

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

*In accordance with Section XI of the Newton South High School Parent-Teacher-Student Organization, Inc.
Articles of Organization, by majority vote of a quorum of the duly elected board of directors
on December 10, 2020*

Section I. NAME, FISCAL YEAR and LOCATION.

1.1 Name. The name of this organization shall be the Newton South High School Parent-Teacher-Student Organization (the "PTSO")

1.2 Fiscal Year. The fiscal year of the PTSO shall end on June 30 in each year, with a vast majority of the activities of the PTSO occurring during the school year, which generally begins in August and ends in late June of the subsequent year (the "School Year")

1.3 Location. The location of the principal offices of the PTSO shall be in Newton, Massachusetts.

Section II. PURPOSES, POWERS, AND LIABILITIES

2.1 Purpose.

The purpose of the PTSO shall be to foster communication, understanding, and cooperation among parents, teachers and students to:

- a) Implement programs/events to benefit all students at Newton South High School (the "School");
- b) Encourage parent involvement in School life;
- c) Support the efforts of the principal, faculty, and School Council in providing an optimal educational experience for students;
- d) Provide support and services to the school community; and
- e) Promote and encourage the support of public school education in the City of Newton.

2.2 Powers.

As provided in the Articles of Organization, the PTSO is organized and shall be operated exclusively for educational, charitable or literary purposes as those terms have been and shall be defined pursuant to Sections 170(c) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Notwithstanding any other provisions of these by-laws, the PTSO shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code. Section 2.3.

2.3 Liability. No director or officer of the PTSO shall be liable for the performance of his or her duties if he or she acts in compliance with Section 6C of Chapter 180 of the Massachusetts General Laws.

Section III. POLICIES

The PTSO shall be noncommercial, nonsectarian, and nonpartisan. No commercial enterprise nor political candidates shall be endorsed by it. Further, neither the name of the PTSO nor the names of its directors or officers in their official capacities serving the PTSO shall be used in connection with any commercial concern or with any partisan interest, or for any purpose not appropriately related to promotion of the goals and objectives of the PTSO.

Section IV. MEMBERSHIP, DUTIES AND DUES

4.1 Membership. Each member of the administrative, teaching, and support staff of the School, and each parent or legal guardian of a student of the School of the current School Year, shall be a member of the PTSO by default (“Member” and as a group, “Members” or “Membership”).

4.2 Duties of Membership. The duties of Membership shall be to support, sponsor, coordinate and implement activities to further the purposes of the PTSO as stated in the Articles of Organization and Article II.

4.3 Dues. Voluntary dues are encouraged and solicited annually from Membership.

Section V. MEETINGS of the ORGANIZATION

5.1 Meetings of Membership. The PTSO shall hold at least one meeting of Membership during the School Year, during which topics intended to promote and foster the educational purposes of the PTSO shall be addressed. Any additional or special meetings, including events and programs, may be called by the president.

5.2 Notice of meetings. Notices for meetings shall be provided in one or more of the following: email to Members, PTSO website, PTSO newsletter and mailing to Members.

5.3 Board of directors’ meetings. The PTSO shall hold at least one meeting of board of directors during the School Year.

5.4 Election of officers and directors. The PTSO shall hold annual elections when there are more candidates to fill an officer position or positions available on the board of directors.

Section VI. FINANCIAL MATTERS

6.1 Fiscal year. The fiscal year of the PTSO shall end on June 30.

6.2 Budget. The budget for the fiscal year, accompanied by a line item narrative, is prepared by the president and treasurer. The board of directors shall be invited to participate in the budget preparation. The proposed budget shall be posted on the website. The board must approve the budget annually and upon such approval, the proposed budget shall become the approved budget.

6.3 Financial books and records. The treasurer shall hold and administer the financial books and records of the PTSO and shall provide periodic updates of the PTSO’s financial activity and financial position to the board, including, but not limited to, a comparison of the PTSO’s financial performance in comparison to the approved budget and the PTSO’s cash balance.

6.4 Expense control. Any expenditure exceeding \$100 (the “Threshold Expense Amount”) and not contained in the approved budget must be reviewed and approved by the board. Any expense less than the Threshold

Expense Amount may be approved by the presidents. The Threshold Expense Amount shall be reviewed each fiscal year during the preparation of the proposed budget.

6.5 Expense approval. The treasurer and/or the president are the authorized signers for all expenditures, but the signature of only one of the authorized signers is required.

Section VII. OFFICERS & DUTIES of the OFFICERS.

7.1 Composition. The officers of the PTSO shall be a president, a treasurer, and a secretary. More than one person may be elected to serve and share the duties and responsibilities of 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 in the event that a single office is held by more than one person,

7.2 Duties of presidency. The president shall set the agenda for and preside at all meetings of the PTSO and of the board, shall be a member ex officio of all committees and of the School Council and shall perform all duties usually pertaining to the office. The president shall serve as liaison of the PTSO to the principal of the School, to the School community and to the Newton PTO Council. The president, with the consent of the board, may appoint ad hoc committees and liaisons throughout the School Year.

