

**BYLAWS
OF
THE CHERRY BROOK PRIMARY SCHOOL
PARENT TEACHER ORGANIZATION**

These By-Laws of the Cherry Brook Primary School Parent Teacher Organization, Inc., hereafter the "Bylaws", are made and effective this 10th day of November in the year 2009.

ARTICLE 1 / NAME: The name of the Corporation shall be the Cherry Brook Primary School Parent Teacher Organization, Incorporated, hereafter "P.T.O." or "Corporation".

ARTICLE 2 / PURPOSE: The Corporation is organized for the purpose of raising funds and supporting the education of children at the Cherry Brook Primary School in Canton, Connecticut, by fostering relationships among the school, parents, children, and teachers.

ARTICLE 3 / FISCAL YEAR: The fiscal year of the Corporation shall be 1 August through 31 July.

ARTICLE 4 / MEMBERSHIP:

- A. Regular Member: Any parent, guardian, or other adult standing in loco parentis for a student at Cherry Brook Primary School in Canton, Connecticut, hereafter "C.B.P.S.", may be a Member of the P.T.O.
- B. C.B.P.S. Staff: The principal of C.B.P.S., any teacher, and any full- or part-time staff member of C.B.P.S. may also be a Regular Member in accordance with these Bylaws.
- C. Voluntary Enrollment: Members must enroll voluntarily and annually.

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ARTICLE 5 / OFFICERS:

- A. Official Titles: The officers shall be President, First Vice President, Secretary, and Treasurer. The Membership may elect five additional officers who shall be the Second, Third, Fourth, Fifth, and Sixth Vice Presidents.
1. President: The President shall preside over all meetings of the Corporation and the Executive Board, serve as the primary liaison with the Principal of C.B.P.S., represent the organization at meetings outside the organization, serve as an ex officio member of all committees except the Nominating Committee, and coordinate the work of all officers and committees ensuring that they serve the purpose of the Corporation.
 2. Vice Presidents:
 - a. The First Vice President shall assist the President and carry out the President's duties in his or her absence or inability to serve.
 - b. If elected, the Second Vice President's duties shall be as the Executive Board deems fit.
 - c. If elected, the Third Vice President's duties shall be as the Executive Board deems fit.
 - d. If elected, the Fourth Vice President's duties shall be as the Executive Board deems fit.
 - e. If elected, the Fifth Vice President's duties shall be as the Executive Board deems fit.
 - f. If elected, the Sixth Vice President's duties shall be as the Executive Board deems fit.
 3. Secretary: The Secretary shall keep all non-financial records of the organization; take, record and file minutes; prepare meeting agendas; handle non-financial correspondence; send notices of meetings to the membership; keep a copy of the minutes book, Bylaws, rules, membership list, and any other records, and bring them to each meeting; and file any required paperwork with the Secretary of the State of Connecticut.
 4. Treasurer: The Treasurer shall see to it that financial controls are in place to secure the Corporation's assets from misfeasance and

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malfeasance and shall at his discretion implement, change, and from time to time rescind such financial control policies that he or she sees fit. He or she shall also maintain an inventory of all Corporation assets, both real and intellectual. The Treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, disburse funds in accordance with the direction of the Executive Board, oversee the preparation and filing of income tax returns, be the primary signatory of all checks, and oversee the filing for and maintenance of the Corporation's non-profit classification with the federal and state revenue authorities. The Treasurer shall present a financial statement at every meeting and at other times of the year when requested by the Executive Board, and make a full report at the end of each fiscal year. The Treasurer's duties notwithstanding, all officers and members of the Executive Board shall have a fiduciary duty to the Corporation and its Members to protect the assets of the Corporation and see to it that its purpose is upheld in both letter and spirit through the Corporation's acts, omissions, and communications.

