



**Dover Elementary Parent Teacher Organization,  
Inc.**

**By-Laws**

**Revised: June 2008**

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## ARTICLE I

### Name

The name of this non-profit charitable corporation shall be The Dover Elementary Parent Teacher Organization, Inc. (referred to as the "Corporation" or "The Dover PTO").

## ARTICLE II

### Purpose

The Dover PTO is organized exclusively for charitable and educational purposes. Its mission is to strengthen the Chickering community by:

1. Enabling cooperation and communication between parents, students, staff and the greater community. This includes providing a means by which the parents can meet with one another and with representatives of the school to consider matters of common interest affecting the students and the school, it being understood that the Dover PTO shall have no power to establish policies on academic and administrative matters;
2. Providing a source of volunteer services for the school including administration, teaching and support staff; and
3. Raising money, which goes directly to Chickering projects including curriculum enrichment, teacher/classroom support and the Chickering community.

## ARTICLE III

### Membership

Membership in the Dover PTO shall be open to:

1. All parents and legal guardians of children who are students at Chickering Elementary School;
2. All current administrative, teaching and support staff of Chickering Elementary School;
3. Interested residents of Dover, MA.

## ARTICLE IV

### Fiscal Policies

Section 1. **Fiscal Year.** The Fiscal Year shall end on June 30 of each calendar year.

Section 2. **Independent Audit.** The Corporation shall comply with state laws as overseen by the Audit Committee (see Article VIII).

Section 3. **Execution of Papers.** Unless otherwise authorized by the Executive Board, contracts, checks and other obligations made shall be accepted and endorsed by any Officer on behalf of the Corporation.

## ARTICLE V

### Meetings of the Corporation

- Section 1. **Annual Meeting.** The Annual Meeting of the Corporation shall be held in June for 1) the submission of annual reports by the Executive Board; 2) the election of Officers and Executive Board Members for the next Fiscal Year; 3) approval of the Dover PTO budget for the next Fiscal Year and 4) the transaction of any other relevant business.
- Section 2. **General Membership Meetings.** The Executive Board shall hold at least four (4) General Membership Meetings (including the Annual Meeting) between September and June of each Fiscal Year.
- Section 3. **Special Meetings.** Special Meetings of the Membership may be called by the President or by the majority of the Executive Board.
- Section 4. **Quorum.** The members present at any General or Special Meeting of the Dover PTO shall constitute a quorum. The majority of those members present will decide a question unless otherwise noted herein.

## ARTICLE VI

### Officers

- Section 1. **Officers.** The officers shall consist of the following: President, Vice President, Secretary and Treasurer.
- Section 2. **Duties.** The duties of the Officers of the Dover PTO shall be as follows:
- A. **President.** The President shall be the chief executive officer of the Corporation and shall:
    - a. Set the date of each meeting within the periods set forth herein, call special meetings and preside at all meetings;
    - b. Establish special committees and/or task forces;
    - c. Outline annual plans and initiatives to meet the Corporation's purpose;
    - d. Assist the Executive Board and Committee Chairs in achieving those plans;
    - e. Present an annual written report of the Corporation at its Annual Meeting.
  - B. **Vice President.** The Vice President shall assist the President and perform such duties as the Executive Board may designate. In the absence of the President, the Vice President shall perform the duties of the President. In case of vacancy, the Vice President shall at once succeed to the office of the President until the next Annual Meeting or until another President has been elected by a special meeting so called by the Executive Board for that purpose.
  - C. **Treasurer.** The Treasurer shall be the chief financial officer and chief accounting officer of the Corporation. The Treasurer shall

- a. Receive all funds of the Corporation and shall deposit them in such bank or banks as may be authorized by the Corporation;
- b. Disburse these funds as directed by the Corporation and as approved by the Executive Board;
- c. Present a written financial report to the Corporation at each General Membership Meeting;
- d. For the Annual Meeting, prepare the Dover PTO budget for the next Fiscal Year;
- e. File any tax, financial and annual reports required by law.

