



Burr School PTO, Inc. Amended and Restated By-Laws

ARTICLE I - ORGANIZATION

Section 1.1. Organization; Name. The Burr School PTO, Inc. (the "PTO") is a nonprofit corporation organized under Chapter 180 of the Massachusetts General Laws. The name of the corporation shall be as set forth in its Articles of Organization.

Section 1.2. Purpose. The purpose of the PTO shall be as set forth in its Articles of Organization.

Section 1.3. Fiscal Year. The fiscal year of the PTO shall end on August 31 of each calendar year.

Section 1.4. Articles of Organization. All references in these Amended and Restated By-Laws (these "By-Laws") to the Articles of Organization shall be deemed to refer to the Articles of Organization of the PTO as amended and in effect from time to time.

ARTICLE II - MEMBERS

Section 2.1. Membership. The membership of the PTO shall consist of each parent or legal guardian of a child attending the Burr School.

Section 2.2 Member Contributions. From time to time the PTO may ask members to make a contribution to support its programs or general operations. Contributions may be financial in nature and through volunteer opportunities. The PTO will publicly post a variety of volunteer opportunities throughout the year. The right of a member to vote on PTO matters is not contingent on making any contribution.

Section 2.3. Regular Meetings. There should be no fewer than three (3) regular meetings of the PTO to be held each school year. Regular meetings of the PTO shall be held at such place, date and

time determined by the Board of Directors (the “Board”). At least two (2) days notice of all regular meetings shall be given to the members.

Section 2.4 Annual Meeting. The annual meeting of the PTO shall be held between May 1 and June 30 of each calendar year at such place, date and time determined by the Board. At least two (2) days notice of the annual meeting shall be given to members. Elections shall be held at the annual meeting to appoint officers for offices in which the current holder’s term is expiring. If such annual meeting has not been held within the period set forth above, a special meeting in lieu of the annual meeting may be held, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at the annual meeting.

Section 2.5 Special Meeting. Special meetings of the PTO may be called by a Co-President or by the Board; and shall be called by the Secretary, or in the case of the death, absence, incapacity, or refusal of the Secretary, by any other officer, upon written request of members representing at least ten percent (10%) of the smallest quorum of members required to vote upon any matter at an annual meeting of the PTO; or as otherwise provided by Chapter 180 of the Massachusetts General Laws. At least two (2) days notice of a special meeting shall be given to members and such notice shall state the purpose of such special meeting.

Section 2.6 Notice of Meetings. Notice of any meeting of the PTO may be given by electronic means, such as by email, inclusion in an email newsletter or posting on the PTO website.

Section 2.7 Quorum. Seven (7) members of the PTO shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice.

Section 2.8 Action at Meeting; No Voting by Proxy. At any meeting of the PTO at which a quorum is present, a majority of the members present may take any action on matters brought before the meeting, unless a larger number is required by law, the Articles of Organization or these By-laws. No member may vote by proxy.

Section 2.9 Presiding Officer. One of the Co-Presidents shall preside over the meetings of the PTO. If no Co-President is present or able to preside at a meeting, an officer shall be designated by the members of the Board attending such meeting to preside over such meeting.

Section 2.10 Virtual Meetings, Participation by Electronic Means. Any meeting of the PTO may be held entirely by virtual means, conference telephone or other similar communications methods which permits all persons participating in the meeting to hear and speak to each other at the same time. Members of the PTO may participate in an in-person meeting of PTO by means of virtual meeting, conference telephone or similar communications equipment which permits all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 2.11 Budget. The Treasurer shall prepare an annual budget and present such budget to the members for approval at any meeting of the PTO held between September 1 and October 31 of each calendar year. Any amendments to the annual budget shall be approved by the members at a meeting of the PTO; *provided* that the Board may approve any budget amendment of two hundred fifty dollars (\$250) or less. Following the end of a school year and prior to the approval of the annual budget, the Treasurer

may prepare an interim budget and present such interim budget to the Board for approval. Any such interim budget shall be superseded by the annual budget approved by the members.

