

**By-Laws  
Of  
Madison Elementary School Parent Teacher Organization**

**Article I**

Name

The organization shall be called Madison Elementary School Parent Teacher Organization, hereafter referred to as MES PTO.

**Article II**

Purpose

The purpose of the organization shall be to aid the students of Madison Elementary School by providing support for their educational and recreational needs. The MES PTO is committed to having its programs and internal operations administered on a non-discriminating basis with respect to race, religion, color, socioeconomic status, gender, disability, marital status, national origin, or age.

**Article III**

Membership

All parents and/or legal guardians of the students who currently attend Madison Elementary School and all current faculty and staff of Madison Elementary shall be included in the membership of the organization. All Members shall have the right to attend and participate in all meetings and activities of the organization, to vote, and to hold office.

**Article IV**

Executive Committee

**Section 1. General Powers:** The affair the organization shall be governed by its Executive Committee which shall have charge, control, and management of the affairs, properties, and funds of the organization and which shall have the power and authority to do and perform all acts and functions not inconsistent with law or these Bylaws, or with any actions currently in effect, taken at the any meeting of the organization. In addition, the Executive Committee shall have the following specific duties:

- a. To ensure that the purposes, goals, and public polices of the organization are achieved. This shall include: fiscal oversight, long range financial planning, recommending and implementing long-range goals, promoting public understanding of the organization and its purpose and any other action that it deems necessary to carry out its primary responsibility.
- b. To approve in general the various programs of the organization.
- c. To determine by whom and in what manner the bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, or other documents of the organization shall be signed.
- d. To leave a sum of at least \$1000 carried over from the end of one school year to the beginning of the next school year as start-up monies.

**Section 2. Number and Tenure:** The number of Members on the Committee shall not be less than five (5). The Executive Committee elected at the last regular meeting of the school year to succeed the previous Committee named in the Articles of Agreement shall be elected for terms of one year and until their successors are elected.

**Section 3. Regular Meetings.** Regular meetings shall be held monthly as specified in a calendar or schedule published prior the beginning of each school year.

**Section 4. Special Meetings.** Special meetings of the organization may be held at the call of the President at any time. The purpose of the special meeting shall be stated in the call for which there will be notice posted.

**Section 5. Notice.** Notice of any special meetings shall be posed at Madison Elementary School not less than seven (7) or more than thirty (30) days prior to the meetings. Notice of a special meeting shall set forth the matters to be acted upon and only matters so set forth shall be acted upon at the meeting.

**Section 6. Quorum; Proxies.** More than 50% or officers or members present at a meeting shall constitute a quorum at any meeting of the organization but a lesser number may adjourn a meeting to a specified time and place and without further notice the meeting may be held at such a time and place, providing a quorum is present. No voting by proxy shall be permitted at any meeting of the organization.

**Section 7. Manner of Acting.** The act of a majority of the Executive Committee present at a meeting at which a quorum is present shall be the act of the entire Executive Committee, unless the act of a greater number is required by law or these By-laws. The Committee may also act by written consent of all the Executive Committee members, setting forth the action taken.

**Section 8. Vacancies.** A vacancy shall be deemed to exist in the Executive Committee of the organization when a member of the Executive Committee (a) fails to accept the office within fifteen (15) days after notice thereof; (b) is removed; (c) dies; or (d) resigns. Any member who shall be absent without excuse from three (3) regular meetings of the Executive Committee during one (1) year shall be deemed to have resigned from the Executive Committee. The Executive Committee shall by resolution define those absences to be deemed unexcused. In the event of any vacancy on the Executive Committee, the remain members shall, by majority vote, appoint a new member to fill such vacancy and said appointee shall hold office for then expired term of such predecessor in office and until such successor shall have been elected and qualified.

**Section 9 Removal.** Any member may resign at any time by giving written notice of such resignation to the Secretary. Such resignation shall take effect on the date of receipt or at any time specified therein. Any member may be removed from office at any time by the affirmative vote of the majority of the whole Executive Committee, with or without cause, whenever in the judgment of a majority of the whole Executive Committee proposed action

is contained in the notice of the meeting and provided a statement of such proposed action is contained in the notice of meeting and delivery to him or her, in person, not less than fifteen (15) days before the meeting or by mailing the same, not less than twenty (20) days before the meeting, by certified mail, with return receipt requested, addressed to such member at his or her last known place of abode.

