

**ZERVAS ELEMENTARY SCHOOL
PARENT- TEACHER ORGANIZATION, INC.
BY-LAWS
(As amended through August 22, 2006)**

ARTICLE I. Name, Location, Affiliation and Fiscal Year

Section 1. The name of this Organization, located in Newton, Massachusetts, shall be the Zervas Elementary School Parent Teacher Organization, Inc. (PTO). It shall be an affiliate of the Newton Council of Parent Teacher Organizations.

Section 2. The fiscal year of the Organization shall be July 1 to the following June 30.

ARTICLE II. Purposes

The purposes of this Organization are: 1) to foster communication, understanding, and cooperation among parents and teachers in order to benefit all of the children in the Zervas Elementary School; 2) to provide support and services to the school community; and 3) to promote and encourage the support of public school education in the City of Newton.

Said Organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE III. Policies

This Organization shall be non-commercial, non-sectarian, and non-partisan. No commercial enterprise and no political candidate shall be endorsed by it. Neither the name of the Organization nor the names of its officers in their official capacities shall be used in connection with a commercial concern or with any political candidate, or for any purpose other than the regular work of the organization.

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of the By-Laws, the Organization shall not carry on any other activities not permitted to be carried on: (a) by an organization

exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code; or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

ARTICLE IV. Membership & Dues

Section 1. Each member of the teaching staff of the Zervas Elementary School in the City of Newton and each parent or legal guardian of a pupil of such school shall automatically be a member of this Organization.

Section 2. The duties of the membership shall be to support, sponsor, coordinate, and implement activities to further the purposes of the Organization as stated in Article II.

Section 3. Payment of dues will be encouraged but not mandatory. The recommended dues for each school year will be determined by vote of the Board of Directors of the Organization, subject to approval by the majority vote of the members present at the last business meeting of the prior school year. Teachers will be exempt from paying dues.

Article V. Budget and Expenditures

The preliminary budget for the following fiscal year shall be prepared at the end of each school year and presented at the last Board of Directors meeting of the year. The budget shall be approved at the first meeting of the new school year. Any expenditure of \$300 or greater not contained in the budget must be approved by the Board of Directors in the course of the fiscal year. The President, each Co-President, Treasurer, and when applicable the Assistant Treasurer, are the authorized signatories for all Organization expenditures, but only one signature is required.

Article VI. Organization Meetings

Section 1. There shall be no fewer than two regular meetings of the Organization during the school year. Special meetings may be called by the Board of Directors or by the written request of at least ten members of the Organization. The purpose of such special meetings shall be clearly stated in the notice of such meetings. At least ten days notice of all meetings shall be given to members. Fifteen members of the Organization shall constitute a quorum.

Section 2. The annual meeting of the Organization shall take place in May or June. At this meeting, the report of the Nominating Committee shall be presented and elections shall duly take place. The annual reports of the President or Co-Presidents and the Treasurer shall be presented at this meeting.

Article VII. Officers and their Duties

Section 1. The Organization shall elect annually one President or two Co-Presidents, up to four Vice Presidents, a Treasurer, and a Secretary of the Organization. Each such officer, with the exception of the Co-Presidents, shall be elected for a one year term. If two Co-Presidents are elected, each Co-President shall be elected for a term of two years such that only one year of each Co-President's term overlaps with another Co-President. Vacancies in said offices may be filled only by members of the Organization. Elections shall be by written ballot if any member so requests. There shall also be such Assistant Treasurers of the Organization as the Board of Directors may elect or re-elect for a term of one year, to whom the Treasurer may delegate limited and discrete powers and duties of the office of the Treasurer; provided that, the Board of Directors is fully-informed of such duties.

Section 2. President or Co-President. The office of President may be shared by two individuals who will be referred to as Co-Presidents. The President or Co-Presidents shall preside at all meetings of the Organization, and its Board of Directors.. The President or Co-Presidents shall be ex-officio member(s) of all committees, except the Nominating Committee. The President or Co-Presidents may appoint ad hoc committees throughout the year when necessary and shall perform all other duties pertaining to the office.

Section 3. Vice Presidents. Up to four Vice Presidents shall act as assistants to the President or Co-Presidents and shall perform duties of the President or Co-Presidents in his or her absence.

