

The Edith C. Baker School Parent-Teacher Organization Statement to Form 1023

We, Dori Sterns and Nancy Friedlander-Hosken, Co-presidents of the Edith C. Baker School Parent-Teacher Organization, do hereby certify under the penalties of perjury that the document submitted with the Form 1023, Application for Recognition of Exemption, to be a true copy of the original Articles of Association and By-Laws for the Edith C. Baker Parent-teacher Organization.

March 2, 2000

By-Laws Amended December 1, 2009

ARTICLES OF ASSOCIATION AND BY-LAWS EDITH C. BAKER SCHOOL PARENT-TEACHER ORGANIZATION

ARTICLE I NAME

The name of this organization shall be the Edith C. Baker School Parent-Teacher Organization (hereinafter "PTO").

ARTICLE II PURPOSE

The purpose of the PTO shall be to promote the education and general welfare of students in the school and community by: (a) promoting communication between the home and the school; (b) fostering support for any school-related activities; and (c) identifying and responding to any issues that may affect the well-being of children and families within the school and community.

ARTICLE III MEMBERSHIP

All parents or legal guardians of children attending the Edith C. Baker School (hereinafter "Parents"), and Principal and all members of the faculty and administrative staff of the Edith C. Baker School.

Parent membership shall be on a family basis and each member shall be entitled to full voting privileges.

ARTICLE IV MEETINGS OF MEMBERS

Section 1 Annual Meeting

The annual meeting of the PTO shall be held in May or June in each year.

Section 2 Regular Meetings

There shall be not less than three regular meetings each year (including the annual meeting), the date of which shall be determined by the Executive Board of the PTO.

Section 3 Special Meetings

Special meetings of the PTO may be called by the President(s) or a majority of the Executive Board or upon written request to the Secretary by 25 members of the PTO.

Section 4 Notice

A written notice of every meeting of the PTO, including the annual meeting, and any special meetings, stating the place, date, hour and purpose of such meetings, shall be given by the Secretary, or by any other member of the Officers so authorized by the Executive Board, to each member of the PTO at least seven days prior to the meeting. Notice shall be deemed given by such other means reasonably certain to come to the attention of the members.

Section 5 Location of Meetings

All meetings of the members shall be held on the premises of the Edith C. Baker School or at other locations as a majority of the Executive Board may from time to time designate.

Section 6 Quorum of Members

Twelve (12) members of the PTO must be present to constitute a quorum for consideration of questions or any or the matters of the PTO. When a quorum is present at any meeting, a majority of votes properly cast by PTO members present in person shall decide any question or matter, including election to any office, unless otherwise provided by these by-laws.

ARTICLE V THE EXECUTIVE BOARD

Section 1 The Executive Board

The Executive Board of the PTO shall consist of the following members: the Principal of the Edith C. Baker School and the Officers of the PTO.

Section 2 Duties

The Executive Board shall be responsible for conducting all the objectives and activities of the PTO not otherwise reserved to the full membership under these by-laws.

Section 3 Meetings

Meetings of the Executive Board may take place as often as the members deem necessary at such locations as the members of the Executive Board may, from time to time, designate. Oral or written notice of the time, place and subject matter of an Executive Board meeting shall be given to members of the Executive Board at least five (5) days prior to any such meeting.

Section 4 General

The provisions regarding tenure, resignation and vacancies set forth under Article VI shall apply to the faculty and administrative staff members of the Executive Board to the extent applicable, provided, however, that with respect to vacancies the successor must be selected from the faculty or administrative staff of the Edith C. Baker School.

Section 5 Action by Writing

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

ARTICLE VI OFFICERS

Section 1 Officers

The officers of the PTO shall be elected each year at the annual meeting from and by the Parents who are members of the PTO and shall consist of one or more President(s), one or more Vice-President(s), a Treasurer, and a Secretary.

Section 2 Executive Board Membership

The above listed officers shall constitute representatives of the Executive Board nominated and elected by and from the Parents.

Section 3 Tenure

(a) All officers shall be elected to serve for a two (2) year term commencing with the day after the last day of school of each year and ending on the last day of school of each following year. The retiring officers shall be responsible for assisting the newly elected officers to effect an orderly transition of the management of the PTO, and the retiring officers shall be responsible for completing any programs planned by them during the remainder of each year.

(b) Except for the Principal, no member may be an officer for more than four (4) consecutive terms.

Section 4 Duties

(a) *The President(s) and Vice President(s)* The President(s) shall preside at all meetings of the PTO and at meetings of the Executive Board. The President shall have the power to establish working committees and to appoint committee chairpersons subject to the approval of the Executive Board. The President(s) shall be ~~an~~-ex-officio member of all such committees. The President(s) shall also be responsible for performing any and all other duties incident to the office of President.

The Vice President(s), shall have and may exercise all the powers and duties of the President(s) during the absence of or upon the request of the President(s) in the event of the President(s)' inability to act. The Vice President(s) shall have such other responsibilities as the President(s) may designate.