## **Article V** Officers

**Section 1. Officers.** The officers of the organization shall be a President; a Vice President; a Secretary, a Treasurer; and a Room Parent Coordinator

**Section 2. Election.** All shall be elected by a majority of Committee present at the last meeting of the school year. All parents and /or legal guardians of students who currently attend Madison Elementary and all current faculty and staff who support the purpose of the organization and are willing to work to achieve its goals may be eligible to be nominated by the Executive Committee to be a candidate for election to the position of officer. The list of nominated officers will be distributed at least 10 days before the election meeting in June.

**Section 3. Term.** The term of office shall be one (1) year and until their respective successors are elected and qualify, but any officer may be removed from office either with or without cause, at any time by the affirmative vote of a majority of the authorized number of the Executive Committee. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Executive Committee.

### Section 4. Duties.

- a. President: The President shall be the principal executive officer of the organization and, subject to the control of the Executive Committee and the direction of the membership, shall in general supervise and control all of the activities of the organization. The President shall be a member of the Executive Committee and, when present, shall preside at all meeting of the Executive Committee and all meetings of the membership. The President should vote only in the case of a tie vote in the Executive Committee or the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization. It shall be the President's responsibility to see to it that all resolutions and orders of the Executive Committee are carried out.
- b. Vice President: The Vice President shall be a member of the Executive Committee. The Vice President shall, in absence or disability of the President, perform the duties of the President, and when so acting, shall have the powers of and be subject to all restrictions upon the President. The Vice President shall perform such other duties as may from time to time be assigned by the President or by the Executive Committee.

- c. Secretary: The Secretary shall be a member of the Executive Committee. The Secretary shall keep the minutes of the proceeding of the members and the Executive Committee, shall see that all notices are duly given in accordance with these Bylaws, and, in general, perform all the duties incident to the office of Secretary and such other duties as may be assigned by the President or Executive Committee.
- d. Treasurer: The Treasurer shall be a member of the Executive Committee. The Treasurer shall have charge of and be responsible for all funds of the organization and shall receive and give receipts for monies due and payable to the organization from all sources and shall deposit such funds in such banks or other organization as are selected by the Executive committee. The Treasurer shall make disbursements as authorized by the President, Executive Committee, or membership in accordance, with the budget adopted by the general membership. The Treasurer shall present a written financial report at each General Membership Meeting of the membership and at other times as requested by the Executive Committee.
- e. Room Parent Coordinator (RPC): The Room Parent Coordinator shall be a member of the Executive Committee. The RPC shall organize the assignment of a room parent to each teacher, and inform both teachers and potential room parents of their respective roles. The RPC will maintain communication with room parents and teachers throughout the school year and shall perform any other duties as assigned by the President or Executive Committee.

## Article VI Order of Business

**Section 1. Order of Business.** The order of business at any regular or special of the Executive committee shall be:

- a. Reading and approval of any unapproved minutes.
- b. Reports of officers and committees.
- c. New business
- d. Unfinished business
- e. Adjournment

## Article VII Committees

**Section 1. Executive Committee.** The Executive Committee shall consist of all officers of the organization.

**Section 2. Standing Committees.** The Executive Committee may establish standing committees to carry out the on-going work of the Executive Committee. Members of these committees shall be appointed by the President and may be composed of Executive Committee members and/or non-Executive Committee members. Each committee chair

must be appointed or approved by the President, with the exception of the Finance committee in which the chair shall be the elected Treasurer of the organization.

The overall function of all standing committees is to research and analyze data in order to make specific recommendation to the Executive committee. No committee may determine policy or act outside of the parameters established by the Executive committee. Standing committees may consist of, but not be limited to the following:

- a. Finance
- b. Personnel
- c. Fund Development

### **Article VIII**

#### Location of the Organization

**Section 1. Location.** The organization shall be located at Madison elementary School, 2069 Village Road, Madison, New Hampshire, 03849

**Section 2. Mailing Address.** The mailing address of the organization shall be Madison Elementary School PTO, 2069 Village Road, Madison, New Hampshire 03849.

