



PLYMOUTH RIVER SCHOOL (PRS) PTO, INC.

A Massachusetts Not-For-Profit Corporation

BY-LAWS

Revised June 26, 2020

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

WHEREAS, Plymouth River School (PRS) PTO, Inc. (“**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 had been previously approved, they have been amended and restated, and replaced in their entirety with the following:

**ARTICLE I.
MISSION**

The Plymouth River School (PRS) Parent Teacher Organization (PTO) is a non-profit organization run by parents/guardians of PRS and is committed to enhancing and enriching the education of our children and fostering a sense of community within our school with parents/guardians, teachers and students.

**ARTICLE II.
OBJECTIVES**

The Plymouth River School (PRS) PTO, a volunteer organization, shall endeavor through its activities to strengthen and support the relationship between home and school in close accordance with the mission and vision of the school and school district. Those activities shall be directed toward creating and supporting programs and events to enrich the academic and social experiences in the PRS community. The PTO activities shall be developed and furthered through conference and communication with educators, staff, parents and guardians.

**ARTICLE III.
POLICIES**

- A. The PTO is non-commercial, non-sectarian, and non-partisan. The PTO shall bring issues which may affect the school to the attention of its membership; but neither the name of the PTO nor the names of its officers shall be used in connection with any commercial concern, with any partisan interest, or for any purpose other than to further the work of the PTO.
- B. The PTO shall not seek to direct the administrative activities of the school or control the school's policies.
- C. The PTO Officers and Members may cooperate with other PTOs, schools, and agencies provided they make no commitments that bind the PTO.
- D. In the event of the dissolution of the PTO, the assets of the PTO shall be distributed for one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended.

**ARTICLE IV.
MEMBERSHIP AND BOARD OF DIRECTORS**

Section 1. General Membership

PTO membership shall be available to all parents and guardians of children at PRS and any PRS staff who wish to participate in PTO activities. Membership shall be available without regard to race, religion, ethnicity, national origin, citizenship, sex, gender, gender identity, sexual orientation, age (student age requirements excepted), disability, marital status, parental status, or any protected class relative to hiring, promotion, compensation, admission, enrollment, nomination, appointment, scholarship or other decisions/actions. While active volunteer service by Members on one or more Standing Committee is encouraged, such service is not required. No dues or fees shall be charged for membership.

Section 2. Composition and Duties of the Board of Directors

The guiding body of the PTO shall be termed the “Board of Directors” which consists of the Executive Committee, the Standing Committee Chairs, and the Non-Voting Members.

- A. The Board of Directors shall transact necessary and related business that occurs between PTO meetings; present and report relevant information at General PTO meetings and work collaboratively on the budget and planning process.
- B. The Executive Committee shall consist of at least one President (but typically two Co-Presidents) Secretary, Treasurer and Assistant Treasurer. The quantity of individuals occupying each position may be subject to change as determined by the Executive Committee.
- C. The Standing Committee Chairs consists of at least one person designated annually for such specified PTO areas of focus (ie: Road Race, Social, Book Fair, etc.), but may be subject to change as determined by the Executive Committee.
- D. The Non-Voting Members shall consist of the All Town PTO Representative (usually Executive Board Co-Presidents), School Council Representative(s), PRS Principal and PRS Vice-Principal, and PRS parent(s) and guardian(s).
- E. Any member of the PTO bodies mentioned above may resign at any time by delivering a written resignation to the Executive Board. Removal of a PTO Officer may occur upon a two-thirds (2/3) majority vote of the entire slate of the Board of Directors.
- F. No compensation is provided to any Board of Director for PTO services (unless this pertains to the after-school Voyagers program which is a separate fee-based program).

