

**BYLAWS  
OF  
FALMOUTH ELEMENTARY PTO**

ARTICLE I

Name and Location

Sec. 1. Name. The name of this Corporation is FALMOUTH ELEMENTARY PTO.

Sec. 2. Location. The Corporation shall be located in Falmouth, County of Cumberland, and State of Maine.

ARTICLE II

Purposes and Powers

Sec. 1. Purpose. The purpose of the Corporation is to promote communication and cooperation between parents, teachers, and school administrators through fundraising and volunteer activities in order to enhance the educational experience for children attending public elementary schools located in the Town of Falmouth, Maine (the “Falmouth Elementary Schools”). The Corporation shall develop, maintain, and finance programs, functions and projects that:

-Provide enrichment opportunities for the students, parents, teachers and staff in the Falmouth Elementary Schools;

-Promote positive school and community relations by fostering communication between school administrators, teachers, staff, parents and the Falmouth community;

-Provide special family and community events; and

-Provide recognition events for administrators, teachers, and employees of the Falmouth Elementary Schools.

Sec. 2. Powers. To effect the foregoing purposes of the Corporation, the Corporation shall have such powers as are conferred upon non-profit corporations by the Maine Nonprofit Corporations Act, provided that no part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private individual, and no member, director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Sec. 3. Fiscal Year. Unless otherwise directed by the Board of Directors, the fiscal year of the Corporation shall be from August 1 through July 31<sup>st</sup>.

ARTICLE III

Membership and Meetings

Sec. 1. Membership. Membership of the Corporation shall consist of: (i) the parent(s) and/or legal guardian(s) of any child registered to attend the Falmouth Elementary Schools; and (ii) all administrators, teachers, and staff employed by the Falmouth Elementary Schools. There shall be one class of membership. No membership fee shall be imposed on members of the Corporation.

Sec. 2. Meetings. Meetings of the members shall take place on the second Tuesday of each month from September through June, or at such other time as the Board of Directors shall determine. No fewer than four (4) members' meetings, in addition to the annual meeting, shall be held during the school year. Notice of the time and place of members' meetings shall be provided to members through publication (whether in print or electronic form) in either the official weekly newsletter of the Falmouth Elementary Schools principals and/or the Corporation web page located on the Falmouth Elementary Schools website.

Sec. 3. Voting. Members shall have the right to vote on (1) the election of Directors at the annual meeting of the members, and (2) the annual budget of the Corporation at the first members' meeting of the school year. At these meetings, the members shall act by a majority vote of the members present in person at any duly called and held meeting of the members at which a quorum is present. Each member present at a meeting shall have one vote.

Sec. 4. Quorum. The presence, in person or by proxy, of either (1) a majority of the Directors of the Corporation then in office, or (2) 10 members or more, shall constitute a quorum for the transaction of business at a meeting of the members.

Sec. 5. Annual Meeting. The annual members' meeting shall be held on the second Tuesday of June, the annual meeting of the Board of Directors, unless another date for the annual meeting is set by a majority vote of the Board of Directors. The Board of Directors shall determine the location of the annual meeting. Notice of the time and place of the annual meeting shall be provided to members through publication (whether in print or electronic) of the time and place of annual meeting in an official newsletter of the Falmouth Elementary Schools.

Sec. 6. Budget Meeting. The annual budget of the Corporation shall be approved by the members at the first members' meeting of the school year. The Treasurer shall present a proposed budget for the fiscal year to the members after the proposed budget has been reviewed and approved by the Board of Directors. Deviations from the budget approved by the members of less than \$5,000.00 may be approved by a two-thirds vote of the Board of Directors. Deviations from the budget of \$5,000.00 or greater must be approved by the members at a special meeting called by the Board of Directors.

## ARTICLE IV

### Directors

Sec. 1. Governance. The affairs of the Corporation shall be governed by the Board of Directors.

Sec. 2. Number; Eligibility. The Board of Directors shall consist of no less than three and no more than twenty Directors. The number of Directors may be fixed within these limits from time to time by resolution of the Board of Directors. Any member who supports the purposes of the Corporation, and who is willing to undertake the duties of a Director and to abide by the bylaws of the Corporation is eligible to become a Director.

Sec. 3. Term. Directors shall be elected by the members in attendance at the annual meeting of the Corporation. Each member in attendance shall have one vote. Directors shall serve for two year terms or until their successors are duly elected and qualified.