Section 4. Treasurer. The Treasurer shall be responsible for receiving all moneys of the Organization and shall make authorized disbursements. The Treasurer shall keep accurate accounts of the funds of the Organization and shall present a Statement of Account upon request of the President, a Co-President, or the Board of Directors. The Treasurer shall assist with the preparation of the annual budget. The accounts shall be reviewed annually by a person designated by the President or Co-President at the end of each school year.

Section 5. Secretary. The Secretary shall keep a true record and minutes of all business transacted at each meeting of the Organization and its Board of Directors , which minutes, after approval, shall be maintained as a permanent record. If the Secretary is unable to attend a meeting, the President will appoint a replacement for that specific meeting. The Secretary shall also perform other duties ordinarily incident to the office as delegated by the Board of Directors.

Section 6. Execution of Documents. The President, Co-Presidents, the Treasurer, the Secretary, and any Assistant Treasurer, if elected and so authorized by the Board of Directors, shall have power to sign all documents on behalf of the Organization.

Article VIII. Board of Directors

Section 1. The Board of Directors of the Organization shall consist of:

A. President or Co-Presidents, Vice-Presidents, Treasurer, and Secretary of the Organization.

B. The Principal of the Zervas Elementary School, who shall also be a member ex-officio of all committees of the Organization.

C. Up to two Zervas Elementary School teacher representatives selected by the Principal of Zervas Elementary School.

Section 2. The duties of the Board of Directors shall be to recommend annual goals and strategies to the Organization; to approve the general plans and programs of committees; to formulate, in cooperation with the Treasurer, an annual budget to be submitted to the Organization for approval; and to transact necessary business between meetings of the organization. The Board of Directors shall establish each year for the following year such committees as the Board deems necessary.

Section 3. Meetings, Notices, and Quorum. There shall be three or more regular meetings of the Board of Directors each year at such places and times as the President or Co-Presidents may designate. Special meetings may be called at any time by the President, a Co-President, or at least five members of the Board to be held at such places and times as stated in the calls to the meetings. Notices of each regular meeting shall be sent to each member of the Board at least seven days before the time of the meeting. Notices of each special meeting shall state the object for which it is called and shall be sent to each Board member at least one day before the time of the meeting. At all meetings of the Board of Directors, a majority of the total number of members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Board members present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise permitted or provided by statute, or by these by-laws.

Section 4. The Board of Directors' Meetings, except for meetings conducted by conference calls, will be announced to the Zervas Community and shall be open to all members of the Organization, but only members of the Board of Directors shall vote at these meetings.

Section 5. Consent in Lieu of a Meeting; Telephone Conference Meetings. In addition to any other method permitted by law, the Board of Directors may take any action by a majority of the members in lieu of a meeting by signing a written consent or transmitting their consent to the action by e-mail. Such written consents shall be filed with the Secretary with the minutes of the proceedings of the Board and shall have the same force and effect as a majority vote of such Board members. The Board may take any action by means of a meeting conducted using a conference telephone or similar communications equipment so long as all members of the Board participating in such meeting can hear one another.

Article IX. Standing Committees and Positions

Section 1. There may be one or more of the following committees and positions in any given year as determined by the Board of Directors, for the purposes of promoting the goals and interests of the Organization,:

