

## Bylaws of the Masconomet Parent Advisory Council

### ARTICLE I. Organization

**Section 1. Name.** The exact name of the corporation is Masconomet Parent Advisory Council.

**Section 2. Objectives.** Masconomet Parent Advisory Council ("Masco PAC" or "PAC" or the "Council") is the Masconomet Regional School District's ("MRSD") parent organization which serves both the Masconomet Middle School and Masconomet High School, and shall have the purpose to:

1. To sponsor activities and events which will enhance the educational, extra-curricular and social needs of our students, teachers and parents;
2. To provide an enhanced communication network between faculty and administration with all parent members to keep MRSD families connected and involved with MRSD;
3. To promote school spirit by encouraging friendship, support and cooperation between students, parents, faculty and administration;
4. To conduct an annual membership drive to register as many MRSD parents as possible;
5. To plan, execute and pay for a number of intra-curricular and extracurricular events sponsored by PAC for our students and faculty during the academic year; and
6. Any other lawful, charitable, civic and athletic activities consistent with the requirements of Section 501(c)(3) , 501(c)(7) or other non-profit, of the Internal Revenue Service Code (the "Code").

Masco PAC shall be a non-profit organization

**Section 3. Method of Operation.** Masco PAC will be managed by a Board of Directors (the "Board").

### ARTICLE II. Membership

**Section 1. Classes.** There shall be one class of members consisting of individual members.

**Section 2. Qualifications.** Membership may be granted to any individual parent with a child currently enrolled at MRSD, any current faculty member, administrator, or employee (full-time, part-time or stipend) of MRSD, any alumni of MRSD, or any other individual or corporation that supports the purposes of Masco PAC.

**Section 3. Privileges.** Privileges of membership shall include the right to run for appointment to the board, the right to hold office, and other privileges as established by the Board from time to time.

**Section 4. Voting Rights.** Members shall have no voting rights.

**Section 5. Termination of membership.** The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or terminate the membership of a member.

**Section 6. Term.** Commencing on July 1<sup>st</sup> of the academic year and terminate on June 30<sup>th</sup> of the same academic year (the “Term”).

**Section 7. Resignation.** Any member may resign by filing a written statement of resignation with the Secretary/Registrar.

**Section 8. Dues.** Dues for members may be established on an annual basis by the Board of Directors.

**Section 9. Regular Meetings.** General meetings shall be held from time to time as scheduled by the President.

**Section 10. Annual Meeting.** An annual membership meeting shall be the first regular meeting of the Term and held at a time scheduled by the President after the beginning of the Term but no later than September 30<sup>th</sup> of the Term. The main order of business at the annual meeting shall be the presentation of the appointment of the Board of Directors and Officers, the annual report, and approval of the budget for the Term.

**Section 11. Participation on Ad-hoc Committees.** A member may be appointed by the Board to serve as a member of an ad-hoc committee and will have an equal vote to any other member on said ad-hoc committee.

**Section 12. Volunteer Activities.** A member has the right, but not the obligation, to participate as a volunteer in any PAC sponsored activity.

### **ARTICLE III. Authority and Duties of Directors**

**Section 1. Authority of Directors.** The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Council by law.

**Section 2. Number, Selection and Tenure.** The Board shall consist of not less than five (5) directors and no more than fifteen (15) directors. Each Officer of the Council shall be appointed as a director. Each director shall be appointed by majority vote of the Board of Directors during the Annual Meeting, and hold office for the term of two (2) years, unless otherwise specified by their term as an Officer. In the event of a vacancy, a director may be appointed at any time by the Board to serve the unexpired term of that director’s predecessor in office. For the avoidance of doubt, all Officers and Class Representatives shall be appointed to the Board of Directors.

**Section 3. Class Representative.** One Class Representative for each grade in the Middle School and High School shall be appointed as a member of the Board of Directors. Class Representatives shall coordinate with faculty Class Advisors and student leadership to allow PAC to serve the needs of the respective class.

**Section 4. At-Large Representative.** The Board of Directors may appoint At-Large Representatives to the Board of Directors as required for a term of one (1) year, which is renewable.

**Section 5. Faculty Representatives.** The Board of Directors may appoint up to two (2) MRSD faculty members to the Board of Directors provided that they are a PAC member in good standing. It is the intention to have one representative faculty member from each the Middle School and High School.

**Section 6. Resignation.** Resignations are effective upon receipt by the Secretary of the Council of written notification. For the avoidance of doubt, email is considered adequate written notification.

**Section 7. Regular Meetings.** The Board shall hold at least four (4) regular meetings during the Term. Meetings may be either in person or telephonic, and shall be at such dates, times and places as the President shall determine, or from time to time as requested by other Directors.

**Section 8. Special Meetings.** Special Meetings shall be at such dates, times and places as the President or Board shall determine.

**Section 9. Notice.** Meetings may be called by the President or at the request of any two (2) directors by notice emailed, mailed or telephoned to each member of the Board, not less than forty-eight (48) hours before such meeting.