Sec. 4. Manner of Acting. Except as specified by law or these bylaws, the Board of Directors shall act by a majority vote of the Directors present in person or by proxy at any duly called and held meeting of the Board of Directors at which a quorum is present. Each Director shall have one vote. If present, members who are not Directors may not vote at meetings of the Board of Directors.

Sec. 5. Quorum. The presence, in person or by proxy, of a majority of the Directors of the Corporation then in office shall constitute a quorum for the transaction of business.

Sec. 6. Annual Meeting. The annual meeting of the Board of Directors shall be held on the second Tuesday of June, following the annual meeting of the members, unless another date for the meeting is set by a majority vote of the Board of Directors.

Sec. 7. Budget Meeting / Deviations. The Treasurer shall present a proposed budget for the fiscal year at a meeting of the Board of Directors prior to first members' meeting of the school year. The Board of Directors shall approve a budget for the fiscal year to propose to the members. Deviations from the budget approved by the members of less than \$5,000.00 may be approved by a two-thirds vote of the Board of Directors. Deviations from the budget of \$5,000 or greater must be approved by the members at a special meeting called by the Board of Directors.

Sec. 8. Special Meetings. Special meetings may be called by the President or by any two Directors and held not less than three (3) nor more than thirty (30) days after notice of such meeting is given, either personally, telephonically, by electronic mail, or by mail to all the Directors then in office. Notice by mail shall be deemed to be given two (2) days after deposited, postage prepaid, with the U.S. Postal Service and addressed to the Director at his or her most recent address according to the records of the Corporation. In addition, the Board of Directors may, by unanimous resolution, provide for a regular meeting scheduled with no notice other than such resolution.

Sec. 9. Action by Unanimous Consent. Any action which may be taken at a meeting of the Directors may be taken without a meeting if all of the Directors sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of Directors' meetings and shall have the same effect as a unanimous vote.

Sec. 10. Informal Action by Directors. Action of the Directors may be taken in accordance with the provisions of Section 708 of the Maine Nonprofit Corporation Act, Title 13-B M.R.S.A. Not in limitation of the foregoing, action taken by agreement of a majority of Directors shall be deemed action of the Board of Directors if all Directors know of the action taken and no Director makes prompt objection to such action. Objection by a Director shall be effective if written objection to any specific action so taken is filed with the Secretary.

Sec. 11. Telephonic or Similar Communication. Any Director may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at such meeting.

Sec. 12. Removal. Any Director may be removed for any reason by majority vote of the Directors then in office.

Sec. 13. Vacancies. Any vacancy in the Board of Directors may be filled by majority vote of the Directors then in office.

## ARTICLE V

### Officers

Sec. 1. Officers. The officers of the Corporation shall be as follows:

President;  
President-Elect;  
Vice President, Fundraising;  
Treasurer;  
Secretary;  
Corresponding Secretary;

and such other officers, including one or more Volunteer Coordinators, as the Board of Directors may from time to time designate. No person may hold more than one office at any time.

Sec. 2. Election. The initial officers shall be elected at the organizational meeting of the Board of Directors and shall serve until the next annual meeting. The officers shall thereafter be elected at the annual meeting of the Directors and shall serve for two year terms or until their successors are duly elected and qualified, except the President and President-Elect, who shall serve one year terms. After serving his/her one year term as President-Elect, the President-Elect shall be elected President of the Corporation, unless another President is chosen by a majority vote of the Board of Directors.

Sec. 3. President. The President shall have general oversight of all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall recommend to the Board of Directors all committee members, and shall select the chairperson of all committees.

Sec. 4. President-Elect. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of and duties of the President. The President-Elect shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Sec. 5. Vice President, Fundraising. The Vice President, Fundraising shall be responsible for overseeing fundraising activities and working with the chairperson(s) of the Fundraising Committee to provide general guidance regarding fundraising matters. The Vice President, Fundraising shall be responsible for maintaining and updating the fundraising guides, shall oversee the transition between the chairpersons of the Fundraising Committee, and shall report to the Board of Directors on non-budget fundraising event issues and opportunities. The Vice President, Fundraising shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Sec. 6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such monies in the name of the Corporation in such banks or other depositories as shall be designated by the Board of Directors by resolution from time to time; sign checks of the Corporation; keep regular books of account and submit them together with all his/her vouchers, receipts and other records to the Board of Directors for their examination and approval as often as they may require; give bond in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall submit to the Board of Directors a written report of the

financial status of the Corporation annually prior to the first members' meeting of the Falmouth Elementary Schools school year, shall present a proposed budget for the fiscal year to the to the Board of Directors, shall present the budget approved by the Board of Directors to the members at the first members' meeting of the school year, and shall have such other duties as from time to time may be assigned by the President or the Board of Directors.