- B. Elections: Elections shall occur in June at the Regular Meeting. The Nominating Committee shall select a candidate for each office and present the slate at the Regular Meeting held in April for approval of the Membership. At the April meeting, any Member may also nominate from the floor any Regular Member for any office. At the June Regular Meeting, election shall be by voice vote if a slate is presented. If more than one person is running for an office, a secret ballot shall determine the winner.
- C. Eligibility: Only Regular Members in good standing upon submission of the candidate slate and through the election shall be eligible for office.
- D. Term of Office: Officers shall serve for a term of one year to coincide with the fiscal year of the Corporation and may serve no more than three consecutive terms in any one position. No person may hold more than one office at any one time.
- E. Vacancy: If a vacancy occurs in the presidency, the First Vice President shall become the President. Succeeding the First Vice President in order of precedence are the Second Vice President, Third Vice President, Fourth Vice President, Fifth Vice President, Sixth Vice President, Secretary, and Treasurer.

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At the next regularly scheduled meeting a new First Vice President shall be elected based upon nominations made in accordance with these Bylaws and seconded at the meeting. If a vacancy occurs in any other office, the same procedure shall apply for filling the vacancy. In the interim, the President may appoint an acting officer to fill temporarily the vacancy until such time that a permanent replacement is installed.

- F. Removal from Office: An officer may be removed from office with or without cause by a two-thirds vote of those Regular Members present assuming a Quorum where previous notice has been given in accordance with these Bylaws. The officer being considered for removal must be present at this meeting for a vote to occur and shall be allowed to speak on his or her behalf. All members of the Executive Board shall be present at this meeting.

ARTICLE 6 / MEETINGS:

- A. Regular Meetings: Regular Meetings of the Corporation shall convene throughout the C.B.P.S. school year at a minimum of five (5) times per year at a time and place determined by the Executive Board and announced at least twenty-one (21) days prior to the meeting. The Annual Meeting shall convene during the Regular Meeting scheduled for June of each year. The purpose of the Annual Meeting is to receive reports, elect officers, and conduct other business that shall arise. The Secretary shall notify the Membership of the Annual Meeting at least sixty (60) days prior to and then again at twenty-one (21) and seven (7) days prior to the meeting.
- B. Special Meetings: The President, any two members of the Executive Board, or five Regular Members submitting a written request to the Secretary may call a Special Meeting of the Corporation. The Secretary shall notify the Membership of the Special Meeting at least fourteen (14) and then again seven (7) days prior to the meeting.
- C. Quorum: No Regular or Special Meeting shall convene or conduct any business without a Quorum present for the entire meeting. The Quorum for Regular and Special Meetings shall be ten (10) Regular Members of the organization which shall include a minimum of two (2) officers.
- D. Errors and Omissions: No error or omission in giving notice of any meeting or any adjourned meeting thereof shall invalidate such meeting or make void

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any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Officer, or Executive Board Member for any meeting or otherwise, the address of the Member, Officer, or Executive Board Member shall be his last physical or electronic-mail address recorded in the membership roles maintained by the Corporation.

ARTICLE 7 / EXECUTIVE BOARD

- A. Executive Board Members: The Executive Board shall consist of the officers of the Corporation, and the Principal of C.B.P.S.
- B. Duties: The duties of the Executive Board shall be to transact business between meetings in preparation for the Regular Meeting, create standing rules and policies, staff standing committees, create and dissolve temporary committees, prepare and submit budgets to the Membership, approve routine bills that exceed those limits prescribed herein, prepare reports, and make recommendations to the Membership. The Executive Board shall establish dues which it may change from time to time at its sole discretion.
- C. Executive Board Meetings: Regular meetings of the Executive Board shall convene monthly on the same day and at the same time each month as determined by the Executive Board. The President or any two Executive Board members may call a Special Meeting of the Executive Board and must give fellow Executive Board members at least twenty-four (24) hours of notice.
- D. Executive Board Quorum: No Regular or Special Meeting of the Executive Board shall convene without a Quorum present for the entire meeting. A Quorum shall consist of one-half of the Executive Board members plus one. In the event of a fractional remainder, the count shall round up to the next whole number.
- E. Removal from the Executive Board: An Executive Board Member may be removed from office with or without cause by a two-thirds vote of those present at a Regular Meeting assuming a Quorum where previous notice has been given. The Executive Board Member being considered for removal must be present at this meeting for a vote to occur and shall be allowed to

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speak on his behalf. All members of the Executive Board must be present at this meeting.