ARTICLE III – BOARD OF DIRECTORS

Section 3.1 Powers and Duties. The affairs of the PTO shall be managed by a Board of Directors who may exercise all the powers of the PTO except as otherwise provided by law, by the Articles of Organization or by these By-laws. The Board may exercise its powers and act on any matter notwithstanding the existence of one or more vacancies in the Board.

Section 3.2 Directors. The Board shall consist of each Co-President, the Treasurer, the Secretary and the Chair of each of the standing committees of the PTO, each as duly elected in accordance with these By-Laws. The number of directors of the PTO shall be the same as the number of officers and committee chairs then in office. Each Director shall serve for a term that is contemporaneous to their term as an officer or committee chair, as applicable. In addition, the principal of the Burr School and one (1) former Co-President may serve as *ex officio* members of the Board; *provided* that such former Co-President shall only serve as an *ex officio* member for one (1) year following the end of their term as Co-President.

Section 3.3 Meetings. Regular meetings of the Board may be held without notice at such time, date and place as the Board may from time to time determine, *provided* that any Director who is absent when such determination is made shall be given notice of the determination. Special meetings of the Board may be called with notice, orally or in writing, by any Co-President designating the time, date and place thereof.

Section 3.4 Quorum. At any meeting of the Board, a majority of the directors then in office shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice.

Section 3.5 Action at Meeting. At any meeting of the Board at which a quorum is present, a majority of the directors present may take any action on behalf of the Board, unless a larger number is required by law, by the Articles of Organization or by these By-laws.

Section 3.6 Action by Consent. Any action to be taken at any meeting of the Board may be taken without a meeting if all the directors consent to the action in writing and the written consent is filed with the records of the meetings of the Board. Such written consents shall be treated for all purposes as a vote at a meeting of the Board.

Section 3.7 Presiding Officer. One of the Co-Presidents shall preside over the meetings of the Board. If no Co-President is present or able to preside at a Board meeting, an officer shall be designated by the members of the Board attending such meeting to preside over such meeting.

Section 3.8 Virtual Meetings, Participation by Electronic Means. Any meeting of the Board may be held entirely by virtual means, conference telephone or other similar communications methods which permits all persons participating in the meeting to hear and speak to each other at the same time. Directors may participate in an in-person meeting of the Board by means of virtual meeting, conference telephone or similar communications equipment which permits all persons participating in the

meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV - OFFICERS

Section 4.1 Enumeration; Qualification. The officers of the PTO shall consist of two Co-Presidents, a Treasurer, and a Secretary. The same person may hold more than one office. The Secretary shall be a resident of Massachusetts unless the PTO has a resident agent appointed for the purpose of service of process.

Section 4.2 Election; Tenure. The Co-Presidents, Treasurer and Secretary shall be elected by the members at an annual meeting of the PTO. Except as otherwise provided by law, by the Articles of Organization by these By-laws, the Co-Presidents, Treasurer and Secretary shall hold office for a term of two (2) years ending on June 30, or until their respective successors are chosen and qualified.

Section 4.3 Resignation. Any officer may resign by delivering their written resignation to a Co-President or the Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 4.4 Removal. The Board may remove any officer with or without cause by a vote of a majority of the Directors then in office; *provided*, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board.

Section 4.5 Vacancies. Any vacancy in any office may be filled by the Board until the next annual meeting of the PTO, at which meeting a successor shall be duly elected to a new term by the members.

Section 4.6 Co-President. There shall be no fewer than two (2), and no more than four (4), Co-Presidents of the PTO. In the event that there are more than two (2) Co-Presidents, the two longest tenured Co-Presidents shall be designated as officers of the PTO; *provided, however*, that all Co-Presidents shall be members of the Board. The Co-Presidents shall be the chief executive officers of the PTO and shall, subject to the direction of the Board, have general supervision and control of its affairs. The Co-Presidents shall have such other powers and perform such other duties as the Board may from time to time designate.

Section 4.7 Treasurer. The Treasurer shall be the chief financial officer of the PTO and, subject to the direction of the Board, shall have general charge of the financial affairs of the PTO and shall cause it to keep accurate books of account. The Treasurer shall be responsible for custody of the funds, securities, and valuable documents of the PTO, shall cause the preparation of an annual budget for presentation to the Board and members and such interim budgets as are needed, and shall have such other powers and perform such other duties as the Board may from time to time designate.

