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# Amended and Restated Bylaws of the Newton Council of Parent-Teacher Organizations (as of June 2020)

## Article I: Name, Location, and Fiscal Year

- Section 1      **Name.** The name of this organization shall be the Newton Council of Parent-Teacher Organizations (the “**PTO Council**”).
- Section 2      **Location.** The location of the principal offices of the PTO Council shall be in Newton, Massachusetts.
- Section 3      **Fiscal Year.** The fiscal year of the PTO Council shall be July 1 to the following June 30.

## Article II: Purposes, Powers, and Liabilities

- Section 1      **Purposes.** In addition to those provided by law, and subject to the terms of the PTO Council’s Articles of Organization, the purposes of the PTO Council shall be as follows:
- (a) To serve as a fact-finding discussion body to clarify issues related to the Newton Public Schools (“NPS”) and to recommend or take appropriate action on such issues where advisable;
  - (b) To act as a liaison with and clearinghouse for information from members of the administration of the NPS and community leaders to the member Parent-Teacher Organizations and Parent-Teacher-Student Organizations (collectively referred to herein as the “PTOs”), to provide communication among the member PTOs, and to provide communication from the member PTOs to the community and to the members of the NPS administration; and
  - (c) To advocate for and support public education in Newton.
- Section 2      **Powers.**
- (a) As provided in the Articles of Organization, the PTO Council is organized and shall be operated exclusively for educational, charitable or literary purposes as defined pursuant to Chapter 180 of the Massachusetts General Laws and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).
  - (b) Notwithstanding any other provisions of these Bylaws, the PTO Council shall not carry on any activities not permitted for an organization exempt from federal income tax under Section 501(h) of the Code or corresponding provisions of any subsequent Federal tax law.
  - (c) The PTO Council may cooperate with other local organizations and agencies in accordance with its purpose.
- Section 3      **Liability.** No director or officer of the PTO Council 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.

## Article III: Policies

The PTO Council shall be noncommercial, nonsectarian, and nonpartisan. No commercial enterprise and no political candidates shall be endorsed by it. Neither the name of the PTO Council nor the names of its directors or officers in their official capacities 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 PTO Council.

## Article IV: Members

- Section 1     **Members.** Members of the PTO Council shall include representatives of each PTO of the Newton Public Schools, each member of the Board of Directors (the “Board”), and one representative from each of the following groups, if such a volunteer is available: teachers, elementary school principals, and secondary school principals. Each individual will continue to be a member until they no longer serve in any of those capacities.
- Section 2     **Qualifications.** The representatives from each PTO who shall be entitled and expected to attend and vote on behalf of the PTO at PTO Council meetings shall be the President or Co-President(s) of the PTO. If such representatives are unable to attend a PTO Council meeting, they may designate another representative from the PTO to attend and vote in their place. The substitute representative is not considered a member of the PTO Council.
- Section 3     **Duties of Members.** The duties of the membership shall be to support, sponsor, coordinate and implement activities to further the purposes of the PTO Council as stated in the Articles of Organization and Article II, Section I.
- Section 4     **Dues.** At the Annual Meeting, the PTO Council shall determine the amount of dues payable to the PTO Council from each member PTO for the next school year.
- Section 5     **Meetings of the Members.**
- (a) The PTO Council shall hold at least five (5) meetings each school year. A special meeting of the PTO Council may be called by the Co-Presidents, or by vote of a majority of the Board, or by written petition of 20% of the members of the PTO Council addressed to the Co-Presidents. Upon such vote or written petition, the Co-Presidents shall forthwith call such special meeting as provided in Article IV, Section 5(b).
  - (b) Written notice of every regular meeting of the PTO Council, and every special meeting when possible, shall be sent by the Secretary at least seven days before such meeting to each member of the PTO Council. For purposes of these Bylaws, notice by electronic communication shall constitute written notice. Any notice of a special meeting shall indicate the purpose of such meeting.
  - (c) Individuals who are not members of the PTO Council may be invited to attend PTO Council meetings by the PTO Council or the Board. Such individuals may not vote.
  - (d) Formal and informal requests by individuals or groups for PTO Council support are first vetted by the Co-Presidents. Second, the Board must approve the proposal, and determine if it is relevant to the interests of PTO Council and its members. With Board approval, the request would then go to the full PTO Council for a vote. If the Board does not approve the request, the Co-Presidents will inform the individual/organization.
  - (e) The Annual Meeting of the PTO Council shall take place in June. The annual meeting of members shall be held on such date, and at such time and place, as the Co-Presidents may determine. At this meeting, (1) the Co-Presidents and the Treasurer shall present an annual report on the operations and finances of the PTO, (2) in accordance with the requirements of Article VII, the report of the Nominating Committee shall be presented and the members shall elect successors for positions expiring on June 30 of that year, and (3) the members shall vote on a budget for the next fiscal year.
  - (f) A simple majority of the PTOs (greater than 50%) shall constitute a quorum, except when a larger quorum is required by law, the Articles of Organization or these bylaws.

