

**BY-LAWS
OF
MEMORIAL-SPAULDING PARENT TEACHER ORGANIZATION, INC.**

**ARTICLE FIRST
Name and Policies**

1.1 Name. The organization shall be known as the Memorial-Spauldning Parent-Teacher Organization (the “PTO”).

1.2 Policies. The policies of the PTO shall be non-commercial, non-sectarian, and non-partisan; and its name shall not be used in connection with any political interest or candidate.

**ARTICLE SECOND
Purposes, Offices, Powers**

2.1 Purpose. The PTO is hereby formed as a non-profit corporation under Chapter 180 of the General Laws of the Commonwealth of Massachusetts to engage exclusively in charitable, educational, literary and scientific activities, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended from time to time, or the corresponding section of any future tax code) related to the promotion of the welfare of the students at Memorial-Spauldning Elementary School, Newton, Massachusetts (the “School”) by (i) promoting the core values of the School, which hold that all students are capable of high personal achievement; that effort leads to success; that open, honest, and clear communication are vital; and that all students are expected to demonstrate kindness toward one another; (ii) supporting the efforts of the School’s staff, faculty and administrators in providing optimal educational, emotional, social and physical growth for students; (iii) encouraging involvement of parents in the life of the School; (iv) encouraging cooperation, collaboration, and communication between parents and the School’s staff, faculty and administrators; (v) generating interest in and understanding of the School within the broader Newton, Massachusetts community; and (vi) working collaboratively with the School’s Council and Human Differences Team.

2.2 Offices. The PTO shall have and continuously maintain an office in the Commonwealth of Massachusetts and may have other offices within or without the Commonwealth of Massachusetts as the Board of Directors may from time to time determine.

2.3 Powers. The PTO may carry on and engage in any activities which constitutes a charitable, educational, literary and/or scientific purpose within the meaning of the laws of the Commonwealth of Massachusetts and also within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended from time to time, or the corresponding section of any future tax code) and shall have and exercise all the powers conferred by the laws of the Commonwealth of Massachusetts upon non-profit corporations under Chapter 180 of the General Laws of the Commonwealth of Massachusetts, and without limitation on the foregoing, the PTO may raise funds for the furtherance of the PTO’s activities by solicitation and receipt of contributions, donations, gifts, bequests, grants and/or sponsorships.

ARTICLE THIRD

Members

3.1 Qualification and Enrollment. The parents, legal guardians and/or step-parents of students enrolled at the School and the School's staff, faculty and/or administrators shall automatically be eligible for membership in the PTO. Each September, the PTO shall conduct an annual enrollment of Members, but may also admit those who are eligible at any time. The Clerk shall prepare an information sheet with name, address, contact information and any other information he or she deems necessary for each Member to fill-out and submit.

3.2 Powers and Rights. Each Member shall be entitled to one vote on each matter submitted to a vote of the Members. In addition to the right to elect Officers as provided in Article Fourth and such other powers and rights as are vested in them by these By-Laws, the Members shall have such other powers and rights as the Board of Directors may designate.

3.3 Resignation. A Member may resign by delivering his or her written resignation to any Officer of the PTO, to a meeting of the Members or Board of Directors or the PTO at its principal office. Such 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.

ARTICLE FOURTH

Officers

4.1 Number and Qualification. The officers of the PTO shall be a President, Treasurer, Clerk and Recording Secretary (the "Officers") and such other officers as may from time to time be determined by the Board of Directors. Any two or more offices may be held by the same person. All Officers must be Members of the PTO.

4.2. Powers. The Officers shall constitute the directors of the PTO (the "Directors" or the "Board of Directors"). The Board of Directors shall manage the affairs of the PTO, shall exercise all the powers of the PTO and shall be solely responsible for making policies of the PTO.