Section 4.8. Secretary. The Secretary shall have general charge of the records of the PTO and shall keep minutes of the meetings of the Board and the members of the PTO. In the absence of the Secretary from any such meeting, a Temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary. The Secretary shall perform all of the duties and fulfill all of the responsibilities of a Clerk under Chapter 180 of the Massachusetts General Laws.

ARTICLE V - COMMITTEES

Section 5.1 Enumeration. The PTO shall have the following standing committees (the “Standing Committees”):

- (a) Fundraising Committee;
- (b) Education Support Committee;
- (c) Community Building Committee;
- (d) Communications Committee; and
- (e) Diversity, Equity and Inclusion Committee.

The Board may designate additional committees from time to time as it deems advisable or necessary to further the purposes of the PTO, on a standing or ad hoc basis.

Section 5.2 Committee Chairs. Each committee shall have a chairperson to supervise and coordinate its activities. The same person may be the chair of more than one committee and may also be an officer of the PTO. The chairs of each of the Standing Committees shall be members of the Board.

Section 5.3 Election; Tenure. The chairs of each of the Standing Committees shall be elected by the members at an annual meeting of the PTO. Except as otherwise provided by law, by the Articles of Organization by these By-laws, the chairs of each of the Standing Committees shall hold office for a term of two (2) years ending on June 30, or until their respective successors are chosen and qualified. The chair of any other committee of the PTO shall be appointed by the Board to serve such term as the Board may designate.

Section 5.4 Resignation. Any chair may resign by delivering their written resignation to a Co-President or the Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 5.5 Removal. The Board may remove any chair with or without cause by a vote of a majority of the Directors then in office; *provided*, that a chair may be removed for cause only after reasonable notice and opportunity to be heard by the Board.

Section 5.6 Vacancies. Any vacancy in any chair of a Standing Committee may be filled by the Board until the next annual meeting of the PTO, at which meeting a successor shall be duly elected to a new term by the members. The Board may fill any vacancy of a chair of any other committee of the PTO.

Section 5.7 Membership. The membership of each committee shall consist of one or more members of the PTO, including the chair of such committee.

Section 5.8 Governance. Except as otherwise determined by the Board, each committee may make rules for the conduct of its business, but unless otherwise provided in such rules, its business shall be conducted so far as possible in the same manner as is provided by these By-laws for the Board.

ARTICLE VI - INDEMNIFICATION

Section 6.1 Definitions. For purposes of this Article:

(a) “Director” or “Officer” means any person serving as a director or officer of the PTO or in any other capacity filled by appointment or election by the Board or the members and also includes (i) a Director or Officer of the PTO serving at its request as a director, officer, employee, trustee, partner or other agent of another organization, and (ii) any person who formerly served as a Director or Officer;

(b) “Expenses” means (i) any and all expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defense of a Proceeding, in being a witness in a Proceeding, or in successfully seeking indemnification under this Article, (ii) such expenses incurred in connection with a Proceeding initiated by a Director or Officer as may be approved by the Board, and (iii) any judgments, awards, fines or penalties paid by a Director or Officer in connection with a Proceeding or reasonable amounts paid in settlement of a Proceeding; and

(c) “Proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and any claim which could be the subject of a Proceeding.

Section 6.2. Right to Indemnification. Except as limited by law or by Section 6 of Chapter 180 of the Massachusetts General Laws and to the extent that the PTO's exemption from federal taxation is not adversely affected thereby, the PTO may indemnify its Directors and Officers against all Expenses incurred by them in connection with any Proceedings in which they are involved as a result of their service as a Director or Officer, except that (i) no indemnification shall be provided for any Director or Officer regarding a matter as to which it shall be determined pursuant to Section 6.5 of these By-Laws or adjudicated that they did not act in good faith and in the reasonable belief that their action was in the best interests of the PTO, or with respect to a criminal matter, that they had reasonable cause to believe that their conduct was unlawful, and (ii) no indemnification shall be provided for any Director or Officer with respect to any Proceeding by or in the right of the PTO or alleging that a Director or Officer received an improper personal benefit if they are adjudged liable to the PTO in such Proceeding or, in the absence of such an adjudication, if they are determined to be ineligible for indemnification under the circumstances pursuant to Section 5 of this Article.