Section 3. Composition and Duties of the Executive Board

- A. Executive Board members agree to “serve” a three-year term (Secretary signs on with understanding he/she will continue on to serve in Co-President role for 2 years and then rotate off the Board; Treasurer and Co-Treasurer agree to serve a 3-year term and rotate off the Board or may decide to extend service). In the event that an Executive Board member resigns or is removed per Section 2.E above, such vacancy may be filled by appointment by the Board of Directors for the unexpired term. At a minimum, the President, Secretary and Treasurer positions must be filled.
- B. Two Co-Presidents, under the supervision of Executive Board members, will have general supervision of all PTO affairs (including the work of Standing Committees, oversight of annual budget, coordination of PTO goals and philosophy across all related areas). Co-Presidents shall preside at all meetings of the General PTO and Executive Board, shall be an ex-officio member of all Standing Committees, correspond with school officials and PTO representatives, and shall perform all other duties pertaining to the office. Co-Presidents shall serve as signators in the event that the Treasurer or Co-Treasurer is unavailable. The Co-Presidents shall define their division of labor for school year activities.
- C. The Secretary shall keep an accurate and timely record of all agendas and minutes of General PTO and Executive Board meetings and disseminate to Members via PRS website (for General meetings only); shall perform other duties as delegated to him/her; shall agree to the “succession” plan as described in Section 3.A above, *i.e.*, to serve as Co-President after one-year term in Secretary role.
- D. The Treasurer and Assistant Treasurer shall perform and share duties as decided

between such individuals to include:

- a. Receive all monies of the PTO;
 - b. Keep an accurate and timely record of donations, receipts, expenditures, securities and other valuable related financial documents (including but not limited to tax filings and money market accounts);
 - c. Make payments approved as part of Annual Budget;
 - d. Present a statement of account at every Executive Board PTO meeting and/or other times as requested
 - e. Manage online donations made through third party vendor(s)
 - f. Prepare and present an annual report at the close of the fiscal year.
 - g. Serve as signator for PTO financial statements and accounts.
 - h. Meet monthly to review financials and budget status.
- E. Members of the Executive Board shall nominate future Executive Board members and coordinate recruitment of Standing Committee Chairs and Committee Members. New Executive Board members are announced at Spring PTO meeting for next school year, except in the event of a resignation or removal, in which case new Executive Board members may be announced prior to the Spring PTO meeting.
- F. Co-Presidents shall serve for a two-year term, after completing one year as Secretary. The role of Secretary is a succession plan to serve as Co-President where the individual starts as Secretary, shadows current President, then continues in more of a lead capacity. The Treasurer and Assistant Treasurer terms shall be for 3 years and then reviewed by the Co-Presidents upon completion of this term to consider whether an extension in their role is requested or required. Additional length of terms for any Executive Board member shall be considered if extenuating circumstances exist, such as an absence of volunteer interest in any given 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.
- G. If and when deemed necessary by the Board of Directors, the Board shall appoint an outside accountant/auditor. Any accountant/auditor's report shall be submitted to the Board for review and any necessary approval(s). Upon a request by any member of the PTO, a copy of any existing accountant's/auditor's report shall be made available to that member.

Section 4. Composition and Duties of Standing Committees

- A. Standing Committees shall present plans of work to the Executive Committee (including budget and activities); shall assist in committee member recruitment; shall undertake no significant work without the approval of the Executive Committee; shall perform such other duties as may be delegated to them. A Committee Chair is expected to serve his/her term for the duration of the school calendar, barring any unforeseen circumstances.

Section 5. Conflict

- A. Any member of the PTO with perceived or actual conflict of interest, and/or that stands to indirectly or directly benefit, financially or otherwise, relative to any PTO dealings, shall disclose the conflict in writing to the Board, and refrain from participation in any

related matters unless otherwise agreed to by majority vote of board.

Section 6. Confidential Information

A. All members of the PTO agree to safeguard and are prohibited from disclosing any privileged, confidential or otherwise private information relating to or obtained via board activities, inclusive of but not limited to personnel matters or personally identifying student information (except as may be required or permitted by law, and/or as may be necessary to protect health/safety).

**ARTICLE V.
GENERAL PTO AND EXECUTIVE BOARD MEETINGS**

Section 1. Meetings of the General PTO

A. Meetings will take place six times during the school year and will not fall in the months of February, April, July, August and December, unless Co-Presidents determine an adjustment is needed 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 PTO's Weekly Wizard weekly newsletter and PTO website throughout the year. Meetings are open to all Members, including individuals not currently serving on a Standing Committee. Any Member may submit an agenda item to the Secretary preferably one week prior to a scheduled meeting. All general business of the PTO shall be conducted at these regular meetings, and a report from the PRS Principal shall be delivered. If a meeting cannot occur in person, due to unforeseen circumstances, the Executive Board will announce plans to conduct the meeting via another suitable platform, such as video conferencing or over email.