Sec. 7. Secretary. The Secretary shall keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; cause the minutes of the meetings of the members and the Board of Directors to be posted to the Corporation website at least seven days prior to the next meeting members' meeting, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; and see that the seal of the Corporation (if any) is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; keep a register of the post office address, electronic mail address and telephone number of each director; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

Sec. 8. Corresponding Secretary. The Corresponding Secretary shall communicate all activities and events sponsored by the Corporation to the community, including but not limited to flyers to promote meetings and events, at least five newsletters throughout the school year, maintaining the Corporation website, and distribution of an information packet for the families of new students to the Falmouth Elementary Schools. In addition, the Corresponding Secretary shall perform all duties incident to the office of Corresponding Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

Sec. 9. Volunteer Coordinator(s). The Board of Directors may elect one or more Volunteer Coordinators. The Volunteer Coordinator(s) shall coordinate volunteer activities in the Falmouth Elementary Schools, including but not limited to the activities of room parents and classroom volunteer coordinators, and at events such as staff appreciation events, kindergarten screening and sign changing. In addition, the Volunteer Coordinator(s) shall perform all duties incident to the office of Volunteer Coordinator and such other duties as from time to time may be assigned by the President or the Board of Directors.

Sec. 10. Registered Agent. The Registered Agent shall perform the duties of Registered Agent as required by the Maine Non-Profit Corporations Act.

Sec. 11. Removal. Any officer may be removed for any reason by a majority vote of the Directors then in office.

Sec. 12. Vacancies: Any vacancy in an office may be filled by majority vote of the Board of Directors.

## ARTICLE VI

### Committees

Sec. 1. Committees. The Board of Directors may establish from time such committees as it deems appropriate to assist in the management of the Corporation. The President shall recommend to the Board of Directors all committee members. The following standing committees shall be appointed annually by the Board of Directors: the Nominating Committee; and the Fundraising Committee.

Sec. 2. Composition. Committees shall consist of at least two persons, one of whom shall be Chairperson. Committee members need not be Directors. The President shall be an ex officio member of all Committees. , and shall select the chairperson of all committees.

Sec. 3. Nominating Committee. The Nominating Committee shall send out a notice to all members requesting that any member interested in becoming a Director or Officer of the Corporation notify the Nominating Committee. Prior to the annual meetings of the members and the Board of Directors, the Nominating Committee shall recommend to the Board of Directors for its approval a slate of Officers to be elected by the Board of Directors and a slate of Directors to be presented to the members for election.

Sec. 4 Fundraising Committee. The Fundraising Committee shall be responsible for fundraising events. The Chairperson of the Fundraising Committee shall report to the Board of Directors on the status of all fundraising events, shall keep the Treasurer informed of all expenditures in connection with fundraising events, and shall maintain and update fundraising guides for future Fundraising Chairpersons, working with the Vice President, Fundraising to ensure transfer of updated fundraising guides to the next Chairperson.

## ARTICLE VII

### Amendment of By-laws

Sec. 1. Amendment of By-laws. These by-laws may be amended at any annual or special meeting by majority vote of the Directors.

## ARTICLE VIII

### Indemnification

The Corporation shall indemnify and hold harmless any director, officer or employee of the Corporation from any and all losses, claims, liens, demands and causes of action of any kind or character, interest, court costs, and defense costs, including reasonable attorney's fees, for actions taken, performed or omitted within the scope of their authority or employment for and on behalf of the Corporation. This obligation shall survive the termination of any position as officer, director or employee.

## ARTICLE IX

### Dissolution

Upon the dissolution of the Corporation, the Directors and Officers shall distribute all remaining assets to such non-profit organizations organized under the laws of the State of Maine as they shall deem best suited to carry out the purpose of the Corporation.