D. Secretary. The Secretary shall

- a. Record the proceedings of the Corporation and the Executive Board;
- b. Be the custodian of all the records of the Corporation and the Executive Board;
- c. Submit to the President and the Executive Board a copy of the minutes of the previous meeting;
- d. Attend to the correspondence of the Corporation.

## ARTICLE VII

### Executive Board

Section 1. **Executive Board.** The Executive Board shall consist of at least nine (9) members and no more than thirteen (13) members including the Officers of the Dover PTO, the immediate past President acting as Advisor, and Executives that manage the operations of the Corporation. The current list of Executives along with descriptions of their responsibilities can be found in Appendix A.

Section 2. **Powers.** The Executive Board shall have the general charge and control of the affairs, funds and programs of the Corporation.

Section 3. **Term of Office.** The term of office of each Executive Board member shall be one year commencing upon election in June and ending with that members' successor's election. The Officers of the Corporation, except the Treasurer, shall hold office for a term of one year, not to exceed two successive terms. The Treasurer shall hold office for a term of two years. Board members with an explicit succession plan at the end of their terms include:

- a. The outgoing President shall become the Advisor.
- b. The Vice President shall become the President.
- c. Any Vice-Chairs of operational areas shall become the Chairs.

Section 4. **Meetings.** The Executive Board shall meet at such times as determined by the President, with a goal of monthly meetings during the school year. The meeting after the Annual Meeting shall be entitled "Transition Meeting" and have as its primary purpose the transition of records and institutional learning from the outgoing Executive Board to the incoming Executive Board.

Section 5. **Voting.** A majority of the Executive Board Members shall constitute a quorum at an Executive Board Meeting. The majority of those members of the Executive Board voting shall decide any question.

Section 6. **Resignations.** Any Executive Board Member may resign by delivering his/her written resignation to the President or Vice President. Such resignation shall be effective upon receipt unless otherwise specified in the resignation notice.

Section 7. **Vacancies.** In the event that an Officer is unable to complete a term of office, the Executive Board, by a two-thirds vote of its members, shall have the power to name a successor to fill the unexpired term of that office.

## ARTICLE VIII

### Committees

Section 1. **Standing Committees.** The Corporation shall have two Standing Committees:

1. **Nominating Committee** (see Article IX for specifications)
2. **Audit Committee.** An Audit Committee will oversee the Corporation's finances to ensure that assets are safeguarded and finances are managed in a business-like manner. It will be comprised of one (1) to five (5) persons who have not handled funds on behalf of the Dover PTO; if it has three (3) or more members, one member may be an Executive Board Member. Duties will include quarterly review of bank reconciliation and annual audit of Dover PTO financial statements (or hiring of independent auditors). It shall exist and operate in accordance with the *Terms of Reference* as approved by the Executive Board. (Included herein as Appendix B.)

Section 2. **Operating Committees.** Operating Committees are formed by the Executive Board, and Committee Chairs are appointed by the Executives. For a current list of Committees and descriptions of their responsibilities, see Appendix C. The Executive responsible for that committee will appoint the Committee Chair(s).

## ARTICLE IX

### Nominations and Elections

Section 1. **Nominating Committee.** The Nominating Committee shall identify candidates for election for a) the Officers of the Dover PTO and b) other members of the Executive Board. The Nominating Committee shall be appointed annually by the President and shall consist of three (3) active voting members of the Executive Board including one member from the prior year's Nominating Committee. The Nominating Committee shall select a Chairperson. The President and Vice President will act as advisors to the Nominating Committee.

Section 2. **Procedure.** The Nominating Committee shall:

1. Collect nominations for each officer position and member of the Executive Board;
2. Evaluate candidates based on an articulated set of criteria;
3. Prepare a single slate of candidates to be presented to the Executive Board for discussion, re-evaluation if necessary and approval;
4. Present a single slate to the General Membership at least two (2) weeks prior to the Annual Meeting;
5. Enable voting prior to and at the Annual Meeting;
6. Announce the results of the election of the Officers and the Executive Board Members at or as soon as possible after the Annual Meeting.