Section 1. Meetings of the Executive Board

A. Meetings of the Executive Board will take place monthly at an agreed upon member's home or through another suitable platform if unforeseen circumstances do not allow for in-person meeting. All members of the Executive Board [that are present at such meetings but at a minimum a majority two-thirds (2/3) of the Executive Board] shall be in agreement in order to make a significant decision which directly implicates the mission of the PTO (per Article I.) These meeting minutes are kept confidential to the Executive Board and are, therefore, not shared with other PTO members, the PRS Principal, or other school staff.

B. The Executive Board also meets with PTO Liaisons from PRS (*i.e.*, PRS teachers or staff serving this role for two years) twice during the year at a pre-determined date and time (preferably in October and May). These meetings are kept confidential to this group of individuals and meeting notes are not shared with all PTO members.

For all matters requiring a vote of PTO members, *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/vote, oral or written, and the results of each vote shall be recorded in meeting minutes.

**ARTICLE VI.
BUDGET POLICIES AND PROCEDURES**

The Executive Board makes ongoing reviews and recommendations of the annual PTO budget. The Executive Board will review the then current allocations found in the budget for each Standing Committee and make adjustments as needed in conjunction with Standing Committee Chair(s) at the beginning of each school year. The PTO fiscal year is July 1 to June 30.

- A. The Executive Board shall prepare, present and submit an annual budget to the membership for approval at the Spring PTO General meeting. Approval of this budget shall occur at this meeting by those members present upon review and discussion from Treasurer. Amendments may be made at General PTO meetings. If this event cannot occur in person, due to unforeseen circumstances, the Executive Board will recommend another suitable platform, such as video conferencing or e-mail.
- B. The PTO shall maintain adequate available cash (amount of cash or liquid assets held in FDIC insured institution) to pay its bills as they are due. The minimum amount of available cash for the coming fiscal year shall be determined as part of the annual budget review at the Spring PTO General meeting.
- C. The PTO may vote to grant monies to PRS teachers for materials and outings that are school approved as part of an annual allocation based on approval of overall budget by PTO. Should there be a surplus at the end of the fiscal year, the PTO may grant additional monies to PRS teachers and staff or carry these funds over to the following year as approved by Executive Board.
- D. The PTO shall maintain a reserve fund (to be used in the event of a shortfall between an approved amount and available cash) which may be used to fund the difference between approved expenses and lower than anticipated revenues. The minimum amount required for the reserve fund shall be 15% of the annual budget approved at the Spring PTO General Meeting.
- E. All receipts for reimbursement must be submitted to the Treasurer within 30 days of the date the expense is incurred, unless prior notice given to the Treasurer. All receipts should be submitted to Treasurer by June 1 of the corresponding school year.

**ARTICLE VII.
INDEMNIFICATION**

Section 1. Indemnification

The PTO shall, to the extent legally permissible, indemnify Board Members against expenses and liabilities reasonably incurred by or imposed upon a Member, including but not limited to in connection with any threatened, pending or completed action, suit, collection or other proceeding, in which such Members become involved solely by reason of good faith service as a Board Member, 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 deemed by adjudication of any governing body, or by a majority vote of the Members of the Board, not to have acted in good faith in the reasonable belief that such person's action was in the best interests of the PTO and its mission, or if such Member acted recklessly, with deliberate indifference or with gross negligence.

Section 2. Third Party Beneficiaries

The right of indemnification as described in Section 1 above 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 VIII.
INSPECTION OF RECORDS**

Books, accounts, documents and records of the PTO 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 General PTO meetings shall be kept by the Executive Board Secretary and on PRS PTO website.

**ARTICLE IX.
AMENDMENTS**

These By-Laws may be amended, added to, altered or repealed at any meeting of the members of the PTO by a vote of the majority of a quorum of the then members, provided that notice, and the opportunity to review / provide feedback to the Board if requested, of the proposed amendment, addition, alteration or repeal is given in the notice beforehand of such meeting. No amendment shall authorize or permit the PTO 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.