- (g) Each PTO shall be entitled to cast one vote, regardless of the number of representatives in attendance. In the instance that a Board member holds more than one position or serves as the sole representative of a school PTO, that member shall only be entitled to cast one vote. A simple majority of those members present and voting is needed for a vote to pass.
- (h) Unless otherwise provided by law or the Articles of Organization, members may participate in any meeting of members by means of remote communication. Participation by means of remote communication shall be subject to such guidelines and procedures as the Board shall adopt. Members participating in a meeting by means of remote communication shall be deemed present and may vote at the meeting if the PTO has implemented reasonable measures to (1) verify that each person participating remotely as a member is a member and (2) provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrently with the proceedings.
- (i) Proxy voting is not allowed, since the ability to participate in the discussion prior to voting is considered so important.

## **Article V: Officers and their Duties**

- Section 1      **Officers.** Unless otherwise determined by the Board, only members or former members are qualified to serve as officers. The officers of the PTO Council shall be the Co-Presidents, the Secretary, the Treasurer, and such other officers as the Board may establish. An officer shall serve until the end of his or her term of office and thereafter until his or her successor is chosen and qualified or until he or she sooner resigns, is removed, or becomes disqualified.
- Section 2      **Term and Duties of Co-Presidents.**
- (a) The office of President shall be shared by two or more individuals. If the Nominating Committee is not able to nominate two co-presidents, then a single individual may be nominated and elected. The person or persons elected to serve as president shall be referred to individually and collectively as “Co-Presidents”
  - (b) Each Co-President elected at the annual meeting of members shall serve for two years following their election as Co-President. The terms of the Co-Presidents shall be staggered so that at least one Co-President is elected each year. If the terms of the Co-Presidents expire at the same time, then one of the successor Co-Presidents shall be nominated and elected to serve for a term of one year.
  - (c) At least one of the Co-Presidents shall preside at all meetings of the PTO Council and of the Board unless otherwise provided herein. The Co-Presidents shall be ex-officio members of all committees. The Co-presidents may appoint ad hoc committees and liaison persons when and as they deem appropriate and shall perform all other duties pertaining to the office and referred to as President. In the absence of the Co-Presidents at a meeting of the PTO Council or the Board, the Secretary or Treasurer shall preside.
- Section 3      **Term and Duties of the Treasurer.**
- (a) A Treasurer elected at the annual meeting of members shall serve for two years following their election as Treasurer.

- (b) The Treasurer shall be the chief fiscal officer of and have charge of all funds belonging to the PTO Council. The Treasurer shall keep an accurate account of all funds of the PTO Council, provide regular reports of its finances, prepare an annual budget for approval of the PTO Council at its annual meeting, collect and account for all monies of the PTO Council, expend money for purposes authorized in the annual budget, and present a summary of expenditures upon request of a Co-President or the Board. The Treasurer shall prepare or oversee the filing of all fiscal reports of the PTO Council as may be required to be filed with federal and state agencies from time to time.