**Section 10. Quorum.** A quorum shall consist of no less than five (5) directors attending in person or through teleconferencing. All decisions will be made by majority of those present at the meeting at which a quorum is present. If less than a quorum is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

**Section 11. Action by Written Consent.** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or any committee may be taken without a meeting if a majority of all the directors or committee consent in writing to taking the action without a meeting and to approve the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section 12. Participation in a Meeting by Teleconference.** Members of the Board may participate in a meeting through the use of a conference telephone or similar communications equipment, provided that members participating in such a meeting can be heard and hear one another.

**Section 13. Committees.** The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees and ad-hoc committees for a specific purpose, of the Board composed of at least two (2) persons that may include any Member. The Board may make such provision for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient execution of the purpose.

**Section 14. Nominating.** Any Member may nominate a candidate or run for an appointment to fill a vacancy on the Board of Directors.

**Section 15. Reimbursement.** Directors shall serve without compensation and with the exception that expenses incurred in the ordinary course of PAC business are allowed to be reimbursed with documentation and prior approval.

#### **ARTICLE IV. Authority and Duties of Officers**

**Section 1. Officers.** The officers of the Council shall be a President, Vice President, a Treasurer, a Secretary/Registrar, and a Social Media Officer, Class Representative(s) representing each of the grades in the middle school (7<sup>th</sup> and 8<sup>th</sup>) and the high school (9<sup>th</sup>, 10<sup>th</sup>, 11<sup>th</sup> and 12<sup>th</sup>), or additional officers that Directors may so designate.

**Section 2. Appointment of Officers.** The officers of PAC shall be elected by the Board of Directors at regular or special meetings of the Board. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, but shall not exceed three (3) years. Officers shall be eligible for reappointment. For the avoidance of doubt, if any officer holds another officer position (e.g. Vice President is also a Class Representative, etc.) then the other officer position will become an "At Large" member for the purposes of appointment to the Board of Directors.

**Section 3. Resignation.** Any officer may resign by filing a written statement of resignation with the Secretary/Registrar.

**Section 4. Removal.** Any officer may be removed by the Board of Directors at a meeting, or by action by written consent pursuant to Article III, Section 8, whenever in the Board's judgment, the best interests of PAC will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 5. President.** The President shall be a director and chairperson of PAC, and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

**Section 6. Vice President.** The Vice President shall be a director of PAC and will preside at the meetings of the Board in the absence of or as requested by the President. The Vice President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

**Section 7. Treasurer.** The Treasurer shall be a director of PAC and shall be responsible for all of PAC's finances and tax filings and report to the Board of Directors at each regular meeting. The Treasurer shall prepare financial statements on a quarterly basis, and present financial statements to the Board of Directors at regular meetings or on other occasions as designated by the Board.

**Section 8. Secretary/Registrar.** The Secretary/Registrar shall be a director of PAC and shall record the minutes of all meetings of the Board. These minutes shall be kept in a bookbinder file and electronic file for ready reference. The Secretary/Registrar shall also administer all registration of Members and PAC member registry.

**Section 9. Social Media Officer.** The Social Media Officer shall be a member of the Board of Directors and shall be responsible for all mass distributions of information and communication for PAC. The Social Media Officer shall maintain the website.

#### **ARTICLE V. Indemnification**

Every member of the Board of Directors or officers of PAC may be indemnified by PAC against all expenses, liabilities, including legal fees, reasonable incurred or imposed upon such members of the Board or officers in connection with any threatened, pending, or completed action, suit or proceeding to which he/she may become involved by reason of his/her being or having been a member of the Board or officer of PAC, or any settlement thereof, unless adjudged herein to be liable for negligence or misconduct in the performance of his/her duties. Provided, however, that in the event of a settlement and reimbursement as being in the best interest of PAC. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board or officer is entitled.

#### **ARTICLE VI. Financial Administration**

**Section 1. Fiscal Year.** The fiscal year of PAC shall be July 1<sup>st</sup> through June 30<sup>th</sup>.

**Section 2. Budget.** A budget shall be developed and approved for the Fiscal Year no later than the Annual Meeting.

**Section 3. Expenditures.** Expenditures approved in the Fiscal Year budget do not require an additional approval by the Board of Directors at the actual time of the expenditure. Expenditures not approved in the Fiscal Year budget that exceed \$500 shall require approval by a majority of the Board of Directors. The use of all PAC funds shall be limited to the Purpose.

**Section 4. Checks, Drafts, etc.** All checks, orders for payment of money, etc. shall be signed or endorsed by the President or the Treasurer.

#### **ARTICLE VII. Amendments.**

Proposed amendments of the Bylaws shall be presented in writing prior to the Notice to the next meeting to the Board of Directors and voted on at the next meeting. The Bylaws may be amended by a 2/3 vote of the Board of Directors.

#### **ARTICLE VIII. Dissolution.**

Upon dissolution of PAC, all remaining funds will be donated as six equal and unrestricted grants to each of the seventh, eighth, ninth, tenth, eleventh and twelfth grades at the MRDS.