



**DOVER ELEMENTARY PARENT TEACHER ORGANIZATION, INC.**

**BYLAWS**

**Revised: October 2019**

**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 Elementary School 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, Massachusetts.

**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 no fewer than two (2) 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(s) 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 of the Dover PTO shall consist of the following: President(s), Vice President(s), Secretary and Treasurer.

**Section 2. Duties.** The duties of the Officers shall be as follows:

- a. **President(s).** The President(s) shall be the chief executive officer of the Corporation and shall:
  - i. Set the date of each meeting within the periods set forth herein, call special meetings and preside at all meetings;
  - ii. Establish special committees and/or task forces;
  - iii. Outline annual plans and initiatives to meet the Corporation's purpose;
  - iv. Assist the Executive Board and Committee Chairs in achieving those plans;
  - v. Present an annual written report of the Corporation at its Annual Meeting.
- b. **Vice President(s).** The Vice President(s) shall assist the President(s) and perform such duties as the Executive Board may designate. In the absence of the President(s), the Vice President(s) shall perform the duties of the President(s). In case of vacancy, the Vice President(s) shall at once succeed to the office of the President(s) until the next Annual Meeting or until another President has been elected by the Executive Board.
- c. **Treasurer.** The Treasurer shall be the chief financial officer and chief accounting officer of the Corporation. The Treasurer shall:
  - i. Receive all funds of the Corporation and shall deposit them in such bank or banks as may be authorized by the Corporation;
  - ii. Disburse these funds as directed by the Corporation and as approved by the Executive Board;
  - iii. Present a written financial report to the Corporation at each General Membership Meeting;
  - iv. For the Annual Meeting, prepare the Dover PTO budget for the next Fiscal Year;
  - v. File any tax, financial and annual reports required by law.
- d. **Secretary.** The Secretary shall:
  - i. Record the proceedings of the Corporation and the Executive Board;

- ii. Be the custodian of the records of the Corporation and the Executive Board;
- iii. Submit to the President(s) and the Executive Board a copy of the minutes of the previous meeting;
- iv. Attend to the correspondence of the Corporation.

## ARTICLE VII. EXECUTIVE BOARD

- Section 1. Executive Board.** The Executive Board shall consist of at least twelve (12) members and no more than eighteen (18) members including the Officers of the Dover PTO, the immediate past President(s) acting as Advisor(s), 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 member's successor's election. The Officers of the Corporation, except the Secretary, shall hold office for a term of one year, not to exceed two successive terms. The Secretary 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(s) shall become the Advisor(s).
  - b. The Vice President(s) shall become the President(s).
  - c. The Assistant Treasurer shall become Treasurer.
  - d. 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(s), 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. Action by Consent; Participation by Phone or Video Conference.** Any action required or permitted to be taken at any meeting of the Executive Board may be taken without a meeting if all of the members consent to the action (either in writing or by electronic means) and the written consents are filed with the record of the meetings of the Executive Board. Such consent shall be treated for all purposes as a vote at a meeting. Executive Board members may participate in any meeting of the Board by conference telephone, video conference, or similar means by which all participants may hear each other during the meeting and such participation shall constitute presence in person at such meeting.
- Section 7. Resignations.** Any Executive Board Member may resign by delivering his/her

written resignation to the President(s) or Vice President(s). Such resignation shall be effective upon receipt unless otherwise specified in the resignation notice.

**Section 8. Vacancies.** In the event that an Officer is unable to complete a term of office, or an open Officer position exists as a result of one of two potential co-executives having been elected without the second during the annual nomination and election process, 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 office.

## ARTICLE VIII. COMMITTEES

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

- a. Nominating Committee (see Article IX for specifications)
- b. Audit Committee. An Audit Committee will oversee the Corporation's finances and records to ensure that assets are safeguarded and finances are managed in a businesslike manner. It will be comprised of one (1) to five (5) persons who do not have check signing authority and who have not handled funds on behalf of the Dover PTO within the same fiscal year; if it has three (3) or more members, one member may be an Executive Board Member. Duties will include an annual audit of Dover PTO records and financial statements (or hiring of independent auditors to perform such duties). The Audit Committee 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 [www.doverpto.org](http://www.doverpto.org).

## 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(s) and shall consist of at least two (2) 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(s) and Vice President(s) will act as advisors to the Nominating Committee.

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

- a. Collect nominations for each officer position and member of the Executive Board;
- b. Evaluate candidates based on an articulated set of criteria;
- c. Prepare a single slate of candidates to be presented to the Executive Board for discussion, re-evaluation if necessary and approval;
- d. Present a single slate to the General Membership at least two (2) weeks prior to the Annual Meeting;
- e. Enable voting prior to and at the Annual Meeting;
- f. 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 Bylaws. Additionally, the Dover PTO may create and maintain a document of "Dover PTO Practices" to provide guidance on operational issues.

