

BY-LAWS OF THE FLETCHER MAYNARD ACADEMY PARENT TEACHER
ORGANIZATION (FMA PTO)

Section I. ARTICLES OF ORGANIZATION, CORPORATE SEAL AND FISCAL YEAR

1.1 Articles of Organization.

The name and purposes of the corporation shall be as set forth in its Articles of Organization. These By-laws, the powers of the corporation and of its members and directors and officers, shall be subject to the Articles of Organization as in effect from time to time. The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization.

1.2 Fiscal Year. The fiscal year of the corporation shall end on June 30 of each year.

1.3 Corporate Seal. The directors may adopt and alter the seal of the corporation.

1.4 Gender. The pronoun "he" or "his", when appropriate, shall be construed to mean also "she" or "her" and the word "chairman" shall be construed to include a female.

Section II. MEMBERS

2.1 No Members.

The Corporation shall have no members. Any action, or vote, that Chapter 180 of the General Laws of the Commonwealth of Massachusetts, or any other law rule or regulation requires or Permits, shall be taken by an action or vote of the same percentage by the Directors of the Corporation.

Section III. BOARD OF DIRECTORS

3.1 Powers.

The corporation shall have a board consisting of directors who shall have the powers and duties of a board of directors under Massachusetts law. The directors shall be responsible for the general management and supervision of the business and affairs of the corporation.

3.2 Number and Election.

There shall be at least three initial directors and they shall be those persons named as directors in the Articles of Organization. Thereafter, the directors shall be elected by vote of a majority of the directors then in office at the annual meeting. **A majority of the directors shall be parents or guardians of at least one enrolled Fletcher Maynard Academy student for the school year for which the director is elected to serve. The number of directors may be increased or decreased from time to time by a vote of a majority of the directors then in office.**

3.3 Term of Office.

Each director shall hold office for a term of one year expiring at the next annual meeting of the corporation. Directors are eligible for reelection for any number of successive one year terms. In addition, Directors may be elected by the affirmative vote of two-thirds of the Directors present at any meeting at which a quorum of Directors is present. The term of office for each Director (other than a member of the first Board of Directors) shall be one year and until such Director's successor shall be elected and accept election. The Directors may fill any vacancy in the Board of Directors and may elect additional Directors at any meeting, annual or special; provided, however, that the term of office for a Director elected between annual meetings shall be for the period remaining until the next annual meeting. Should the resignation or removal of a Director pursuant hereto result in there being fewer than three Directors, the Directors shall elect such number of new Directors necessary to bring the number of Directors into compliance with these Bylaws.

3.4 Disqualification or Resignation.

Any director may resign at any time by delivering his resignation in writing to the president, the clerk, or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

3.5 Removal.

A Director may be removed or suspended for cause by an affirmative vote of two thirds of the Directors present or serving at a special meeting called for that purpose after such Director has been given reasonable notice and an opportunity to be heard.

3.6 Vacancies.

Any vacancy in the board of directors may be filled by vote of the remaining directors at any meeting. Each such successor shall hold office for the unexpired term until his successor is chosen and qualified, or until he sooner dies, resigns, is removed or becomes disqualified. The directors shall have all their powers notwithstanding the existence of one or more vacancies in their number.

3.7 Delegation.

The Board of Directors may delegate such of their powers as they consider advisable, except those powers which by law, the Articles of Organization or these By-laws may not be so delegated, to any Officer or agent of the Corporation or to such committees as may from time to time be activated as provided herein.

Section IV. MEETINGS OF THE BOARD OF DIRECTORS

4.1 Annual Meeting.

The annual meeting of the Board of Directors shall be at such place and time as the Board of Directors may determine, and shall, unless otherwise determined, be held on or before the 30th of June, or another date to be agreed upon by the Board.

4.2 Regular Meetings.

Regular meetings of the directors may be held at such places and at such times as the president, or one-third of the directors may determine.

4.3 Special Meetings.

Special meetings of the directors may be held at any time and at any place when called by the president, or written request of at least one-third of directors.

4.4 Place of Meetings.

All meetings of the directors shall be held at the principal office of the corporation in Massachusetts or at such other place within Massachusetts as shall be fixed by the directors, the chairman, or the president.

4.5 Notice of Meetings.

Ten days' written notice or one day's telephonic notice shall be given of all meetings of the Board of Directors, stating the date, purpose, time and place of such meeting.

4.6 Quorum and Voting at Meetings

A majority of the Directors then in office shall constitute a quorum at all meetings, including annual meetings and special meetings called for any purpose, unless a greater number is specifically required by the Articles of Organization, these Bylaws or the Massachusetts general laws. Voting at any meeting at which a quorum is present shall be by majority vote of those present except as any applicable law, the Articles of Organization or these Bylaws shall require. If a quorum shall not be present at any meeting of the Directors, the Board shall not consider any business of the Corporation.

4.7 Action by Writing.

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

4.8 Presence through Communications Equipment.

Unless otherwise provided by law or the Articles of Organization, directors may participate in board meetings by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

4.8. MINUTES.

The Clerk, or the President if the Clerk is not in attendance, shall keep minutes of each meeting of the Board of Directors and report the same to the Board when requested. Such minutes may be maintained in electronic form, provided that written back-up copies of any electronic records are also maintained.