Section 3. **Additional Nominations.** Once the Nominating Committee has presented a single slate to the General Membership, Additional Nominations to any elected position may be made to the Nominating Committee within five (5) days. In order to be considered, each Additional Nomination must be received by the Chairperson of the Nominating Committee along with ten (10) signatures of Dover PTO members. The Nominating Committee shall then re-issue the single slate to the General Membership along with the Additional Nomination(s) for voting at the Annual Meeting.

Section 4. **Consent.** Written consent of any nominee must be obtained before placing his/her name in nomination.

Section 5. **Change in Office.** The newly elected Officers and Executive Board Members of the Corporation shall assume their duties at the “Transition Meeting” of the Executive Board.

## **ARTICLE X**

### **Governance**

The Corporation shall be governed by the Dover PTO By-Laws. Additionally, the Dover PTO shall create and maintain a document of “Dover PTO Practices” to provide guidance on operational issues.

These by-laws may be amended or repealed at any General Membership Meeting of the Corporation by a two-thirds (2/3) vote of those present, provided the proposed amendment(s) has/have been submitted in writing to the Executive Board at least fourteen (14) calendar days before the meeting.

## ARTICLE XI

### Miscellaneous Provisions

- Section 1. **Basic Policies.** The Corporation shall be non-sectarian and non-partisan. The name of the Corporation or the names of any members in their official capacities shall not be used to endorse or promote any sectarian or partisan interest(s).
- Section 2. **Powers.** The Corporation shall have and may exercise all powers authorized by law and necessary or convenient to effect any or all of the purposes for which the Corporation is formed; provided that no such power shall be exercised in a manner inconsistent with the General Laws of the Commonwealth of Massachusetts or the United States of America.
- Section 3. **Political Candidates/Activity.** The Corporation, Officers and Executive Board Members shall not, directly or indirectly, participate or intervene (in any manner whatsoever, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote any part of its activities to attempting to influence any legislation, referendum or any other political activity by propaganda or otherwise.
- Section 4. **Compensation.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Officers or other private persons except that the Corporation shall be authorized and empowered to reimburse members for authorized expenses, and to make payments and distributions relevant to the Corporation.
- Section 5. **Activities.** Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or the corresponding section of any future tax code, or b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or the corresponding section of any future federal tax code.
- Section 6. **Personal Liabilities.** The Members, Executive Board Members and Officers of the Corporation shall not be personally liable for any debt, liability, obligation, undertaking or agreement of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation, may look solely to the funds and property of the Corporation, as limited by law, for payment of debts(s), damages, judgments(s), decree(s), settlement(s) or of any money that may otherwise become due or payable to them from the Corporation.

Section 7. **Indemnification of the Officers, Executive Board Members and General Members.** The Corporation shall hold harmless and indemnify each Officer of the Corporation, Executive Board Member of the Corporation, and other Members of the Corporation, acting in connection with Dover PTO sponsored functions against any and all actions, liabilities and expenses, including all costs of defending any threatened or actual action or suit, except as stated below, reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she shall be made party, or with which he/she may be threatened, by reason of his/her being or having been an Officer of the Corporation, Executive Board Member of the Corporation, and other Members of the Corporation, acting in connection with Dover PTO sponsored functions, whether or not he/she continues to be an Officer of the Corporation, Executive Board Member of the Corporation, and other Members of the Corporation acting in connection with Dover PTO sponsored functions at the time of incurring such expenses.