ARTICLE 8 / COMMITTEES:

- A. Committee Membership: Committees may consist of Regular Members and Executive Board members with the President acting as an ex officio member of all committees except the Nominating Committee. Committee chairpersons may come only from the ranks of Regular Members in good standing at the time of their respective appointments and serve at the pleasure of the Executive Board.
- B. Standing Committees: The Corporation shall annually staff the following Committees: Hospitality, Membership, Welcoming, Nominating, and Audit.
- C. Non-standing Committees: The Executive Board may appoint temporary, non-standing committees for ad hoc purposes. Non-standing committees shall dissolve at the conclusion of the fiscal year or upon completion of its business whichever is earlier.

ARTICLE 9 / FINANCES:

- A. Budget: The Executive Board shall no later than its September meeting draft a tentative budget and submit it for approval at the October Regular Meeting each year. The Executive Board shall through the Treasurer distribute this draft budget to the Membership no less than five (5) days prior to the October meeting. The Membership shall vote on the budget as a whole and shall not adjourn the October Regular Meeting until a budget is agreed to by a simple majority vote of the Regular Members present.
- B. Accounts: The Treasurer shall keep accurate financial records of all general ledger accounts on a cash basis to include but not limited to expenses, income, assets, liabilities, and equity. He or she shall make them available to all Regular Members upon written request to the Secretary. The Secretary shall notify the Executive Board of any such requests. The Treasurer shall make all financial records available within one week of the request.
- C. Approvals:

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1. Executive Board Approval: The Executive Board shall approve all financial transactions greater than \$200.00. The Secretary shall accurately note the amounts and description of such approvals in the minutes of each meeting.
 2. Small Transactions: The President and Treasurer shall have the authority to approve transactions less than or equal to \$200.00 in the course of executing duties related to events and functions either approved by the Executive Board or authorized herein.
 3. Disbursement of Petty Cash: The Treasurer may disburse petty cash in an amount deemed sufficient to seed cash boxes or support the operations at any Executive Board-approved P.T.O. event while at all times maintaining accountability and control of the disbursed cash. The Treasurer shall notify the Executive Board in writing of his actions prior to disbursing the funds.
- D. Authorized Signatures: The President and Treasurer shall be the only officers authorized to sign checks. The Treasurer shall be the primary signatory of all checks.
- E. Contracts: The Corporation shall not enter into any contracts without the prior approval of the Executive Board at a Regular or Special meeting. All contracts shall be executed by two members of the Executive Board
- F. Investments: The Treasurer shall invest cash-on-hand in an interest-bearing account at a federally insured financial institution. All investments shall follow a strategy of capital preservation. Any type of speculation whatsoever is proscribed.
- G. Insolvency: At no time shall the Executive Board or any officer authorize a transaction that will create a negative balance in the Corporation's owners' equity account.
- H. Year-end Financial Statements: The Treasurer shall prepare a financial statement at the end of the year and submit it to the Audit Committee for their review no later than 15 September of the following fiscal year. After its review, the Audit Committee shall submit a signed statement to the Membership at the October Regular Meeting indicating their opinion of the state of the Corporation's finances and bookkeeping.

