

**BY-LAWS OF NEWTON SOUTH HIGH SCHOOL PARENT-TEACHER-STUDENT
ORGANIZATION, INC.**

Section I. ARTICLES OF ORGANIZATION, CORPORATE SEAL AND FISCAL YEAR

1.1 Articles of Organization.

The name and purposes of the corporation shall be as set forth in its Articles of Organization. These By-laws, the powers of the corporation and of its directors and officers, shall be subject to the Articles of Organization as in effect from time to time. The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization.

1.2 Fiscal Year.

The fiscal year of the corporation shall end on June 30 in each year.

1.3 Corporate Seal.

The directors may adopt and alter the seal of the corporation.

1.4 Gender.

The pronoun "he" or "his", when appropriate, shall be construed to mean also "she" or "her" and the word "chairman" shall be construed to include a female.

Section II. MEMBERS

The corporation shall have no members. Any action or vote required or permitted by law to be taken by members of the corporation shall be taken by action or vote of the same percentage of the Board of Directors.

Section III. BOARD OF DIRECTORS

3.1 Powers.

The corporation shall have a board consisting of directors who shall have the powers and duties of a board of directors under Massachusetts law. The directors shall be responsible for the general management and supervision of the business and affairs of the corporation and shall have all the powers of the corporation.

3.2 Number and Election.

There shall be seven initial directors, and they shall be those persons named as directors in the Articles of Organization. Thereafter, the directors shall be elected at the annual meeting of the directors.

3.3 Term of Office.

Each director shall hold office for a term of two years, and is eligible for reelection for one successive

two year term. Following completion of two full terms, a director is eligible for reelection beginning one year after his last term ended.

If re-elected, such director is eligible for re-election as set forth in the previous sentences.

3.4 Resignations.

Any director may resign at any time by delivering his resignation in writing to the chairman of the board, if any, the president, the secretary, or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

3.5 Removals.

A director may be removed with or without cause by the vote of a majority of the directors. A director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing; to remove him.

3.6 Vacancies.

Any vacancy in the board of directors may be filled by the directors at any meeting. Each such successor shall hold office for the unexpired term until his successor is chosen and qualified, or until he sooner dies, resigns, is removed or becomes disqualified. The directors shall have all their powers notwithstanding the existence of one or more vacancies in their number.

Section IV. MEETINGS OF THE BOARD OF DIRECTORS

4.1 Annual Meeting.

The annual meeting of the board of directors shall be held within six months after the end of the fiscal year of the corporation on such date and at such hour and place as the directors or an officer designated by the board of directors shall determine. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. As provided in Section 6.2 below, at the annual meeting, the directors shall elect the president, treasurer and secretary and any other officers of the corporation.

4.2 Regular Meetings.

Regular meetings of the directors may be held at such places and at such times as the chairman, the president, or the directors may determine.

4.3 Special Meetings.

Special meetings of the directors may be held at any time and at any place when called by the chairman, the president, or by one or more directors.

4.4 Place of Meetings.

All meetings of the directors shall be held at the principal office of the corporation in Massachusetts or at such other place within or without the United States as shall be fixed by the president, the chairman, or by the directors.

4.5 Notice of Meetings.

Notice of the time and place of each meeting of the directors shall be given to each director by mail at least five days or by facsimile, e-mail or other electronic means at least forty-eight hours before the meeting, addressed to him at his usual or last known business or residence address, or in person or by telephone at least twentyfour hours before the meeting. Notice need not specify the purposes of the meeting unless required by law, the Articles of Organization, these By-laws, or unless there is to be considered at the meeting (i) contracts or transactions of the corporation with interested persons, or (ii) removal or suspension of an officer or director. In addition, notice will be published in the school newsletter.

Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him (or his duly authorized attorney) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting the lack of notice to him before or at the commencement of the meeting.

4.6 Quorum.

At any meeting of the directors, a majority of the directors then in office shall constitute a quorum, but a smaller number may adjourn a meeting from time to time without further notice.

4.7 Action by Vote.

When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers and appointment or election of committees, unless otherwise provided by law, the Articles of Organization, or these By-laws.

4.8 Action by Writing.

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.9 Presence Through Communications Equipment.

Unless otherwise provided by law or the Articles of Organization, members of the board of directors may participate in a meeting of such 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 V. OFFICERS AND AGENTS

5.1 Number and Qualification.

The officers of the corporation shall be a president, treasurer, secretary and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. An officer may but need not be a director. The secretary shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the directors, any officer shall give the corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election.