The expenses covered by the foregoing indemnity shall not include any: a) expenses incurred in connection with any matters as to which such Officer of the Corporation, Executive Board Member of the Corporation, and other Members of the Corporation, acting in connection with Dover PTO sponsored functions shall be adjudicated from such action, suit or proceeding to be liable by reason of his/her having been guilty of willful misconduct in the performance of his/her duty as such Officer of the Corporation, Executive Board Member of the Corporation, and other Members of the Corporation, acting in connection with Dover PTO sponsored functions; or b) amounts paid by such Officer of the Corporation, Executive Board Member of the Corporation, and other Members of the Corporation, acting in connection with Dover PTO sponsored functions in settlement of any such action, suit or proceeding disposed of otherwise than by adjudication on the merits, unless in relation to such action, suit, or proceeding, such Officer of the Corporation, Executive Board Member of the Corporation, and other Members of the Corporation, acting in connection with Dover PTO sponsored functions has/have not been guilty of willful misconduct in the performance of his/her duty as such Officer of the Corporation, Executive Board Member of the Corporation, and other Members of the Corporation, acting in connection with Dover PTO sponsored functions. As to whether or not an Officer of the Corporation, Executive Board Member of the Corporation, and other Members of the Corporation, acting in connection with Dover PTO sponsored functions has/have been guilty of willful misconduct in relation to such action, suit, proceeding or other matters, the Executive Board and each member may conclusively rely on the opinion of counsel approved by the Executive Board.

As used in this paragraph, the terms Officer of the Corporation, Executive Board Member of the Corporation, and other Members of the Corporation, acting in connection with Dover PTO sponsored functions include their heirs, successors and assignees, executors and administrators. The foregoing right

of indemnification shall be in addition to any rights which any Officer of the Corporation, Executive Board Member of the Corporation, and other Members of the Corporation, acting in connection with Dover PTO sponsored functions may otherwise be entitled as a matter of law.

## **ARTICLE XII**

### **Dissolution**

Section 1. **Dissolution of the Corporation.** The Corporation may be dissolved by the general membership at a general membership meeting of the Corporation by a two-thirds (2/3) vote of those present, provided the proposed dissolution has been submitted in writing to the Executive Board at least 30 calendar days before the meeting.

Section 2. **Distribution of Assets.** Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they may now exist or as they may be hereafter amended, or of the 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. Any such assets not so disposed shall be disposed by a Court of competent jurisdiction of the country in which the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

## APPENDIX A

### Executive Board and Responsibilities

The current Executive Board has thirteen (13) members and is comprised as follows:

- President
- Vice President
- Secretary
- Treasurer
- Advisor
- Communications – Chair
- Fundraising – Chair and Vice-Chair
- Volunteer Services – Chair and Vice-Chair
- Curriculum Enrichment – Chair and Vice-Chair
- Community Outreach – Chair

Their responsibilities are currently defined as follows:

President	Chief executive officer oversees the Board.
Vice President	Assists the President. Manages classroom/teacher support -- discretionary funds, grants and classroom libraries as well as team of staff appreciation, Books from the Heart and Special Projects.
Secretary	Records and distributes meeting minutes. Maintains documents needed to conduct PTO business. Oversees Chickering Directory as well as PTO-designed Excuse Pads and official stationery.
Treasurer	Prepares annual PTO budget in spring (and updates it in fall) and reports on the budget-to-actual results at each Board and General meeting. Using QuickBooks Online, records deposits and issues checks as needed and reconciles the bank account monthly. Liaises with various Fundraising committees and with school admin regarding disbursement of funds to support teachers/classrooms. Responsible for filing federal and state tax returns and MA regulatory filings. If desired, may utilize Assistant Treasurers to make deposits, reconcile the bank, prepare analyses, prepare tax returns, etc. Must have accounting experience. Knowledge of QuickBooks is a plus but not necessary.
Communications	Manages flow of all PTO communication to all constituents via multiple channels – internal (via newsletters, flyers and weekly e-mail blasts), external (via print media) and web. Responsible for quantity, quality and timing of all communications. Organizes monthly newsletter. Coordinates school and PTO calendars. Works with DMA, DDG and Working Parent liaisons. Computer skills necessary.