4.3 Nominations and Elections. Any vacancies in any office, whether due to death, resignation, removal or expiration of a term shall be filled through the solicitation of volunteers from the Members. In the event more than one (1) individual volunteers for the same office, then an election shall be held and the Officer shall be elected by the affirmative vote of a majority of the Members then entitled to vote at the last Regular Meeting of each School year or at the special meeting called for the purpose of filling such vacancy. At least two (2) weeks prior to any election meeting, whether it be the last regular meeting of each School year or at any special meeting, the Clerk shall prepare ballots and candidate profiles and distribute them to the Members. Each successor to an Officer shall hold office for the unexpired term of such Officer.

4.4 Term. Except as provided by law or these By-Laws, the Officers shall hold office until the last regular meeting of each School year, and thereafter until his or her successor

shall have been nominated and/or elected by the affirmative vote of a majority of the Members then entitled to vote. Other officers shall hold office until the next last regular meeting of each School year, unless a shorter term is specified in the vote choosing or appointing them. Officers may not hold the same office for more than three (3) consecutive years, except by the affirmative vote of a majority of the Board of Directors.

4.5 Resignation. Any Officer may resign at any time by delivering his or her resignation in writing to the Clerk or, in case the office of the Clerk is vacant, to any other Officer or the Board of Directors. Such 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.

4.6 Removal. Any Officer may be removed with or without cause by a vote of a majority of the remaining Directors then in office provided that the proposal to remove the Officer was made in the notice of meeting of the Board of Directors. An Officer may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors.

4.7 President. The President shall preside at all meetings of the PTO and Board of Directors meetings. It shall be the President's duty and he or she shall have the power to see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be a member of all committees. The President may appoint ad-hoc committees and liaison persons throughout the School year when necessary and shall perform all other duties pertaining to the office of the President. The President shall serve as a liaison of the PTO to the principal of the School, all committees, the community and the Newton PTO Council. The President shall have such other duties and powers as the Board of Directors shall determine.

4.8 Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the PTO. He or she shall have charge of all PTO investments and shall receive all contributions, donations, gifts, bequests, grants and/or sponsorships and other amounts payable to the PTO. The Treasurer shall, subject to the orders and under the supervision of the Board of Directors, have the custody and care of securities, cash and valuable papers of the PTO. The Treasurer shall keep full and accurate accounts of receipts and disbursements in the books belonging to the PTO and shall deposit all moneys and other valuable effects in the name and to the credit of the PTO in such depositories as shall be designated by the Board of Directors or, in the absence of such designation, in such depositories as he or she shall deem proper. The Treasurer shall render to the President and the Board of Directors such statement of transactions and accounts as the President and Board of Directors may from time to time require. The Treasurer shall perform such duties and have such powers in addition to the foregoing as the Board of Directors may designate.

4.9 Clerk. The Clerk shall record and maintain records of all proceedings of the Board of Directors and Members in a book or books kept for those purposes and shall have custody of the seal of the PTO. The Clerk shall perform such duties and have such powers in addition to the foregoing as the Board of Directors shall designate. If the Clerk is absent from

any meeting of the Board of Directors or the Members, a temporary Clerk appointed by the President shall exercise the duties of the Clerk at the meeting.

4.10 Recording Secretary. The Recording Secretary shall be responsible for receiving and transmitting all correspondence to and from the PTO. The Recording Secretary shall also keep full and accurate records on each Member and accounts of community efforts, contributions, donations, gifts, bequests, grants and/or sponsorships. The Recording Secretary shall perform such duties and have such powers in addition to the foregoing as the Board of Directors shall designate.

4.11 Committees. The Board of Directors may establish committees and select and appoint certain individuals to serve on such committees as they deem necessary to promote and support the purposes and interests of the PTO.

ARTICLE FIFTH

Meetings

5.1 Board of Director Meetings. Regular meetings of the Board of Directors shall be held at such places within the United States at such times as the Board of Directors may determine, in no event, however, shall there be less than one (1) regular meeting per School year. Special meetings of the Board of Directors may be held at any time and at any place within the United States. Special meetings of the Board of Directors may be called by the President or a majority of the Board of Directors. A written notice of each regular and special meeting of the Board of Directors, stating the place, date and time and the purposes of the meeting, shall be delivered, either personally or by mailing it, postage prepaid, to each Director, addressed to such Director at the Director's address as it appears in the records of the PTO, not less than ten (10) days prior to a regular meeting and not less than twenty four (24) hours prior to a special meeting.