(b) *The Treasurer* The Treasurer shall be the financial officer of the PTO. The Treasurer shall be in charge of the financial affairs of the PTO and shall have custody of and shall receive all funds and valuable papers of the PTO and shall keep full and accurate records of all financial transactions of the PTO. The Treasurer shall pay out such funds as may be authorized by the Executive Board, but not more than \$500 for any single purpose without approval by a vote of member. All checks paid out by the Treasurer shall be countersigned by at least one of the

President(s) of such other officer as may, from time to time, be designated by the Executive Board.

(c) Secretary The Secretary shall keep a full and accurate record of the proceedings of all meetings of the PTO and of the Executive Board. In addition, the Secretary shall have custody of all records regarding the business of the PTO except those of the Treasurer. The Secretary shall conduct all correspondence including, but not limited to, notifications of appointments to committees and notification of the time, place, and subject matter of meetings.

Section 5 Resignation

An officer may resign by delivering his or her written resignation to President or Secretary of the PTO or to a meeting of the Board. Such resignation shall be effective upon receipt, and acceptance of the resignation shall not be necessary to make it effective unless it so states.

Section 6 Vacancies

If any office becomes vacant, the President(s) shall nominate and appoint a successor who is a Parent member of the PTO, subject to the approval of the Executive Board. Each such successor shall hold office for the unexpired term of the officer he is she is succeeding.

Section 7 Multiple Members Per Office

An office may be held by more than one member. Any office held by more than one Parent member, shall not be deemed vacant so long as one Parent member continues to serve in that office.

ARTICLE VII FINANCIAL PROVISIONS

Section 1 Fiscal Year

The Fiscal Year of the PTO shall follow the Fiscal Year of the Brookline Public Schools.

Section 2 Expenditure of Funds

The PTO may not expend funds in excess of \$500 for any single purpose without approval of the members.

ARTICLE VIII COMMITTEES

The President shall establish such committees as may be necessary to facilitate the business of the PTO. Such committees shall report to the Executive Board from time to time, or upon request of the Executive Board.

ARTICLE IX NOMINATIONS

Section 1 Slate of Nominees

Candidates for offices of the PTO shall be nominated from among Parent members. A written slate of those nominated shall be distributed to the general membership at least fifteen (15) days prior to the annual meeting. The Officers shall also distribute or publish any other slate(s) presented to it by any parent member which is received at least two weeks prior to the annual meeting.

Section 2 Additional Nominations

Additional nominations may be made by any Parent member from the floor at the annual meeting.

ARTICLE X BYLAWS

Section 1

These by-laws may be altered, amended or repealed by a vote of two-thirds (2/3) of the members of the PTO present and voting at any annual meeting or at any special meeting called for such purpose, provided that notice of the proposed amendment specifying the subject matter of the proposal has been distributed to the membership in accordance with the provisions in these by-laws pertaining to notice of meetings. Any member of the PTO may submit an amendment to the by-laws to the Executive Board for their consideration.

ARTICLE XI GOVERNING RULES

This PTO shall be governed by the most recent edition of Robert's "Rules of Order Revised" whenever such rules are applicable and are not inconsistent with these by-laws.

ARTICLE XII COMPLIANCE WITH INTERNAL REVENUE LAWS

Notwithstanding any other provisions of these by-laws, the PTO is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter "IRC"), and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC Section 501 (c)(3) or corresponding provisions of any subsequent Federal tax law.

No part of the net earnings of the PTO shall be used for the benefit of any member or officer of the PTO or any private individual (except that reasonable compensation may be paid for services rendered to or for the PTO), and no member or officer of the PTO shall be entitled to share in the distribution of the PTO's assets on dissolution of the PTO.

No substantial part of the activities of the PTO shall be carrying on propaganda, or otherwise attempting to influence legislation (excepts as otherwise provided by IRC Section 501(h)), and the PTO shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the PTO shall, after necessary expenses thereof, be distributed to another association exempt under IRC Section 501 (c)(3), or corresponding provisions of any subsequent Federal tax laws, or the Federal government, or the state or local government for a public purpose, subject to the approval of the Supreme Judicial Court of the Commonwealth of Massachusetts.

In any taxable year in which the PTO is a private foundation as described in IRC Section 509(a), the PTO shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942, and the PTO shall not (a) engage in any act of self-dealing as defined in IRC Section 49419(d), retain any excess business holding as defined in IRC Section 4943(c), (b) make any investments in such manner as to subject the PTO to tax under IRC Section 4944, or 4945(d), or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XIII INDEMNIFICATION

The members and officers of the PTO shall not be held personally liable for any debt, liability or obligation of the PTO. All persons, corporations or other entities extending credit to, or contracting with, or having claim against the PTO may look only to the funds and property of the PTO for payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the PTO.

These Articles of Association and By-Laws of the PTO have been duly adopted. This is a true and complete copy.

Co-President	<i>Ginny Friedman</i>	December 1, 2009
Co-President	<i>Annie Short</i>	December 1, 2009
Co-President	<i>Lisa Cummings</i>	December 1, 2009
Treasurer	<i>Jeff Freilich</i>	December 1, 2009
Secretary	<i>Elizabeth Schlosberg</i>	December 1, 2009

(LAST SIGNED BY DORI STERN AND NANCY FREIDLANDER-HOSKEN 3/2/2000)
Revision Approved December 1, 2009