The president, treasurer and secretary shall be elected annually by the directors at the annual meeting of the directors. Other officers, if any, may be elected by the directors at any time. Two or three persons may be elected jointly to a single office in which event the office shall be held jointly as co-officers. Terms used in the singular in these By-laws shall be deemed to include the plural for co-office holders.

5.3 Term.

The president, treasurer and secretary shall each hold office until the next annual meeting of the directors and until his successor is chosen and qualified. Each other officer shall hold office until the next annual meeting of the directors unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the directors. Officers may not hold the same office for more than three consecutive years nor the same office for more than three terms.

5.4 Chairman of the Board of Directors.

If a chairman of the board of directors is elected, he shall preside at all meetings of directors at which he is present, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

5.5 President and Vice Presidents.

Unless the directors otherwise specify, the president of the corporation shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The vice president, or first vice president if there are more than one, shall have all the powers and duties of the president during the absence of the president or in the event of his inability to act. Vice presidents, if any, shall have such other duties and powers as the directors shall determine. The President shall serve as liaison of the corporation to the Principal, to the community and to the Newton PTO Council. The President may appoint ad hoc committees and liaisons throughout the year and may call meetings of the board of directors as provided herein or as otherwise necessary.

5.6 Treasurer.

The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He shall be in charge of its financial affairs, books of account, accounting records and procedures, funds, securities and valuable papers, and he shall keep full and accurate records thereof. He shall also prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. He shall have such other duties and powers as designated by the directors or the president. The treasurer shall present a statement of account upon request by the President and shall assist with the preparation of the annual budget.

5.7 Secretary.

The secretary shall record and maintain records of all proceedings of the directors in books kept for that purpose, which shall be kept within the Commonwealth at the principal office of the corporation or at the office of its secretary or of its resident agent. Such books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and By-laws and names of all directors and the address of each. If the secretary is absent from any meeting of directors, a

temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting.

5.8 Resignations.

Any officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, the president, the secretary or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

5.9 Removals.

An officer may be removed with or without cause by the vote of a majority of the directors. An officer may be removed for cause only after reasonable notice and opportunity to be heard before the board.

5.10 Vacancies.

The directors shall elect a successor if the office of the president, treasurer or secretary becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the president, treasurer and secretary until his successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified.

Section VI. COMMITTEES

The directors may elect or appoint one or more committees, which shall consist solely of directors. The directors may delegate to any such committees any or all of the powers of the directors, except those which by law, by the Articles of Organization or by these By-laws they are prohibited from delegating. Unless the directors otherwise determine, the Executive Committee (if any) shall have all of the powers of the directors during intervals between meetings of the directors, except for the powers specified in Section 8.25 of Chapter 156D of Massachusetts General Laws.

Unless the directors otherwise determine, committee meetings shall be held at such places and at such times as the chairman of such committee shall determine. The provisions of Sections 5.5 (notice of meetings), 5.6 (quorum), 5.7 (action by vote), 5.8 (action by writing) and 5.9 (presence through communications equipment) shall apply to committee meetings as nearly as may be, with the terms "committee" or "committee member(s)" substituted for "board of directors" or "director(s)." The members of any committee shall remain in office at the pleasure of the directors.

Section VII. SPONSORS AND OTHER SUPPORTERS OF THE CORPORATION

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall 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.

Section VIII. EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize otherwise, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president, a vice president or the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president or a vice president and the treasurer or an assistant treasurer (who may be one and the same person), shall be binding on the corporation in favor of any purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provision of the Articles of Organization, By-laws, resolutions or votes of the corporation.

Section IX. COMPENSATION

Directors shall not receive compensation for their services. Subject to the Articles of Organization and to Section X below, directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

Section X. CONFLICT OF INTEREST

Subject to the Articles of Organization and any applicable law, the directors shall adopt a conflict of interest policy covering the corporation's directors, officers, and such staff as may be specified in the policy.

Section XI. AMENDMENT

These By-laws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the directors present and voting at any meeting, the notice of which contains a statement of the proposed alterations or amendments.

Attachment 3: NSHS PTSO, Inc. Amended By-laws

In accordance with Section XI of the Newton South High School Parent-Teacher-Student Organization, Inc. Articles of Organization, by unanimous vote of a quorum of the duly elected Board of Directors on January 15, 2009, the corporation's original by-laws are hereby amended as follows:

Section II. MEMBERS

Members of the corporation may consist of any parent or guardian whose child(ren) are presently attending the Newton South High School, as well as any person presently on staff there, or student presently attending the high school.

SECTION III. BOARD OF DIRECTORS

3.3. Term of Office.

Each director shall hold office for a term of two years and is eligible for re-election for successive two year terms. There shall be no term limits.