5.2 Member Meetings. Regular meetings of the Members shall be held at such places within the United States at such times as the Board of Directors may determine, in no event, however, shall there be less than four (4) regular meetings per School year. A written notice of each regular and special meeting of the Members, stating the place, date and time and the purposes of the meeting, shall be posted at the School and delivered, either personally, by electronic mail, the School newsletter, sent home with the students or by mailing it, postage prepaid, to each Member, addressed to such Member at the Member's address as it appears in the records of the PTO, not less than ten (10) days prior to a regular meeting and not less than twenty four (24) hours prior to a special meeting.

5.3 Quorum. At any meeting of the (i) Board of Directors a majority of the Directors then in office shall constitute a quorum; and (ii) Members a majority of those present shall constitute a quorum. Any meeting may be adjourned by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

5.4 Action by Vote of Board of Directors. At any meeting at which a quorum is present, the action of the Board of Directors, as the case may be, on any matter brought before the meeting shall be decided by the vote of a majority of those present and voting, unless a different vote is required by law or these By-Laws.

5.5 Action by Vote of Members. Each Member shall only have one vote. When a quorum is present at any meeting, a majority of votes properly cast by members present in person shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization or these By-Laws.

5.6 Directors' Participation by Telephone at a Meeting. Unless otherwise provided by law, the Board of Directors may participate in a meeting of the Board of Directors 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 for all purposes.

5.7 Action by Writing. Any action by the Board of Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the Board of Directors' meetings. Such consent shall be treated as a vote of the Board of Directors for all purposes.

ARTICLE SIXTH

Execution of Papers

Except as the Board of Directors may generally or in particular cases authorize, the execution thereof in some other manner, all transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the PTO shall be signed by the President or by the Treasurer. Any transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the PTO that require the signature or more than one person shall be signed by the President or by the Treasurer and any one or more of the Board of Directors, as the case may require.

ARTICLE SEVENTH

Sponsors, Benefactors, Contributors, Advisors

The Board of Directors may designate persons or groups of persons as sponsors, benefactors, supporters, contributors or advisors of the PTO or such other title as the Board of Directors deem appropriate. Such persons shall serve in an honorary capacity and, except as the Board of Directors shall otherwise designate, shall in such capacity have no right to 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 except as determined by the Board of Directors.

ARTICLE EIGHTH
Indemnification

To the extent that the PTO has the power to indemnify any person or persons pursuant to Section 6 of Chapter 180 of the General Laws of the Commonwealth of Massachusetts, as the same may be amended from time to time, such persons or persons shall be fully indemnified, but only in accordance with and in compliance with the provisions and requirements of said section.

ARTICLE NINTH
Dissolution

9.1 Authorization of Dissolution. By an affirmative vote of the majority of the Members entitled to vote at a meeting duly called for such purpose, the PTO may be dissolved. Upon such affirmative vote, the Board of Directors shall cause a petition for the PTO's dissolution to be filed in the Supreme Judicial Court of Massachusetts or the Superior Court of Massachusetts sitting in Middlesex County setting forth the substance of the grounds of the application.

9.2 Distribution of Assets. Upon the dissolution of the PTO, its assets shall and may only be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court with competent jurisdiction of the county in which the principal office of the PTO is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE TENTH
Miscellaneous

10.1 Seal. The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the PTO, the year of its organization, and the word "Massachusetts."

10.2 Waiver of Notice. Whenever notice whatever is required to be given under the provisions of the Act or under the provisions of the Articles of Organization or by these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

10.3 Amendment. These By-Laws may be altered, amended or repealed, in whole or in part, and new By-Laws may be adopted by a majority of the Board of Directors present at any regular meeting or special meeting, provided that at least two (2) days notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

10.4 Fiscal Year. The Fiscal Year of the PTO shall end in each year on August 31 or on any other such date as the Board of Directors may determine.