7.3 Duties of treasurer. The treasurer shall receive all monies of the PTSO, shall keep an accurate record of receipts and expenditures and shall make authorized disbursements in accordance with the approved budget or approval of the president. The treasurer shall present a statement of account upon request by the president. The treasurer shall assist with the preparation of the proposed budget. The treasurer shall complete and submit all required annual filings of the PTSO, including the Annual Report (Secretary of State's Office of Massachusetts), Form 990 EZ (IRS), and Form PC (Attorney General's office of Massachusetts).

7.4 Duties of secretary. The secretary shall be responsible for keeping account of board actions, recording minutes at each board meeting, distributing announcements of upcoming board meetings, distributing written minutes of recently conducted board meetings and the agenda to all board members, and assuring corporate records are maintained.

7.5 Term of office. The term of the president, all officers and board members is for a minimum of one fiscal year, except in cases where no suitable replacement is found. There is no term limit for any particular office.

7.6 Elections. The president, treasurer and secretary shall be elected annually by the board of directors at the annual meeting. additional officers may be elected by the directors at any time.

7.7 Resignations. An officer may resign at any time by delivering their resignation in writing to the board of directors at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

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

7.8 Vacancies. The directors shall elect a successor in the event that the office of the president, treasurer or secretary is vacant and may elect a successor in the event that any other office is vacant. Each such successor shall hold office for the current unexpired term and in the case of the president, treasurer and secretary until their successor is chosen and qualified, or in each case until they sooner die, resign. are removed or become disqualified. Disqualification occurs when a person no longer meets the requirements of Membership stated in paragraph 4.1.

Section VIII. BOARD of DIRECTORS

8.1 Composition. The board of directors shall include the officers of the PTSO and PTSO committee chairs for the current School Year (each a “director” and as a group, the “board”). The board is required to have at least three Members and the number of directors must be an odd number. There shall be three initial directors, and such persons shall be named as directors in the Articles of Organization. Thereafter, directors shall be elected at the annual meeting of the board.

8.2 Meetings. Meetings of the board may be held in person, teleconference, or video conference provided that the board meets physically no less than two times during the School Year. In situations that require immediate board response or decision and a board meeting cannot be organized expeditiously, a proposal or motion may be distributed to and voted by directors by email. Such board voting activity will be recorded for the next board meeting.

8.3. Duties. The duties of the board shall include: (a) transact administrative business referred to it by the president; b) creation or abolition of committees or offices; (c) review and approval of the proposed budget; and (d) presentation of reports at board meetings, as needed.

8.4 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. Each director must be a parent or legal guardian of a student enrolled in the current School Year.

8.5 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 PTSO at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

8.6 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 them.

8.7 Vacancies. Any vacancy in the board may be filled by the directors at any meeting. Each such successor shall hold office for the current unexpired term until their successor is chosen and qualified, or until they sooner dies, resigns, is removed or becomes disqualified. Disqualification occurs when a person no longer meets the requirements of Membership stated in paragraph 4.1. The directors shall have all their powers notwithstanding the existence of one or more vacancies in their number.

8.8 Quorum. At any meeting of the board, 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.

8.9 Presence through communications equipment. Unless otherwise provided by law or the Articles of Organization, directors may participate in a board meeting 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.

8.10 Action by writing. Any action otherwise required or permitted to be taken at any board meeting 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 board meetings. An action taken in writing may include, but not necessarily be limited to in the form of written e-mail communication. Such consents shall be treated for all purposes as a vote at a board meeting. If action is by e-mail, there must be a review period of at least eight hours and not to exceed 48 hours from the directors’ receipt of the written proposal to the final tally to allow all directors to discuss,

reflect, and communicate in a timely fashion. Any review period cannot end between 9 p.m. and 8 a.m. 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 director must respond to the e-mail in writing acknowledging its receipt in order to conduct a final tally to ensure that each director has received the communication acted upon.

Section IX. COMMITTEES

9.1 Establishment and reporting. The board of directors establishes committees as deemed necessary to promote and support the purposes and interests of the PTSO. Committees may operate in accordance with past practices with regard to use of funds received through the PTSO. In particular, funds allocated to South Stage will be distributed 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 treasurer before the end of the fiscal year.

9.2 Separation of funds. 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

9.3 Return of funds. By majority vote, any individual committee may transfer funds to the general PTSO budget. In so transferring funds, a committee may designate by written statement to the board a particular purpose for which the monies must be used. In the absence of such written designation, the funds will be treated as general PTSO monies to be used at the PTSO's discretion.

9.4 Membership, conduct and rights. Unless the board otherwise determines, committee meetings shall be held at such places and such times as the chairman of such committee shall determine. The members of any committee shall remain in office at the pleasure of the board; 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.

Section X. SPONSORS AND OTHER SUPPORTERS OF THE PTSO

The board may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the PTSO or such other title as it deems appropriate. Such persons shall serve in an honorary capacity and, except as the board 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 XI. EXECUTION OF PAPERS

All contracts, deeds, bonds, notes, checks and other instruments to be executed by the PTSO shall be signed by the president or the treasurer, except as the board may generally or in particular cases otherwise determine.

Section XII. 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 PTSO in any other capacity and receiving compensation for any such services.

Section XIII. CONFLICT OF INTEREST

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

Section XIV. 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.