**BYLAWS**

of the

**NATHAN BISHOP MIDDLE SCHOOL PARENT TEACHER ORGANIZATION (as adopted by the Board of Directors on October 6, 2009)**

**(as amended by the Board of Directors on June 16, 2010)**

(**as amended by the Board of Directors on January 12, 2015)**

(**as amended by the Board of Directors on May 17, 2016)**

**ARTICLE I NAME AND PURPOSES**

**Section 1.01. Name.** The name of the organization is NATHAN BISHOP MIDDLE SCHOOL PARENT TEACHER ORGANIZATION (the “Organization”).

**Section 1.02. Purpose.** The Organization is organized for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended (“section 501(c)(3)”). Specifically, the Organization is organized to support the education of children at the Nathan Bishop Middle School, located in Providence, Rhode Island (“Nathan Bishop Middle School”), by fostering relationships among the school, parents, and teachers. In pursuance of these purposes, it shall have

the powers to carry on any business or other activity which may be lawfully conducted by a corporation under the Rhode Island Nonprofit Corporation Act, codified at Rhode Island General Laws sections 7-6-1 *et seq*., whether or not related to the foregoing purposes, and to do all things

necessary, proper and consistent with maintaining tax-exempt status under section 501(c)(3).

**ARTICLE II MEMBERS**

**Section 2.01. Classes.** There shall be one class of members: individual.

**Section 2.02. Qualifications.** Any parent, legal guardian, or other person standing "in loco parentis" of a child enrolled in and attending or officially registered to attend the Nathan Bishop Middle School is qualified to be a member of the Organization (“Member”). In addition, any faculty and/or staff member of the Nathan Bishop Middle School is qualified to be a Member of the Organization. Membership may be granted to any other individual that supports the mission and purposes of the organization, on an annual basis to be renewed each year by the board of directors of the Organization (the “Board” or the “Board of Directors”). Members have the right to vote once annually to elect the Board at the Organization’s annual membership meeting (the “Annual Membership Meeting”).

**Section 2.03. Resignation.** Any Member may resign by filing a written resignation with the

Secretary.

**Section 2.04. Meetings.** The Annual Membership Meeting shall be held in June each year. The Board may give not less than forty-eight (48) hours notice of any change of date, place, or time for the Annual Membership Meeting. Additional Membership Meetings (“Additional Member Meetings”) may be called by the President or at the request of at least ten (10) Members by notice mailed, telephoned, emailed, or sent home with students to each Member not less than seven (7) days before such meeting.

**Section 2.05. Quorum.** Those Members present at a properly called Annual Membership Meeting or Additional Membership Meeting shall be designated as a quorum and shall be entitled to take action on behalf of the Organization as provided in these Bylaws. All decisions will be by majority vote of those Members present.

**ARTICLE III AUTHORITY AND DUTIES OF DIRECTORS**

**Section 3.01. Authority of Directors.** The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Organization by law.

**Section 3.02. Number, Election, and Tenure.** The Board shall consist of not less than three (3) and not more than twenty-five (25) directors. The number of Directors of the Organization (“Directors”) shall be determined by the Board. Directors will be elected by majority vote of Members present at the Annual Membership Meeting. No more than sixty (60) days nor less than thirty (30) days before such Annual Membership Meeting, the President shall provide the Members notice of the director nominating process. Any Member may be nominated to the Board by written notice to the President by such Member himself or herself or by any other Member; provided that each Member nominated by another member must accept such nomination. Such nominations and acceptances must occur before the date that is twenty (25) days before such Annual Membership Meeting. The President shall then provide notice to the Members as to the names of all persons properly nominated, which

notice must be made at least ten (10) days before such Annual Membership Meeting. At such Annual

Membership Meeting, each person properly nominated to the Board shall have a maximum of five (5) minutes each to make a presentation to the membership before the vote is taken. Each director shall be elected to hold office for a term of one (1) year. No person may serve on the board, regardless of the office held, more than three (3) consecutive years; provided that any person that has

not served on the Board for one (1) year following such consecutive three-year terms is again eligible to serve. The three (3) consecutive year limitation does not begin until the date of such Annual

Membership Meeting that is one (1) year after the effective date of these Bylaws. Provided that less than twenty-five (25) Directors have been elected at the Annual Membership Meeting, the Board may elect such additional Directors up to an aggregate total of twenty-five (25) Directors (including those already elected at the Annual Membership Meeting) at any Board Meeting by majority vote of

the existing Directors. Such additional Directors shall stand for reelection with the other Directors at

the next Annual Membership Meeting, regardless of the date of their election as Directors.

**Section 3.03. Vacancy.** Vacancies existing for any reason, such as resignation, death, incapacity or removal before the expiration of term, shall be filled by the remaining Directors. In the event of a tie vote, the President shall choose the succeeding Director. A Director elected to fill a vacancy shall be elected for the unexpired term of that Director’s predecessor in office.