Volunteer Services	Manages all parent volunteers for all school activities. Recruits committee chairs, determines volunteer needs, creates sign-up sheet, collects responses, creates database and connects volunteers to committees. Oversees New Parent Coffee, Room Parent selection process and other projects as they arise during the year. Manages Guidelines for classroom and playground volunteering. Oversees team. Computer skills necessary.
Curriculum Enrichment	Works with teachers, curriculum coordinator and administration to preview, plan, deliver and evaluate programs for the year. Oversees CE team of grade-level and school-wide coordinators. Manages budget.
Community Outreach	Connects Chickering to community via Community events, Speaker Series, Symphony Series and Community Service opportunities. Oversees team.
Fundraising	Plans and coordinates all fundraising activities to achieve the budget. Oversees chairs of Product, check writing campaign, spring event and Easy Money for Chickering committees.
Advisor	Advises Board on issues.

## **APPENDIX B**

### **Audit Committee: Terms of Reference**

#### **MANDATE**

The mandate of the Audit Committee of the Dover Elementary Parent Teacher Organization, Inc. (the PTO) is to review the financial records of the PTO to help ensure that PTO funds are managed in a businesslike manner and to ensure that the PTO's assets are appropriately safeguarded.

#### **MEMBERSHIP**

The PTO Executive Board must appoint between one and five members of the Chickering community to serve on the Audit Committee. Members must be drawn from the membership-at-large; however one member may be an Officer of the PTO Executive Board if the Audit Committee is composed of three or more members. Audit Committee members will serve for a period of one year and are eligible to be reappointed for further one year terms.

A member is not eligible to serve on the Audit Committee if he or she has had signing authority over the PTO's bank account during the period under audit, or has otherwise been in a position (executive or non-executive) where he or she has handled funds on behalf of the PTO.

#### **DUTIES**

The duties of the Audit Committee are as follows:

1. Review the bank statements and bank reconciliations on a quarterly basis (September 30, December 31, March 31 and June 30). One member of the Audit Committee shall sign the bank statement and bank reconciliation as evidence of having completed this review.
2. Verify that all federal and state filings (e.g., IRS Form 990 and Massachusetts Annual Report) have been completed on a timely basis.
3. Determine whether the PTO is required, by the Commonwealth of Massachusetts or any other governmental organization, to have its financial records for the year audited by an independent auditor.
4. If an independent audit is required for the year, or if the Audit Committee believes it prudent for an audit to be conducted, appoint an independent auditor and negotiate the auditor's fee. The fee for the independent audit will be paid from the funds of the PTO.

5. If an independent audit is not conducted for the year, review the annual financial records of the PTO and report to the PTO Executive Board in substantially the form attached.
6. At least once every two years (and on a rotating schedule if desired), review the internal controls over cash receipts, cash disbursements, investments, inventories and any other assets of the PTO, and make written recommendations to the PTO Executive Board regarding strengthening internal controls.
7. Immediately bring to the attention of the PTO Executive Board any fraud or misappropriation of PTO funds, any other matters thought to be of interest to the PTO Executive Board.

With the exception of the review of the financial records under 5 above, the duties of the Audit Committee need not be carried out by the committee as a whole. Each member of the committee should participate in some aspect of the review of the financial records under 5 and the report to the PTO Executive Board must be signed by each member of the committee.

#### **MEETINGS**

The Audit Committee shall meet at least once per year and at other times necessary to perform the duties set out above. A quorum shall be two members in attendance, either physically or by telephone, and any decisions made by the Audit Committee shall be taken on the basis of a majority vote of members in attendance. Minutes of the meetings shall be taken by one of the members in attendance.

\* \* \* \* \*

Adopted by the Board:        December 14, 2007

**DOVER ELEMENTARY PARENT TEACHER ORGANIZATION, INC.**  
**AUDIT COMMITTEE**  
**REPORT TO PTO EXECUTIVE BOARD**

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We have reviewed the accompanying financial report of the Dover Elementary Parent Teacher Organization, Inc. (the PTO) for the year ended June 30, 20\_\_.