1. Membership Committee - responsible for collecting the dues of the Organization, maintaining the list of members and contributors, and reporting said information to the Board.
2. Fund Raising Committee - responsible for coordinating the wide range of PTO activities involved in raising funds used to support the PTO programs such as the auction, the fair, the book fair, and soccer. Specific fund-raising events may change from year to year as determined by the Committee and the Board of Directors.
3. Active Anti-Racism Committee - responsible for promoting awareness, discussion, and action within the Zervas community around issues of racism, tolerance, and diversity.
4. Creative Arts and Sciences Committee - responsible for enriching the school curriculum by bringing in programs in music, dance, drama, fine arts, and sciences to Zervas. This committee is part of a city-wide Creative Arts Council which seeks out scientists and artists of high professional quality and merit who are interested in educating children.
5. Family and Friends Network (Boston/Newton) - responsible for providing tangible ways to build bridges between Zervas' Boston and Newton families.
6. Family Events Committee - responsible for organizing the many family events sponsored by the PTO each year.
7. Gay-Straight-Parent-Teacher-Alliance - responsible for helping to make the Zervas community a safe place for everyone and for acting as a resource for teachers, staff, and parents regarding issues of family diversity, name calling, and homophobia.
8. Gender Issues Committee - responsible for expanding awareness and understanding of gender equity issues and working to recognize and address gender stereotyping and bias in the school.
9. Grounds Committee - responsible for maintaining the school grounds.
10. Health and Safety Committee - responsible for exposing issues and developing resources which pertain to the health of the Zervas School community.
11. Hospitality Committee - responsible for providing food and coffee for the PTO meetings and other gatherings such as the Teacher Appreciation Luncheon.
12. Library Committee - responsible for the coordination of library volunteers in order to assist the librarian.
13. Mini Grants Committee - responsible for reviewing teacher proposals and awarding grants funded through the PTO so that teachers may undertake a class project, program, or professional development.
14. Safety Committee - responsible for informing parents on matters such as traffic, parking, the locked-door policy, and playground safety.

15. Social Action Committee - responsible for coordinating activities which benefit needy organizations on both a local and global scale.
16. Technology Committee - responsible for issues related to computers in the school as well as the school web site.
17. Understanding Our Differences Committee - responsible for providing disability awareness program that is part of the 3rd and 4th grade curriculum.
18. Nominating Committee - this committee shall consist of up to five Organization members. The Nominating Committee shall be responsible for soliciting potential officers of the Organization.

Section 2. In addition to these committees, there shall be the following positions of integral importance to the operation of the PTO:

1. Zervas Notes Editor(s) - responsible for the editing, typing, printing and distribution of the weekly school newsletter.
2. Directory Editor - responsible for the coordination, editing, printing and distribution of the School Directory.
3. Room Parent Coordinators - responsible for recruiting room parents and for providing them with information regarding specific tasks that need to be accomplished during the school year.

Section 3. Meetings, Notices, and Quorum. There shall be one or more meetings of a committee of the Organization each year at such places and times as the chair of the committee, if any, may designate. Notices of each meeting shall be sent to each member of a committee at least two days before the time of the meeting. At all meetings of a committee, the act of a majority of the committee members present at any meeting shall be the act of that committee, except as may be otherwise permitted or provided by statute, or by these by-laws.

Section 4. Consent in Lieu of a Meeting; Telephone Conference Meetings. In addition to any other method permitted by law, the members of a committee may take any action by a majority of the members in lieu of a meeting by signing a written consent or transmitting their consent to the action by e-mail. Such written consents shall be filed with the Secretary with the minutes of the proceedings of the Board and shall have the same force and effect as a majority vote of such committee members. Members of a committee may take any action by means of a meeting conducted using a conference telephone or similar communications equipment so long as all members of the committee participating in such meeting can hear one another.

Article X. Nominations and Elections

Section 1. The Nominating Committee shall solicit and prepare a slate of nominations for the following positions:

1. Officers

2. Committee Chairpersons
3. Three members of the Nominating Committee

The Nominating Committee shall submit its report to the President or Co-Presidents, who will then transmit the report to the membership with the notice of the Annual Meeting two weeks prior to the Annual Meeting.

Section 2. All nominees shall be members of the Organization. The term of office shall commence at the close of school in the year of election until the last day of school the following year. The Nominating Committee shall fill vacancies if they occur during the year by recommending nominees to be voted upon by the Board of Directors.

Section 3. Elections shall be held at the Annual Meeting of the Organization in May or June. Additional nominations may be made from the floor at the Annual Meeting as long as the candidate consents to the nomination. Voting shall be by written ballot when there is more than one nominee for an office or position.

Article XI. Amendments

These By-Laws may be amended at any meeting of the Organization by a two-thirds vote of the members present and voting, provided that 10 days written notice of the amendment has been given to members of the Organization.

Article XII. Parliamentary Authority

The rules contained in "Roberts Rules of Order Revised" shall govern the Organization in all cases in which they are applicable and not inconsistent with these By-Laws.

Article XIII. Availability

A copy of these By-Laws shall be available at the Zervas Elementary School and on the Zervas PTO website at all times.

Article XIV. Dissolution of the Organization

Upon dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or the 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 disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the Organization 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.