**Section 3.04. Resignation.** Resignations are effective upon receipt by the Treasurer or Secretary of the Organization of written notification of such Director’s resignation.

**Section 3.05. Regular Meetings.** The Board of Directors shall hold at least six (6) regular meetings per calendar year. These meetings shall be held in the school cafeteria or at another place or time determined by the Board.

**Section 3.06. Special Meetings.** Special Meetings of the Board of Directors (“Special Meetings”)

shall be at such dates, times and places as the Board shall determine.

**Section 3.07. Notice of Special Meetings.** Special Meetings may be called by the President of the Board or at the request of any five (5) Directors by notice emailed, mailed, telephoned, or telegraphed to each member of the Board not less than forty-eight (48) hours before such meeting.

**Section 3.08. Quorum.** A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting on occasion without further notice.

**Section 3.09. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if a majority of the members of the Board or committee consent (which may be via email) in writing to approving the specific action. Such consents shall have the same force and effect as a majority vote of the Board or of the committee as the case may be.

**Section 3.10. Participation in Meeting by Conference Telephone.** Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

**Section 3.11. Committees.** The Board of Directors may, by resolution adopted by the Directors, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair (or co-chairs) of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Organization.

**Section 3.12. Reimbursement.** Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Organization’s business are allowed to be reimbursed with documentation and prior approval of the Board.

**ARTICLE IV**

**AUTHORITY AND DUTIES OF OFFICERS**

**Section 4.01. President(s).** The President(s) shall be the Director(s) of the Organization and will preside at all meetings of the Board of Directors. The President(s) 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 4.02. Vice-President.** The Vice-President shall be a Director of the Organization and will preside at meetings of the Board of Directors in the absence of or request of 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 4.03. Secretary.** The Secretary shall keep the minutes of all meetings of the Board of

Directors in the books proper for that purpose. The Secretary shall keep the minutes of all meetings

of the Board and of the members. The Secretary shall maintain copies of the Articles of Incorporation and these Bylaws, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

**Section 4.04. Treasurer.** The Treasurer shall be a Director of the Organization and shall maintain the financial books and records of the organization and report to the Board of Directors at each regular meeting on the status of the Organization's finances. The Treasurer shall comply with all requirements with respect to non-profit status of the Organization, and ascertain that appropriate procedures are being followed in the financial affairs of the Organization, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

**Section 4.05. Offices.** Any person may hold more than one office.

**Section 4.06. Principal.** The current Principal of Nathan Bishop Middle School shall be a non- voting ex-officio member of the Executive Committee and the Board of Directors.

**ARTICLE V INDEMNIFICATION**

Every member of the Board of Directors, officer or employee of the Organization shall be indemnified by the Organization, against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Organization or any settlement thereof, unless adjudged therein to be liable for gross negligence or willful misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled. In the event this Article V is amended to limit the obligation of the Organization to indemnify any person, such amendment or portion thereof shall be effective

only as of the date it is made and may not be made retroactive without the express written consent of such person.

**ARTICLE VI**

**ADVISORY BOARDS AND ADVISORY COMMITTEES**

**Section 6.01. Establishment.** The Board of Directors may establish one or more Advisory Boards or

Advisory Committees.

**Section 6.02. Size, Duration, and Responsibilities.** The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors. No authority will be delegated to any Advisory Boards or Advisory Committees, without the approval of a

majority vote of the Board.

**ARTICLE VII FINANCIAL ADMINISTRATION**

**Section 7.01. Fiscal Year.** The fiscal year of the Organization shall be July 1 – June 30 but may be changed by the Board of Directors.

**Section 7.02. Expenditures.** All expenditures in excess of $200 shall require a majority vote of approval by the Board of Directors. Amounts under $200 will require a majority vote of approval by the Officers with prompt notification to the Board. Such notification shall not be later than the next monthly meeting.

**Section 7.03. Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be written by the Treasurer and signed or endorsed by the President or Vice-President, and in the case of checks in the amount of $500 or above shall be written by the Treasurer and signed or endorsed by the President or Vice-President and one other Officer.

**Section 7.04. Deposits and Accounts.** All funds of the Organization, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors may select. For the purpose of deposit and for the purpose of collection for that account of the Organization, checks, drafts, and other orders of the Organization may be endorsed, assigned, and delivered on behalf of the Organization by any officer of the Organization.

**Section 7.05. Investments.** The funds of the Organization may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under section 501(c)(3).

**ARTICLE VIII BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Organization shall be kept at a place to be specified by the Board. These shall include a minute book, which shall contain a copy of the Articles of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

**ARTICLE IX AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in a notice of the meeting given as if such meeting were a Special Meeting in accordance with Section 3.07.