Section 4      **Term and Duties of Secretary.**

- (a) A Secretary elected at the annual meeting of members shall serve for one year following their election as Secretary.
- (b) The Secretary shall keep the minutes of all meetings and shall maintain the roster of the members of the PTO Council. In the absence of the Secretary, the person presiding at any meeting shall appoint a temporary secretary to fulfill the duties of the Secretary at that meeting. The Secretary shall maintain the minutes of meetings and roster in a permanent record. The Secretary shall conduct such correspondence as required by these bylaws and as requested by the Co-Presidents, the Board, and the PTO Council.

**Article VI: Board of Directors**

Section 1      **Powers; Qualifications.** Except as otherwise provided in the Articles of Organization, all corporate power shall be exercised by or under the authority of the Board of Directors (the “Board”. Each individual member of the Board is referred to as a “Director”), and the business and affairs of the PTO Council shall be managed under the direction of the Board. Unless otherwise determined by the Board or specified in these Bylaws, only current or former members are qualified to serve as Directors.

Section 2      **Members of the Board of Directors.** The Board shall consist of the PTO Council Co-Presidents (or President), Secretary, Treasurer, and subject to the provisions of Section 5 of this Article VI, a Social-Emotional Learning Liaison, an Equity Chair, a Communications Chair, and one representative from each of the following groups: the PTO presidents of the Newton Early Childhood Program, the PTO presidents of the elementary schools, and the PTO Presidents of the secondary schools. The Board may also include a parent representative from the Special Education Parents Advisory Council (SEPAC), parents of Boston children attending the NPS as part of METCO, and the English Learners Parents Advisory Council (ELPAC) if a volunteer can be identified and recommended by these organizations; the requirement for members of the Board to be current or former members of the PTO Council shall be waived for these representatives. All PTO Council Past Presidents with a child still in NPS shall be ex-officio members of the Board.

Section 3      **Terms of Directors.**

- (a) Officers shall serve on the Board for the terms of office described in Article V.
- (b) Additional Directors elected at the annual meeting of members, except for the Equity Chair, shall serve on the Board for one year following their election and thereafter until their successor is chosen and qualified, or until they sooner resigns, is removed or becomes disqualified. The term of the Equity Chair shall be two years unless otherwise outlined in the NPS Equity Guidelines

Section 4      **Resignation and Removal.** Any Officer or Director may resign by delivering a written resignation to one of the Co-Presidents or the Secretary. The resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Officer or Director may be removed from office with cause by a 2/3 vote of the Board, but only after reasonable notice and an opportunity to be heard.

- Section 5      **Vacancies.** The Board may act despite one or more vacancies on the Board and shall for this purpose be deemed to constitute the full Board. If any position becomes vacant, the Co-Presidents will nominate a successor, and the successor shall be elected if their election is approved by the Board, and then by the members. The successor shall hold office for the unexpired term of their predecessor.
- Section 6      **Duties of the Board.** The duties of the Board shall include:
- (a) acting as a steering and planning committee of the PTO Council;
  - (b) reviewing and approving the annual budget as prepared in accordance with Article VII for submission to the members at the annual member meeting; and
  - (c) transacting business between meetings of the members. By a two-thirds vote of those present, the Board may act on behalf of the PTO Council with respect to matters which in the judgment of the Board require action prior to the next regular meeting of the PTO Council.
- Section 7      **Meetings of the Board.**
- (a) The Board shall meet at the discretion of the Co-Presidents. Notice of each meeting shall be given to each member of the Board by telephone or in writing at least 3 days before such meeting. Special meetings of the Board may be called by the Co-presidents or any three (3) voting members of the Board who submit a written petition to the Co-presidents. Notice of special meetings shall be sent by the Co-Presidents or the Secretary to each Director at least 24 hours before such meeting. For purposes of these Bylaws, notice by electronic communication shall constitute written notice. Any notice of a special meeting shall indicate the purpose of such meeting.
  - (b) A majority of the Directors then in office shall constitute a quorum.
  - (c) If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board, except to the extent that a larger number is required by law or the Articles of Organization or these Bylaws.
  - (d) Unless otherwise provided by law, Directors may participate in a meeting by means of remote communication which enables all persons participating in the meeting to communicate with each other. Participation by such means shall constitute presence in person at the meeting.
- Section 8      **Action without a meeting.** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all Directors entitled to vote consent to the action in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

## **Article VII: Nominations and Elections**

- Section 1      **Nominating Committee.** Nominations for full-term positions shall be made by a Nominating Committee, consisting of three members or former members of the PTO Council, to include at least one current Board member, elected at the Annual Meeting. Unless otherwise qualified to be members of the PTO Council in the year in which they serve, members of the Nominating Committee shall be considered as non-voting members of the PTO Council and expected to attend regular PTO Council meetings. Vacancies occurring prior to the end of a term shall be filled by appointment by the Board. The Co-presidents shall be ex-officio members of the Nominating Committee.