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ARTICLE 10 / INDEMNIFICATION OF OFFICERS, EXECUTIVE BOARD MEMBERS, COMMITTEE CHAIRMEN, AND REGULAR MEMBERS: The Corporation shall eliminate the personal liability of any Executive Board Member, officer, or Regular Member of the Corporation, hereafter “Corporate Member”, for monetary damages for conduct that excludes intentional misconduct, knowing violation of any law, or any transaction from which the Corporate Member receives a personal benefit to which the Corporate Member is not legally entitled. Furthermore, in addition to any mandatory indemnification provided by statute, the Corporation shall to the fullest extent not prohibited by law indemnify and hold harmless all Corporate Members for the payment of reasonable defense costs, amounts due under a settlement agreement or monetary damages so long as the Corporate Member acted in good faith, believed reasonably that the action was in the best interests of the Corporation, and is not adjudged liable to the Corporation on any basis or to anyone else for a personal benefit received improperly.

ARTICLE 11 / PARLIAMENTARY AUTHORITY: Robert’s Rules of Order shall govern meetings when they are not in conflict with the Corporation’s Bylaws.

ARTICLE 12 / STANDING RULES: The Executive Board may approve standing rules and the Secretary shall keep a record of the standing rules for future reference.

ARTICLE 13 / DISSOLUTION:

A. Process: The Corporation shall be dissolved in accordance with the process set forth herein:

1. Motion: A motion to convene a Special meeting to consider dissolution of the Corporation shall be made at any Regular or Special meeting of the membership. Once seconded, a simple majority vote of Regular Members shall cause the motion to pass thereby requiring a Special Meeting to convene no earlier than fourteen and no later than forty-five days after the motion’s passing. A notice of the Special meeting shall be sent to all Regular Members within three days of the motion’s passing.
2. Consideration of Dissolution: The Special meeting to consider dissolution shall convene on a date determined by the Executive Board in

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accordance with these Bylaws. The meeting shall convene at C.B.P.S. and all Executive Board Members shall attend. The Secretary shall take attendance and record the names of all people attending. The meeting shall only have the issue of dissolution of the Corporation and how to spend any remaining funds for the benefit of C.B.P.S. on its agenda. A motion to dissolve the Corporation and spend any remaining funds for the benefit of C.B.P.S. must be made and seconded at which time a debate shall ensue regarding the merits of the motion. Only after every Regular Member desiring to speak has spoken, shall the President put the motion to a vote. A two-thirds plus one majority shall carry the motion and the Executive Board shall execute a resolution dissolving the Corporation and stating how the Treasurer shall spend any remaining funds for the benefit of C.B.P.S.

- B. Notice of Dissolution: The Secretary shall distribute the resolution to all members and the Board of Education.
- C. Filings: The Secretary shall file the necessary dissolution documents with the Secretary of the State of Connecticut within thirty days of execution of the resolution dissolving the Corporation.
- D. Winding Up: The Treasurer shall, within thirty days of dissolution of the Corporation, pay all remaining bills and collect any outstanding remittances. The Treasurer shall donate any remaining funds balance to be spent only for the benefit of C.B.P.S. in accordance with the resolution dissolving the Corporation.

ARTICLE 14 / AMENDMENT OF THESE BYLAWS: These Bylaws may be from time to time amended at any Regular or Special Meeting of the Corporation provided the Secretary has provided previous notice to all Regular Members in accordance with these Bylaws. The notice shall include the full text of any proposed amendments. The Secretary shall send this notice no later than thirty (30) days prior to the Regular or Special Meeting. The Secretary shall take attendance and record the names of all people attending. Assuming a Quorum is present for the entire meeting, a two-thirds vote of all Regular Members in attendance shall approve an amendment. The Membership shall debate and vote upon each amendment separately of any other proposed amendments. No other business shall occur at this Special Meeting. Upon approval of any

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amendment, the Secretary shall send a copy of the amended Bylaws to all Members of the Corporation.

IN WITNESS WHEREOF, the parties hereto have executed these Bylaws and affixed the Seal of the Corporation on the date first above written.

Kim O'Brien, President

Nicole Lashgari, Vice President

Maria Bradley, Secretary

Dana Kosior, Treasurer