Section V. OFFICERS AND AGENTS

5.1 Number and Qualifications.

The officers of the corporation shall be a president, treasurer, clerk and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. An officer may but need not be a director. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. **A person may hold more than one office at the same time.**

5.2 Election.

The president, vice president treasurer and clerk shall be elected every two years by the directors at the annual meeting. Other officers, if any, may be elected by the directors at any time.

5.3 Term.

The president, treasurer and clerk shall each hold office until the next (**Annual**) meeting and until his successor is chosen and qualified. Each other officer shall hold office until the next **annual** meeting unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the directors.

5.4 POWERS.

The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including, but not limited to, the powers and duties listed below, and including any powers or duties as may be vested in their respective offices by the Board of Directors or these Bylaws:

- (a) The President shall have general charge and supervision of the affairs of the Corporation and, except as otherwise provided by the Articles of Organization, these Bylaws and the Massachusetts General laws, the Presidents shall see that all orders and resolutions of the Board are carried into effect. The President shall be a member of the Board and shall preside at all meetings of the Board of Directors or may designate another person to act as presiding officer.
- (b) The Vice President shall at as an assistant to the President and shall perform all duties of the President in his/her absence. Should the President be unable to complete his/her term, the Vice President would assume the office of the President. The Vice President will enforce all bylaws and be a co-signer on the account when President is absent.
- (c) The Treasurer shall, except as the Board of Directors may otherwise provide, have custody of all funds, securities and valuable documents of the Corporation. The Treasurer shall maintain proper books of accounts on all property of the Corporation, which books shall be open at all times to inspection by the Directors or other authorized persons. Whenever required to do so by the Board of Directors or the President, he or she shall submit to the Board of Directors a statement of accounts, consisting of a balance

sheet and related statements of income and expenses and of changes in all funds for the fiscal year or other period then ended. The Treasurer, under the direction of the Board of Directors, shall have general charge of the Corporation's financial affairs, including supervising the signing of all checks, payment of accounts, collection of debts, and deposit of all funds in the name of the Corporation.

(d) The Clerk shall record and maintain records of all proceedings of the Board of Directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth of Massachusetts and at the principal office of the Corporation or at the office of its Clerk or of its resident agent and which book or books shall be open at all reasonable times to the inspection of any Director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of all records of the meetings of the Board of Directors. If the Clerk is absent from any meeting of the Board of Directors, a temporary Clerk shall exercise the duties of the Clerk at that meeting. The Clerk shall record and maintain records of addresses for notices to the Directors and shall be responsible for the delivery of all notices of meetings to the Board of Directors and for such other correspondence as directed by the Board of Directors. The Clerk shall be the custodian of the seal/stamp of the Corporation and shall use such seal (in lieu of the signatures of the Board of Directors) to signify and represent actions approved by the board. The Clerk shall, unless and until the Corporation shall appoint, in the manner prescribed by law, a resident agent for service of process, be a resident of the Commonwealth of Massachusetts.

5.5. RESIGNATION AND REMOVAL.

Any Officer may resign at any time by giving written notice of such resignation to the Clerk or President. Such resignation shall be effective upon receipt of such notice, unless the notice specifies a later effective date acceptable to the Corporation. Any Officer may be removed from office, either with or without cause, by the affirmative vote of two-thirds of the Directors present or serving at any meeting of the Board of Directors.

5.6 Vacancies.

A vacancy in any office shall be filled for the remainder of the term by the Board of Directors at any annual meeting or any special meeting called for that purpose. Any such successor shall hold such office for the remainder of the unexpired term.

SECTION VI: COMPENSATION

Officers may receive reasonable compensation for their services beyond sitting on the board and officers and Directors may be reimbursed, subject to approval and ratification by the Board of Directors, for reasonable expenses incurred in connection with the affairs of the corporation, including attendance at meetings. The Board of Directors may determine the compensation of each employee or agent of the corporation. No employee or agent of the corporation shall be prevented from receiving compensation for serving as such by reason of the fact that he or she is also a Director or Officer.

SECTION VII. COMMITTEES

The directors may elect or appoint one or more committees, which shall consist solely of directors. The directors may delegate to any such committees any or all of the powers of the directors, except those which by law, by the Articles of Organization or by these By-laws they are prohibited from delegating. Unless the directors otherwise determine, an executive committee (if any) shall have all of the powers of the directors during intervals between meetings of the directors, except for the powers specified in Section 55 of Chapter 156B of Massachusetts General Laws.

Unless the directors otherwise determine, committee meetings shall be held at such places and at such times as the chairman of such committee shall determine. The provisions of Sections 4.5 (notice of meetings), 4.6 (quorum), 4.7 (action by vote), 4.8 (action by writing) and 4.9 (presence through communications equipment) shall apply to committee meetings as nearly as can be, with the terms "committee" or "committee member(s)" substituted for "board of directors" or "director(s)." The members of any committee shall remain in office at the pleasure of the directors.

SECTION VIII. SPONSORS AND OTHER SUPPORTERS OF THE CORPORATION

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

SECTION IX. EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize otherwise, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president, treasurer, and clerk.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president or a vice president and the treasurer or an assistant treasurer, who may be one and the same person, shall be binding on the corporation in favor of any purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provision of the Articles of Organization, By-laws, resolutions or votes of the corporation.

Section X. AMENDMENT

These By-laws may be altered, amended or repealed, in whole or in part, by vote of a majority of the directors present and voting at any meeting, the notice of which contains a statement of the proposed alterations or amendments.