In our opinion, the financial report

- accurately reflects the financial transactions of the PTO for the year ended June 30, 20\_\_.
- does not accurately reflect the financial transactions of the PTO for the year ended June 30, 20\_\_, and requires the following adjustments:\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Date: \_\_\_\_\_

Signed: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## APPENDIX C

### Operating Committee Descriptions

Following are the current list of Committees active in the Dover PTO. Committees are listed under the Executive Board member who appoints the Chair(s).

<b>President</b>	
Outdoor Classroom	Works with Chickering leadership to plan and develop Chickering’s outdoor learning environment.
Energy task force	Offers consulting-type services to Chickering administration.
Recycling committee liaison	Works with Dover Recycling Committee to ensure town-wide cooperation on efforts to “reduce, reuse, recycle.”
<b>Vice President</b>	
Staff appreciation Co-chairs	Organizes and hosts PTO-sponsored staff appreciation functions throughout the year, including Bus Driver Breakfast, Annual Staff Appreciation Luncheon and other events.
Books from the Heart	Works with Chickering librarian to procure books; prepares and distributes books; and schedules volunteers for sales.
<b>Secretary</b>	
Directory	Organizes team to prepare and distribute annual PTO school directory. Computer skills necessary.
<b>Treasurer</b>	
Assistant Treasurer(s)	Assists Treasurer with such tasks as preparation of budget statements, check deposits and reconciliation, etc.
<b>Communications</b>	
External communications	Prepares press releases, flyers and the “Sandwich Board” for PTO events and activities. Computer knowledge essential.
Web communications	Helps update and maintain PTO web site. Knowledge of Word essential; HTML highly desirable.
Dover Dads Group liaison	Co-sponsors dad-specific events. Leverages DDG network to communicate and publicize Chickering events.
Dover Mothers Association liaison	Co-sponsors events targeted at incoming Chickering families. Leverages DMA network to communicate and publicize Chickering events.
Parent liaison	Welcomes new parents to the Chickering community and facilitates communications with working parents. Brainstorms on ways to better connect parents with Chickering and Dover PTO.
<b>Volunteer Services</b>	
Room parent coordinator	Helps develop selection criteria, then selects and coordinates two room parents per classroom. Manages PTO Emergency Phone Tree.
School Pictures	Manages vendor relationship and coordinates picture-day volunteers.
Library coordinator	Coordinates volunteers for the school library.
Playground coordinator	Works with Chickering staff on playground guidelines, organizes playground volunteers and procures ancillary equipment.

Fifth grade graduation	Co-chairs organize and manage following committees 1) yearbook, 2) luncheon, 3) class gift and mementos.
<b>Curriculum Enrichment</b>	
CE grade level coordinator(s) 1-2 each for grades K, 1, 2, 3, 4, 5	Works with Curriculum Enrichment Chairs and teachers to plan, deliver and evaluate grade-specific programs for the year.
CE school-wide coordinator	Works with Curriculum Enrichment Chairs to plan, deliver and evaluate school-wide programs for the year.
CE Understanding our Differences	Works with Special Education Department to provide program that educates students on impact of various learning limitations.
<b>Fundraising</b>	
Fundraising product sales Co-chairs	Works with Fundraising Chairs to identify appropriate products for sale to Chickering community. Executes program(s).
Fundraising check writing campaign Co-chairs	Works with Fundraising Chairs on check-writing campaign for Chickering community. Executes program.
Fundraising spring event Co-chairs	Works with Fundraising Chairs to plan and host spring fundraising event(s) for Chickering community.
Easy Money for Chickering	Manages list of opportunities and collection of items that support “Easy Money for Chickering.”
<b>Community Outreach</b>	
Community events	Plan and administers Community events such as Family Fun Nights and Dover PTO’s presence at annual Dover Days event.
Speaker series	Identifies relevant topics and schedules speakers for parent meetings.
Symphony series	Plans, administers and attends one BSO concert for families.
Community service	Identifies opportunities for community service (e.g. donations of items, money and/or time).