### **Article IX**

#### Fiscal Year

The fiscal year of the organization shall begin on the first day of July in each year, and shall end of the 30<sup>th</sup> day of June next following unless other determined by the Executive Committee.

### **Article X**

#### Exempt Activities

The organization shall be operated exclusively for the purpose stated in Article II and no part of its net earnings shall be given to the benefit of or be distributed to its members, members of the Executive Committee, other private individuals or organization. The organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in order to further the stated purpose of the organization.

### **Article XI**

#### Dissolution

In the event the MES PTO shall ever be dissolved, none of its assets shall inure to the benefit of any private individual, Officer, or member and all assets shall be distributed to some other corporation or group with aims similar to those of this organization.

**Article XII**  
Contributions

The organization may accept any gift, grant, legacy, bequest, device, or contribution for achieving the purpose of the organization. All cash transactions and donations shall be double counted with two signatures prior to submission to the Treasurer. At least one signature needs to be a MES PTO member or Executive Committee member.

**Article XIII**  
Indemnification

This organization shall indemnify any present or former officer, member, or volunteer of this organization, and each such person who is serving or who has served, at the request of this organization as an officer, partner, trustee, employee, or agent of another organization, partnership, joint venture, corporation, trust, or other enterprise to the fullest extent possible against expenses, including attorney's fees, judgments, fines, settlement, and reasonable expenses, actually incurred by such person relating to his or her conduct as a director, officer, employee member, or volunteer of this organization, except that a mandatory indemnification required by this sentence shall not apply to i.) breach of the duty of the loyalty to the organization; ii.) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; or iii.) for a transaction from which such person derived an improper personal benefit.

**Article XIV**  
Amendments

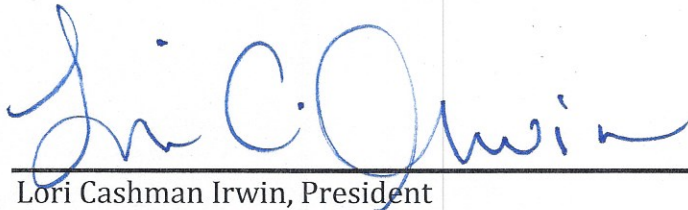
The by-laws may be amended by a vote of the Executive Committee at any annual or special meeting of the organization at which a quorum is present and at least a vote of more than fifty percent (50%) of the members are present; provided that no amendments to the by-laws shall be inconsistent with the Articles of Agreement and further provided that notice of any proposed amendment be included in the notice of the meeting as set for above.

**Article XV**  
Conflict of Interest

Any possible conflict of interest on the part of the any member of the MES PTO or of its Executive Committee shall be disclosed in writing to the Executive Committee and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Executive committee. Where the transaction involving an Executive committee member, trustee or officer exceeds five hundred dollars (\$500.00), but is less than five thousand dollars (\$5000.00) in a fiscal year, then a two-thirds vote of the disinterested members present at a regular or special meeting and publication in the school newsletter is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the actual vote itself. Every new member of the Executive Committee will be advised of this policy upon entering the duties of his or her office. The Executive Committee will comply with all requires of New Hampshire law in

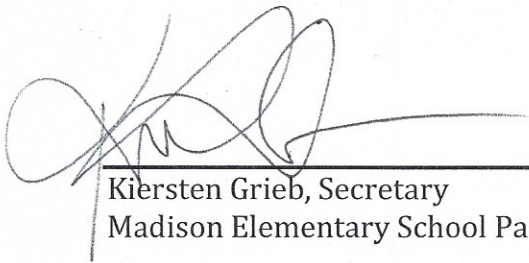
this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

Amended and adopted on this 13<sup>th</sup> day of October, 2014.



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Lori Cashman Irwin, President  
Madison Elementary School Parent-Teacher Organization



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Kiersten Grieb, Secretary  
Madison Elementary School Parent-Teacher Organization