will be considered by the Budget Committee when they convene in early June, prior to the June PTO meeting.

Section 2. Wishlist Requests

If the Treasurer determines that a surplus of funds is likely to be available after the then current year's budget is met, the President will ask for, in writing, a "Wish-list" from the PRS staff, the Board and the PRS community for recommendations on how to utilize any such surplus funds (such writing, the "**Wish-list Notice**"). A specific date and time by which requests need to be submitted to the Budget Committee for their review, will be communicated in the Wish-list Notice.

Section 3. Budget Committee

The Budget Committee will be comprised of the President, the Treasurer, the Vice-President, and the newly-selected Treasurer for the subsequent year, if there will be a change in this position. The principal of PRS may be invited to participate in Budget Committee meetings as a non-voting observer. The primary responsibilities of the Budget Committee are to (a) prepare a proposed operational budget for the Corporation for the subsequent school year and (b) determine the use of surplus funds, should they exist. The Budget Committee will convene in early June and review (i) an up-to-date status report of the then current budget, prepared by the Treasurer; (ii) recommended changes to the budget made at the May PTO Meeting; and (iii) any additional changes to line items of the budget which the Budget Committee deems necessary and in the best interests of the Corporation and PRS. The Budget Committee will then draft the

proposed budget for the subsequent school year, to be approved or rejected by the Members at the June PTO meeting.

If there is a surplus, the Budget Committee will then review requests made for the funding of Wish-list items. Wish-list recommendations made by the Budget Committee will be approved or rejected by the Members at the June PTO meeting. When considering Wish-list items, the Budget Committee will use its best efforts to maintain a minimal balance of at least \$2,000 to be used as “start-up” funds for the Corporation for the following school year.

Section 4. Acceptance of Proposed Budget and Recommended use of Surplus Funds

The Budget Committee will make a presentation of its recommendations regarding the proposed budget and the spending of surplus funds at the June PTO meeting. A majority vote of all Members present at such meeting will confirm the proposed budget and Wish-list expenditures. If either the proposed budget or Wish-list expenditures are not so approved, then the Nominating Committee will immediately convene at such meeting to prepare a new proposal and the earlier steps will be repeated at the meeting until the budget and/or Wish-list is approved.

ARTICLE VII. PRS SCHOOL COUNCIL ELECTION PROCEDURES

Section 1. Role of the Corporation

It is the responsibility of the Corporation, under the direction of the President, to organize and implement the election procedures for parent representatives to the PRS School Council. The election process will take place in the Spring of each year. Parent representation will consist of two (2) parents each serving overlapping two-year terms. Once the election is completed, the PRS School Council will operate under the guidance and leadership of the PRS principal.

Section 2. Procedure

Letters of recruitment to serve on the PRS School Council will be sent to the PRS community in early Spring by the President. “Letters of Interest” may be submitted by parent candidates in accordance with a deadline identified in the President’s letter, to a marked box or receptacle located in the PRS administration office. Submitted “Letters of Interest” will be printed and distributed to the PRS community for review. A voting ballot will be provided either on or with such distribution letter. A date by which all votes must be returned to the PRS office will be indicated on such distribution letter.

Votes for the representatives on the PRS School Council will be tallied by the President and the PRS principal, and an announcement regarding the results will be made public to the PRS community, in writing, in a timely fashion.

Duties of the newly elected parent members of the PRS School Council will begin immediately, after the public announcement of their election. Although a member of the PRS School Council may not serve simultaneously as an officer of the Corporation or Director, such person may serve as a Committee Chair or a Member on a Standing or Special Committee.

**ARTICLE VIII.
SPONSORS AND OTHER SUPPORTERS OF THE CORPORATION**

Section 1. Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation

Persons or groups of persons designated by the Executive Board as sponsors, benefactors, contributors, advisors or friends of the Corporation or such other title as the Executive Board deems appropriate shall, except as the Executive Board shall otherwise determine, serve in an honorary capacity. In such capacity such persons shall not have right to receive notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

**ARTICLE IX.
INDEMNIFICATION**

Section 1. Indemnification

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Board member against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved solely by reason of serving or having served as a Board member (other than a proceeding voluntarily initiated by such person unless such person is successful on the merits, the proceeding was authorized by the Corporation or the proceeding seeks a declaratory judgment regarding such person's conduct); provided, however, that no indemnification shall be provided for any such person with respect to any matter as to which such person shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such person's action was in the best interests of the Corporation or if such person acted with gross negligence; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the Corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. 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 proceeding, upon receipt of an undertaking by the person indemnified to repay such

payment if such person shall be adjudicated to be not entitled to indemnification under this section.

Section 2. Third Party Beneficiaries

The right of indemnification under this section shall be a contract right inuring to the benefit of the Board members and no amendment or repeal of this section shall adversely affect any right of such Board member existing at the time of such amendment or repeal. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a Board member entitled to indemnification hereunder. The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such Board member may be entitled.

**ARTICLE X.
INSPECTION OF RECORDS**

Section 1. Inspection Rights

Books, accounts, documents and records of the Corporation shall be open to inspection by any Member at all times during the usual hours of business. The original, or attested copies, of the Articles, these By-Laws and records of all meetings of the Directors, officers and Members shall be kept in Massachusetts at the principal office of the Corporation, or at an office of the Clerk or the resident agent, if any, of the Corporation. Said copies and records need not all be kept in the same office.

**ARTICLE XI.
AMENDMENT**

Section 1. Amendments

Except as otherwise provided in these By-Laws or by law, these By-Laws may be amended or repealed, in whole or in part, and new By-Laws adopted if so authorized by the Articles, by either (a) the Executive Board at any meeting of the Executive Board by the affirmative vote of two-thirds of the Directors then in office or (b) by the Members at any meeting of the Members by the affirmative vote of two-thirds of the Members present at such meeting.

Section 2. Limitation on Amendments

Notwithstanding Section 1 of this Article XI, no amendment shall authorize or permit the Corporation to be operated other than exclusively for such purposes as will permit the

Corporation to continue to qualify as an organization exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or hereafter amended.

**ARTICLE XIII.
MISCELLANEOUS PROVISIONS**

Section 1. Name and Purpose

The name and purpose of the Corporation shall be as set forth in the Articles.

Section 2. Fiscal Year

The fiscal year of the Corporation shall be as set forth in the Articles.

Section 3. Corporate Seal

The corporate seal, if any, shall be circular in form with the name of the Corporation around the periphery and the year and state of the incorporation within. The Clerk shall have custody of the seal and may affix it (as may any other officer if authorized by the Directors) to any instrument requiring the corporate seal.

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