

The Old Post Road School Parent Advisory Committee (OPR PAC), Inc.

BY-LAWS

Article I – Name, Purpose

- Section 1: **Name.** The name of the Corporation shall be The Old Post Road School Parent Advisory Committee (OPR PAC), Inc.
- Section 2: **Charitable Purpose Only.** This Corporation shall be organized as a public charity and operate exclusively for charitable, scientific, literary, and education purposes. Subject to the limitations in the Articles of Organization, the purposes of this Corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 180 of the Massachusetts General Law (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code. No part of the earnings or assets of the Corporation shall inure to the benefit of any Officer of the Corporation. The Corporation shall not participate in the political campaigns of candidates for local, state, or federal office and shall not engage in any lobbying activities.
- Section 3: **Specific Purpose.** The primary purpose of the Old Post Road School Parent Advisory Committee (OPR PAC), Inc. shall be to establish a parent, teacher, and school staff working relationship to enhance the school community and learning environment within Old Post Road School; to support Old Post Road School students, teachers, school staff, and programs through volunteer and fund raising efforts; and to connect, engage and inform Old Post Road School parents, legal guardians and persons standing *in loco parentis* through ongoing effective communications.
- Section 4: **Mission Statement.** The Old Post Road School Parent Advisory Committee (OPR PAC), Inc. will serve as a forum for the sharing of ideas and discussion of school related issues, encourage parental participation and support and enhance the educational process at Old Post Road School. In support of this mission, the Old Post Road School Parent Advisory Committee (OPR PAC), Inc. will strive to inform its members about the school and the needs of the students, represent the needs and concerns of Old Post Road School to the school system and town representatives as well as to any school related groups and committees, provide student enrichment programs, offer speakers and discussion groups on topics of interest, encourage participation in community service, provide volunteers to support both daily school routine and extra-curricular activities, recognize personal and professional events and accomplishments of staff and students, and raise funds to implement its goals and objectives.
- Section 5: **Dissolution Clause.** Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article II – Membership, Voting

- Section 1 **Members.** Parents, legal guardians, and persons standing *in loco parentis* of then current students of the Old Post Road School in East Walpole, Massachusetts are eligible to be members

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of the Corporation. Officers of the Corporation who meet membership eligibility criteria are considered members of the Corporation.

Section 2 **Voting.** Each member shall be entitled to one vote on matters pertaining to election of PAC Officers, amendments to PAC by-laws, unbudgeted PAC expenditures over \$250, and other PAC affairs. In the event that any vote held by the general membership results in a tie, the Board of Directors will vote. If the vote is in regards to an election and the President is one of the nominees involved, the Clerk/Secretary will not vote, except to break a tie.

Article III – Meetings

Section 1 **Annual Meeting.** An Annual Meeting shall be held in September of each year for the purpose of introducing the Officers of the Corporation and presenting the annual budget. The President shall set the date, time, and place of the Annual Meeting.

Section 2 **Monthly Meetings.** Meetings of the members shall be held at least once per month during the school year (September through May, except for the month of December) in order to conduct PAC business. The President shall set the date, time, and place of the monthly meetings.

Section 3 **Meeting Notice.** Notice of each meeting shall be provided to members at least five (5) business days in advance of the meeting.

Section 4 **Special Meetings.** Special Meetings may be called by the President to address extraordinary or emergency matters with less notice.

Section 5 **Quorum and Voting.** At least two (2) Officers and four (4) non-Officer members shall constitute a quorum. A majority vote of the members voting is the act of all of the members, unless these by-laws or applicable law provides otherwise.

Section 6 **Principal.** The Principal of Old Post Road School will be requested to serve as an advisor to the Corporation and its Officers, and will be invited to attend all Monthly Meetings and the Annual Meeting.

Article IV – Officers and Directors

Section 1 **Duties.**

President. The President shall develop agendas for and preside over all meetings; oversee PAC financial affairs; be responsible for the general PAC management; ensure that all decisions of the quorum shall be implemented; and serve as the main liaison with the Principal of Old Post Road School.

Vice President. The Vice President shall assist the President in developing agendas for all meetings, overseeing the Corporation's financial affairs, and general management of the Corporation.

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Secretary/Clerk. The Secretary/Clerk shall have overall responsibility for all record keeping and correspondence. The Secretary/Clerk shall officially record and distribute the minutes of all proceedings of the meetings and actions; provide notice of all meetings; maintain the archive of meeting minutes and by-laws; and distribute the Corporation's mail.

Treasurer. The Treasurer shall have overall responsibility for the Corporation's funds. The Treasurer shall keep full and accurate accounts of the Corporation's financial records; oversee the Corporation's financial affairs employing regular electronic account balance alerts if available; deposit all monies and other valuable effects in the name and to the credit of The Old Post Road School Parent Advisory Committee (OPR PAC), Inc. in any appropriate banking institution; disburse approved funds; make monthly financial reports as to the financial condition of the Corporation to the members; report bi-monthly on the execution of the annual budget; and complete and file taxes, the annual report and any other required filings.