SECTION IV. MEETINGS OF THE BOARD OF DIRECTORS

4.8 Action by Writing

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. An action taken in writing may include, but not necessarily be limited to, action taken in the form of written e-mail communication. Such consents shall be treated for all purposes as a vote at a meeting. If action is by e-mail, there must be a 48 hour period from the proposal to the final tally to allow all Board members to discuss, reflect, and communicate in a timely fashion. 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 of such Board. Each and every Board member must respond to the e-mail in writing acknowledging its receipt in order to conduct a final tally to ensure that each member has received the communication acted upon.

4.9 Presence through Communications Equipment.

Unless otherwise provided by law or the Articles of Organization, members of the board of directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment, including, but not necessarily limited to, written e-mail communications, by means of which all persons participating in the meeting can either hear each other at the same time or read written communications from each other at the same time, and participation by such

means shall constitute presence in person at a meeting. If action is by e-mail, there must be a 48 hour period from the proposal to the final tally to allow all Board members to discuss, reflect, and communicate in a timely fashion. 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 of such Board. Each and every Board member must respond to the e-mail in writing acknowledging its receipt in order to conduct a final tally to ensure that each member has received the communication acted upon.

SECTION V. OFFICERS AND AGENTS

5.3 Term.

The president, treasurer and secretary shall each hold office until the next annual meeting of the directors and until his successor is chosen and qualified. Each officer shall hold office until the next annual meeting of the directors unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the directors. There are no term limits for officers with regard to any particular office.

SECTION VI. COMMITTEES

Paragraph 1. The directors may elect or appoint one or more committees which shall be chaired by at least one director. Such committees shall have the authority to recruit and appoint any number of volunteers deemed necessary to carry out the purposes of the committee. The directors may delegate to any such committees any or all of the powers of the directors, except those which by law, by the Articles of Organization or these By-laws are prohibited from delegating. Unless the directors otherwise determine, the Executive Committee (if any) shall have all of the powers of the directors during intervals between meetings of the directors, except for the powers specified in Section 8.25 of Chapter 156D of Massachusetts General Laws.

In accordance with Section XI of the Newton South High School Parent-Teacher-Student Organization, Inc. Articles of Organization, by unanimous vote of a quorum of the duly elected Board of Directors on May 27, 2009, the corporation's original by-laws are hereby amended as follows:

SECTION V. OFFICERS AND AGENTS

5.3. Elections.

The president, treasurer and secretary shall be elected annually by the directors at the annual meeting. Other officers, if any, may be elected by the directors at any time. Multiple persons may be elected jointly to a single office in which event the office shall be held jointly as co-officers. Terms used in the singular in these by-laws shall be deemed to include plural for co-office holders.

SECTION VI. COMMITTEES

Paragraph 1. The directors may elect or appoint one or more committees which shall be chaired by at least one director. Such committees shall have the authority to recruit and appoint any number of volunteers deemed necessary to carry out the purposes of the committee. The directors may delegate to any such committees any or all of the powers of the directors, except those which by law, by the Articles of Organization or these By-laws are prohibited from delegating. Unless the directors otherwise determine, the Executive Committee (if any) shall have all of the powers of the directors during intervals between meetings of the directors, except for the powers specified in Section 8.25 of Chapter 156D of Massachusetts General Laws.

Paragraph 2. (a) Committees may operate as they have in accordance with past practices in terms of use of funds received through the PTSO. In particular, funds distributed to South Stage will be given to the current Theatre/South Stage Director to be used at his/her discretion in accordance with past practices, with a general accounting given to the PTSO before the end of the fiscal year (June 30).

- (b) There shall be no commingling of any funds raised by any particular committee. All funds raised by any committee shall be transferred to that committee (in the case of South Stage, to the current Theatre/South Stage Director) and reserved for the sole and exclusive benefit of that committee's activities, unless by majority vote, any individual committee decides to transfer funds to the general PTSO budget. In so transferring funds, a committee may designate a particular purpose for which the monies must be used. In the absence of such designation, then the funds will be treated as general PTSO monies to be used at the PTSO's discretion.**

Paragraph 3. Unless the directors otherwise determine, committee meetings shall be held at such places and such times as the chairman of such committee shall determine. The provisions of Sections 5.5 (notice of meetings), 5.6 (quorum), 5.7 (action by vote), 5.8 (action by writing), 5.9 (presence through communications equipment), shall apply to committee meetings as nearly as may be, with the terms “committee” or “committee member(s)” substituted for “board of directors” or “director(s)”. The members of any committee shall remain in office at the pleasure of the directors; but no committee shall be required to remain a part of the PTSO if a majority of its members decide that it is no longer in the committee’s interest to do so.