Section 2

**Report of the Nominating Committee.**

- (a) The Nominating Committee shall solicit nominees from the general membership as well as develop its own list of potential nominees. Any current and former members of the PTO Council may express their interest in serving as an Officer or Director or as a member of the next Nominating Committee by notifying the Nominating Committee and the Co-Presidents.
- (b) The Nominating Committee shall submit its report to the Co-President at least two weeks prior to the Annual Meeting. This report shall include a list of nominees for the following positions: Officers and other Directors; Chairs of standing committees, if applicable; and three members of the Nominating Committee. The list of nominees shall include individuals from as many different NPS schools and geographic areas within Newton as possible.
- (c) All nominees must have been a member of the PTO Council prior to the beginning of their proposed term of office, unless the Board decides, in its discretion, to waive such requirement or as provided in Article VI, Section 2.
- (d) All nominees must be either a parent or guardian of a child in the NPS or a teacher in the NPS during their proposed term of office.
- (e) The Nominating Committee report shall be sent by the Secretary or the Co-presidents to each member of PTO Council at least one week prior to the Annual Meeting.

Section 3

**Elections.** Elections shall be held at the Annual Meeting. Additional nominations, meeting the qualifications of the position, may be made from the floor at the Annual Meeting. Voting shall be by ballot when there is more than one nominee for an office or position. A majority vote shall constitute an election.

Section 4

**Election of Members as Representatives to Other Organizations.** In instances where input from the PTO Council is requested by a local organizations, such as PTO Council representatives to the NPS Equity Committee or members to serve on the Newton Community Education Board, a member (or members) of the PTO Council may be nominated and elected to serve in such capacity. When possible, such nominations shall be made concurrently with the report of the Nominating Committee and voted on at the Annual Meeting. These members will serve in such capacity for a term determined by the requesting organization.

Section 5

**Term.** The term of office shall be July 1 to the following June 30, unless otherwise specified in these bylaws.

**Article VIII: Committees and Positions**

The PTO Council shall have the power to create all standing committees and individual positions required to carry on its work. The PTO Council, the Board, or the Co-Presidents may create special committees. Chairs of special committees may attend all meetings of the PTO Council but shall have not vote unless the chair is otherwise a member of the PTO Council.

**Article IX: Budget and Expenditures**

Section 1

**Adoption of the Budget.** The budget will be adopted and approved in accordance with Article 4, Section 5(e) above.

- Section 2      **Expenditures.** Subject to the availability of funds, the officers of the PTO Council shall make expenditures in accordance with the budget. If available funds are less than the budgeted amount, the Co-Presidents, subject to the direction of the Board, may reduce expenditures at their discretion. The Treasurer may make expenditures of up to \$200 for items not included in the budget with authorization by the Co-Presidents or of the Board. Any expenditure over \$200 not contained in the budget must be approved by the Board.
- Section 3      **Authorized Signatories.** One of the Co-Presidents and the Treasurer shall serve as an authorized signatory of the PTO Council for all accounts.