These Bylaws 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), and 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 (as described in Article III), acting in connection with Dover PTO sponsored or co-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, or other Member of the Corporation, acting in connection with Dover PTO sponsored or co-sponsored functions, whether or not he/she continues to be an Officer of the Corporation, Executive Board Member of the Corporation, or other Member of the Corporation acting in connection with Dover PTO sponsored or co-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, or other Member of the Corporation, acting in connection with Dover PTO sponsored or co-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, or other Member of the Corporation, acting in connection with Dover PTO sponsored or co-sponsored functions; or b) amounts paid by such Officer

of the Corporation, Executive Board Member of the Corporation, or other Member of the Corporation, acting in connection with Dover PTO sponsored or co-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, or other Member of the Corporation, acting in connection with Dover PTO sponsored or co-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, or other Member of the Corporation, acting in connection with Dover PTO sponsored or co-sponsored functions. As to whether or not an Officer of the Corporation, Executive Board Member of the Corporation, and/or other Member of the Corporation, acting in connection with Dover PTO sponsored or co-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 or co-sponsored functions include their heirs, successors and assignees, representatives, 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, or other Member of the Corporation, acting in connection with Dover PTO sponsored or co-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 structure allows for a minimum of twelve (12) and no more than eighteen (18) members and is comprised as follows:

- Presidents (1 or 2)
- Vice Presidents (1 or 2)
- Secretary
- Treasurer
- Assistant Treasurer
- Advisors (1 or 2)
- Communications – Chair and Vice Chair
- Community Outreach – Chair
- Curriculum Enrichment – Chair and Vice Chair
- Fundraising – Chair and Vice Chair
- Volunteer Services – Chair
- METCO – Chair

Their responsibilities are currently defined as follows:

President(s)	Serves as principal executive officer of the organization. Oversees the Board. Supervises and controls activities of the organization. Presides and participates in all executive board meetings. Plans and organizes Back to School family picnic. Oversees New Family Welcome Team and 5th Grade Celebration Team. Acts as a liaison between the PTO and Chickering School administration.
Vice President(s)	Assists the President and performs such duties as the Executive Board may designate. Oversees Community Events (e.g., Science Fair, International Night, Family Movie Night). Acts as a liaison between the PTO and Chickering administration for grants and teacher discretionary funds. Attends and participates in executive board meetings.
Secretary	Prepares meeting agendas and distributes meeting materials. Records and distributes meeting minutes. Maintains Dover PTO corporate records. Attends and participates in executive board meetings. Oversees Chickering Directory team.
Treasurer/Assistant Treasurer	Treasury team works closely together and shares the following responsibilities: Records, deposits and issues checks as needed and reconciles the bank account monthly. Liaises with various Fundraising committees and with school administration regarding disbursement of funds to support teachers/classrooms. Renews the annual insurance policy and pays the premium. Files the annual report with the State. Provides the documentation to the CPA to file state and federal taxes. Files yearly tax extension form. Prepares, files and sends 1099s for all contractors. Prepares the annual PTO budget for the upcoming school year in the spring and obtains the Executive Board’s approval. Presents the current school year’s budget at the open board meeting in September, the budget-to-actual results at the monthly board meetings and the written financial report for the current year as well as budget for

	the following year at the open board meeting in June. Knowledge of QuickBooks is a plus but not necessary. Attends and participates in executive board meetings.
Advisor(s)	Prior year's President(s). Acts in an advisory role to the Executive Board. Attends and participates in Executive Board meetings as necessary.
Communications Chair/Vice Chair	Manages flow of all internal and external PTO communication via multiple channels: newsletters, e-mail blasts, print media, social media, and web. Manages communications team. Oversees PTO website and domain. Responsible for quantity, quality and timing of all communications. Computer skills necessary. Attends and participates in executive board meetings.
Community Outreach Chair	Connects Chickering to community via community service opportunities. Oversees Make a Difference Club(s) and Waste Free Lunch team. Manages cultural programs, including the annual Artful Adventure to the Museum of Fine Arts. Attends and participates in executive board meetings.
Curriculum Enrichment Chair/ Vice Chair	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 as well as Understanding Our Differences program. Manages budget. Attends and participates in executive board meetings.
Fundraising Chair/ Vice Chair	Plans and coordinates all fundraising activities to achieve the budget. Oversees chairs of product sales, check writing campaign, and spring auction committees. Manages Dover Days and Easy Money for Chickering. Attends and participates in executive board meetings.
Volunteer Services Chair	Manages all PTO parent volunteers and room parents. Recruits committee chairs, determines volunteer needs, communicates volunteer responsibilities, and connects volunteers to committees. Oversees room parent selection process and provides orientation for room parents at the start of the school year (in coordination with school administration); serves as a liaison with room parents throughout the year. Coordinates throughout the year with Board members, committee leads, and event coordinators to assist if volunteers are needed. Attends and participates in executive board meetings; serves on the nomination committee to recruit board members, committee leads, and volunteers for the following year. Computer skills necessary.
METCO Chair	Works closely with the Dover-Sherborn district METCO Coordinator and Chickering School administrators. Matches Chickering family friends to METCO families. Coordinates activities throughout the year to facilitate relationships within the community. Assists the Dover-Sherborn METCO Scholarship Fund with events throughout the year. Attends and participates in executive board meetings.

## **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 a member 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 in connection with the annual audit.
2. Verify that all federal and state filings (e.g., IRS Form 990, 1099-MISC and 1096, 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.
8. Review insurance policy requirements for audit controls to ensure compliance.

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.

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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:

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