Section 6.3 Settled Proceedings. If a Proceeding is compromised or settled in a manner which imposes any liability or obligation upon a Director or Officer, no indemnification shall be provided to them with respect to such proceeding if it is determined pursuant to Section 6.5 of these By-Laws on the basis of the circumstances known at that time (without further investigation) that said Director or Officer is ineligible for indemnification.

Section 6.4 Advance Payments. Except as limited by law, Expenses incurred by a Director or Officer in defending any Proceeding, may be paid by the PTO to said Director or Officer in advance of final disposition of the Proceeding upon receipt of their written undertaking to repay such amount if they are determined pursuant to Section 5 of this Article or adjudicated to be ineligible for indemnification, which undertaking shall be an unlimited general obligation but need not be secured and may be accepted without regard to the financial ability of such person to make repayment; *provided, however*, that no such advance payment of Expenses shall be made if it is determined pursuant to Section 6.5 of these By-Laws on the basis of the circumstances known at that time (without further investigation) that said Director or Officer is ineligible for indemnification.

Section 6.5 Determinations; Payments. The determination of whether a Director or Officer is eligible or ineligible for indemnification under this Article and the amount of indemnification to be paid shall be made in each instance by (a) a majority of the Directors or a committee of the Board who are not parties to the Proceeding in question, or (b) independent legal counsel appointed by a majority of such Directors. Notwithstanding the foregoing, a court having jurisdiction (which need not be the court in which the Proceeding in question was brought) may grant or deny indemnification in each instance under the provisions of law and this Article.

Section 6.6 Insurance. The PTO shall have the power to purchase and maintain insurance on behalf of any agent, employee, Director or Officer against any liability or cost incurred by them in any such capacity or arising out of their status as such, whether or not the PTO would have power to indemnify them against such liability or cost.

Section 6.7. Heirs and Personal Representatives. The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of a Director or Officer.

Section 6.8. Non-Exclusivity. The provisions of this Article shall not be construed to limit the power of the PTO to indemnify its Directors or Officers to the full extent permitted by law or to enter into specific agreements, commitments or arrangements for indemnification permitted by law. In addition, the PTO shall have power to indemnify any of its agents or employees who are not Directors or Officers on any terms not prohibited by law which it deems to be appropriate. The absence of any express provision for indemnification in these By-Laws shall not limit any right of indemnification existing independently of this Article.

Section 6.9 Amendment. The provisions of this Article may be amended or repealed by vote of the members; *provided, however*, no amendment or repeal of such provisions which adversely affects the rights of a Director or Officer under this Article with respect to their acts or omissions at any time prior to such amendment or repeal, shall apply to them without their consent.

ARTICLE VII -MISCELLANEOUS PROVISIONS

Section 7.1 Execution of Instruments. All deeds, leases, transfers, contracts, bonds, notes and other obligations to be entered into by the PTO in the ordinary course of its business without Board action, may be executed on behalf of the PTO by a Co-President, the Treasurer or the Secretary.

Section 7.2 Voting of Securities. Unless otherwise provided by the directors, a Co-President or the Treasurer may waive notice of and act on behalf of the PTO, or appoint another person or persons to act as proxy or attorney in fact for the PTO with or without discretionary power and/or power of substitution, at any meeting of shareholders of any other corporation or organization whose securities are held by the PTO.

Section 7.3 Resident Agent. The Board may appoint a resident agent upon whom legal process may be served in any action or proceeding against the PTO. Said resident agent shall be either an individual who is a resident of and has a business address in Massachusetts, a corporation organized under the laws of Massachusetts, or a corporation organized under the laws of any other state of the United States, which has qualified to do business in, and has an office in, Massachusetts.

Section 7.4 Amendments. Except as provided in Section 6.9, these By-Laws may be amended or repealed by a vote of the members.