### **Article X: Indemnification of Directors and Officers**

The PTO Council shall, to the extent legally permissible, including (1) to the extent that the status of the PTO Council as exempt from federal income tax under Section 501(c)(3) of the Code is not affected thereby and (2) if and for so long as the PTO Council is a private foundation (as that term is defined in Section 509 of the Code), to the extent consistent with sections of the Code and related Treasury Regulations applicable to private foundations, indemnify each person who is serving or has served at any time as a Director or Officer of the PTO Council (hereinafter an "Indemnified Person") against all liabilities and expenses, including, without limitation, amounts paid in satisfaction of judgments, in settlement or compromise or as fines or penalties (including all interest, assessments and other charges paid or payable in connection therewith), and reasonable attorneys' fees and expenses, incurred by or imposed upon such Indemnified Person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil or criminal (each, a "Proceeding"), in which he or she may be involved or with which he or she may be threatened, while in office or thereafter (other than a Proceeding voluntarily initiated by such person unless he or she is successful on the merits) by reason of the Indemnified Person's being or having been such a Director or Officer, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the PTO Council. The PTO Council may, by action of the Board, indemnify any person who serves at the PTO Council's request as a Director, Officer, employee or other agent of another organization to the same extent that it may indemnify an Indemnified Person.

Such indemnification may, to the extent authorized by the Board of the PTO Council, include payments by the PTO Council of expenses incurred in defending a Proceeding in advance of the final disposition of such Proceeding, upon receipt of an undertaking by the Indemnified Person to repay such payment if such Indemnified Person shall not be entitled to indemnification under this Article X, which undertaking may be accepted without regard to the financial ability of such Indemnified Person to make repayment.

The payment of any indemnification shall be conclusively deemed authorized by the PTO Council under this Article X, and each director and officer of the PTO Council approving such payment shall be wholly protected, if:

- A. the payment has been approved or ratified (1) by a majority vote of a quorum of either (a) the members who are not at that time parties to the Proceeding or (b) the Directors who are not at that time parties to the Proceeding or (2) by a majority vote of a committee of two or more Directors who are not at that time parties to the Proceeding and are selected for this purpose by the Board (in which selection directors who are parties may participate);
- B. the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the PTO Council) appointed for the purpose by vote of the Directors in the manner specified in clause (1) or (2) of subparagraph (A) or, if that manner is not possible, appointed by a majority of the Directors then in office;

- C. the Directors have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws, as amended; or
- D. a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, assignees, successors, devisees, executors, administrators and personal representatives of any Indemnified Person entitled to indemnification hereunder.

The right of indemnification under this Article X shall be in addition to and not exclusive of all other rights to which such Indemnified Person may be entitled. Nothing contained in this Article X shall affect any rights to indemnification to which the PTO Council's employees or agents, other than Indemnified Persons, may be entitled by contract or otherwise under law.

No indemnification, reimbursement or other payment may be made under this Article X with respect to penalties imposed under Section 4958 of the Code to the extent such indemnification, reimbursement or other payment would cause the total compensation of a person to exceed "reasonable compensation," as defined in the Treasury Regulations to the Code and as determined by the Board. To the extent that any such payment is made, the amount of such payment may be reduced by any amount determined to exceed reasonable compensation. Any such reduction shall be determined by the Board. Further, if at any time the PTO Council is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article X if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or Section 4945(d), respectively, of the Code.

This Article X, as amended, constitutes a contract between the PTO Council and the Indemnified Persons. No amendment or repeal of the provisions of this Article X which adversely affects the right of an Indemnified Person under this Article X shall apply with respect to such Indemnified Person's acts or omissions that occurred at any time prior to such amendment or repeal.

## **Article XI: Amendments**

These by-laws may be amended at any meeting of the PTO Council by a vote of two-thirds of those members present and voting, provided that at least fifteen days' notice of such proposed amendment has been given in writing to each member of the PTO Council.

## **Article XII: Compliance with Internal Revenue Code**

No part of the net earnings of the PTO Council shall inure to the benefit of any Member or officer of the PTO Council, or any private individual (except that reasonable compensation may be paid for services rendered to or for the PTO Council), and no Member or officer of the PTO Council, nor any private individual, shall be entitled to share in the distribution of the PTO Council's assets upon its dissolution.

In the event of dissolution, all of the remaining assets and property of the PTO Council shall, after paying or adequately providing for the debts and obligations thereof, be distributed to another charitable organization, foundation or non-profit fund exempt from Federal tax under IRC Section 501(c)(3), or corresponding provisions of any subsequent Federal tax law.

Approved April 11, 1996  
Amended and Approved June 1999  
Further Amended and Restated and approved March 2008  
Further Amended and approved December 2012  
*Further Amended and Restated and approved June 2020*