Director. Each Officer also shall be a Director of the Corporation and, together, the Officers shall constitute the Board of Directors of the Corporation.

- Section 2 **Terms.** Officers shall serve a term equal to one (1) school year, and are eligible for re-election. The term shall begin on July 1st following the election of the Officer and continue until June 30th of the year thereafter.
- Section 3 **Elections.** At the final Monthly Meeting of the school year, a list of individuals who have expressed interest in becoming an Officer for any soon-to-be vacant Officer position will be presented by the President. Each individual interested in becoming an Officer will be given the opportunity to speak at the meeting, at the discretion of the President. After such presentation(s) the President shall conduct a vote of the members in attendance at the Monthly Meeting for each soon-to-be vacant Officer position.
- Section 4 **Vacancies.** Mid-term vacancies in Officer positions may be filled temporarily by a majority vote of the remaining Officers, which need not occur at a Monthly Meeting. As soon as possible, the President will present candidate(s) for the vacant position to the members at a Monthly Meeting and will conduct a vote of the members to fill the vacant Officer position for the remainder of the term.
- Section 5 **Resignation and Termination and Absences.** An Officer may resign from his/her position in a writing directed to either the Secretary/Clerk or the President. An Officer may be removed from his/her position by a majority vote of the members.
- Section 6 **No Compensation or other Remuneration.** No Officer or other member may receive any compensation or other remuneration from the Corporation, other than authorized reimbursement of Corporation expenses as provided herein.

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Section 7 **No Liability for Officers.** The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as a non-exempt organization is not adversely affected thereby, indemnify any person who serves or has served as an Officer of the Corporation against any liabilities and expenses arising from or relating to his/her holding an Officer position of the Corporation, except: (1) if the Officer breached his/her duty of loyalty to the Corporation or its members; (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; or (3) for any transaction from which the Officer derived an improper personal benefit.

Article V – Budget and Finance

Section 1 **Fiscal Year.** The fiscal year shall be the school year, July 1 to June 30.

Section 2 **Annual Budget.** The Treasurer and President shall develop the annual budget for the upcoming school year. The Treasurer shall present the budget for approval at either the final Monthly Meeting of the school year prior to the budget year or the first Monthly Meeting of the school year to which the budget applies.

Section 3 **Finance Reports.** The Treasurer shall report at the Monthly Meeting regarding the status of funds in all of the Corporation's banking accounts and the execution of the annual budget. The reports shall provide information pertaining to all sources of income and expenses, and the Corporation's programs/event balances.

Section 4 **Banking Account(s) and Check Writing.** The Treasurer shall maintain all of the Corporation's banking and financial records. The Treasurer shall only make payment for Corporation expenses when supported by a Purchase Order or Request for Reimbursement, and if approved as provided herein. Any unbudgeted payment or expenditure over Two-Hundred Fifty Dollars (\$250.00) must be approved by the members at a Monthly Meeting or Special Meeting. The President and Treasurer will both have signature authority with respect to the accounts. Both the President and Treasurer will be required to sign any check, or approve and expenditure, for an amount over One Thousand Dollars (\$1,000.00). The monthly statement for each bank account will be addressed to the Vice President, and will be mailed to the Vice President's home address. The Vice President will be responsible for reviewing and initialing the monthly bank statement. Only then will the Vice President initial and forward the monthly banking statement to the Treasurer.

Article VI – Amendments

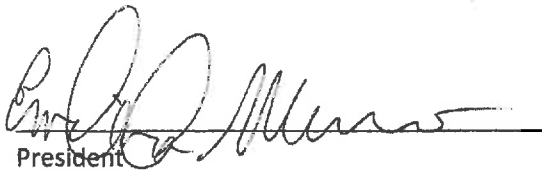
These by-laws may be amended or repealed and/or new by-laws adopted by a two-thirds majority vote of the members. Prior to the adoption of the amendment, the members shall be given at least three (3) days' notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the by-laws and shall contain or attach a

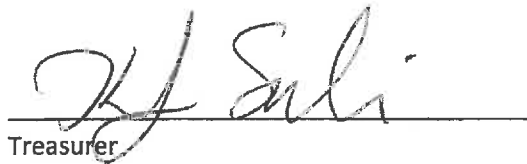
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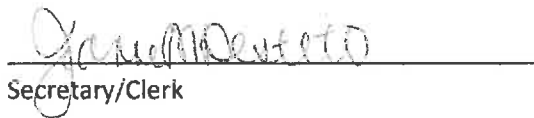

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copy of the proposed amendment. Any member may submit proposed amendments. To be considered for adoption, proposed amendments must be submitted in writing to the President and the Secretary/Clerk.

These by-laws are hereby approved by a two-thirds majority vote of the members at the Monthly Meeting on January 9, 2013 and signed into effect by the Officers of The Old Post Road School Parent Advisory Committee (OPR PAC), Inc.


President


Treasurer


Secretary/Clerk


Vice President