

BY-LAWS

WESTON PARENT TEACHER ORGANIZATION INC.

SECTION I

NAME, PURPOSES, LOCATION, CORPORATE SEAL AND FISCAL YEAR

1.1 Name and Purposes

The name and purposes of the corporation shall be as set forth in the Articles of Organization.

1.2 Location

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 of the corporation. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 Corporate Seal

The directors may adopt and alter the seal of the corporation.

1.4 Fiscal Year

The fiscal year of the corporation shall, unless otherwise decided by the directors, end on June 30 in each year.

SECTION II

MEMBERSHIP AND DUES

2.1 Eligibility

Any person interested in the purposes of the Weston Parent-Teacher Organization, Inc. may become a member upon payment of dues as hereinafter provided.

2.2 Dues

The annual dues shall be in an amount as shall be determined annually by the directors.

2.3 Powers

In addition to such powers and rights as are vested in them by law, the Articles of Organization or these By-Laws, the members shall have such other powers and rights as the directors may designate.

2.4 Resignation

A member may resign by delivering a written resignation to the President, Treasurer or Secretary of the corporation to a meeting of the members or directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

2.5 Annual Meetings

The annual meeting of the members shall be held in May of each year at a time and date to be determined by the Board of Directors. The annual meeting may be held at the principal office of the corporation or at such other place within the Town of Weston, Massachusetts, as the directors shall determine. Notice of the time, date and place of the meeting shall be given in writing to all members not less than fourteen (14) days before the date of such meeting. Notice of the annual meeting shall also be given by publication in a newspaper of general circulation in the Town of Weston at least seven (7) days prior to the date thereof.

If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these By-Laws except in this Section 2.5, to the annual meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Sections 2.7 and 2.8 and stating that such special meeting is in place of the annual meeting.

2.6 Regular Meetings

Regular meetings of the members may be held at such places within the Town of Weston, Massachusetts and at such times as the members or directors may determine.

2.7 Special Meetings

Special meetings of the members may be held at any time and at any place within the Town of Weston, Massachusetts. Special meetings of the members may be called by the President or by the directors, 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 application of three or more members.

2.8 Calls and Notice

a) Annual and Regular Meetings. No call or notice except as specifically provided for herein shall be required for annual or regular meetings of members provided that reasonable notice (1) of the first regular meeting following the determination by the members of the times and places for regular meetings shall be given to absent members, (2) of an annual meeting not held at the principal office of the corporation shall be given to each member, (3) specifying the purpose of an annual or regular meeting shall be given to each member if either contracts or transactions of the corporation with interested persons or amendments to these By-Laws (as

adopted by the directors or otherwise) are to be considered at the meeting and (4) shall be given as otherwise required by law, the Articles of Organization or these By-Laws (including Section 2.5).

b) Special Meetings. Reasonable notice of the time and place of special meetings of the members shall be given to each member. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these By-Laws or unless there is to be considered at the meeting (1) contracts or transactions of the corporation with interested persons, (2) amendments to these By-Laws (as adopted by the directors or otherwise), (3) an increase or decrease in the number of members or directors, or (4) removal or suspension of a member or director.

c) Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send written notice by mail at least seventy-two (72) hours, addressed to him at his usual or last known address, or by publication in a newspaper of general circulation in the Town of Weston at least four (4) days before the meeting or to give notice to the member in person or by telephone at least twenty-four (24) hours before the meeting.

d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by the member before or after the meeting, is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

2.9 Quorum

At any meeting of the members, fifteen (15) members, whether present in person or duly represented, constitute a quorum.

2.10 Action by Vote

Each voting member shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization, or these By-Laws.

2.11 Action by Writing

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

2.12 Proxies

Members may vote either in person or by written proxy dated not more than one month before the meeting named therein, which proxies shall be filed before being voted with the Secretary.

SECTION III

SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS 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 in such capacity have no right to notice of or vote at any meeting, shall not be considered for purposes of establishing quorum and shall have no other rights or responsibilities.

SECTION IV

BOARD OF DIRECTORS

4.1 Member

The Board shall consist of the following: the Officers of the Organization, the Chairpersons and Assistant Chairpersons of the Country School, the Woodland School, the Field School, the Middle School, and the High School PTO Sections described in Section XI below; the Chairpersons (and Assistant Chairpersons) of any standing committees; two (2) METCO parent representatives appointed by the METCO Parent Organization; one (1) representative from the Weston Special Education Parent Advisory Council (WSEPAC) appointed by that Council; one (1) representative from each of the Country School, the Woodland School, the Field School, the Middle School, and the High School to be designated in writing to the President by the Principal of the respective schools. The Weston Superintendent of Schools and a member of the Weston School Committee, designated by that Committee, shall be members ex-officio, without vote.

4.2 Tenure

Each director shall hold office for a term of one (1) year and until a successor is elected, appointed or named, and qualified, or until the director dies, resigns, is removed or becomes disqualified.

4.3 Powers

The affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation except those powers reserved to the members by law, the Articles of Organization or these By-Laws.

4.4 Committees

The directors may elect or appoint one or more executive committees from among their number and may delegate to any such committee or committees any or all of their powers. Unless the directors otherwise designate, such committees shall conduct their affairs in the same manner as is provided in these By-Laws for the directors. The members of any such committee shall remain in office at the pleasure of the directors.

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4.5 Removal

Any director may be removed from office as a result of failure to fulfill the duties of the office or for conduct detrimental to the best interests of the corporation by an absolute two-thirds vote of the board of directors at a meeting of the directors called for such purpose provided that written notice of such meeting and its purpose be sent to each director at least ten (10) days prior to such meeting.

4.6 Resignation

A director may resign by delivering such director's written resignation to the President, Treasurer or Secretary of the corporation, to a meeting of the members or directors or to the corporation, at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

4.7 Vacancies

The directors subject to the provisions of Section 4.1 may fill any vacancy in the board of directors. Each successor shall hold office for the un-expired term or until such successor sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.8 Regular Meetings

Regular meetings of the directors may be held at such places and at such times as the directors may determine.

4.9 Special Meetings

Special meetings of the directors may be held at any time and at any place when called by the President or by four or more directors.

4.10 Call and Notice

a) Regular Meetings. No call or notice shall be required for regular meetings of directors, provided that reasonable notice 1) of the first regular meeting following the determination by the directors of the times and places for regular meetings shall be given to absent members, 2) specifying the purposes of a regular meeting shall be given to each director if either contracts or transactions of the corporation with interested persons or amendments to these By-Laws are to be considered at the meeting and 3) shall be given as otherwise required by law, the Articles of Organization or these By-Laws.

b) Special Meetings Reasonable notice of the time and place of special meetings of the directors shall be given to each director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these By-laws or unless there is to be considered at the meeting (1) contracts or transactions of the corporation with interested persons, (2) amendments to these By-Laws, (3) an increase or decrease in the number of directors, or (4) removal or suspension of a director.

c) Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director to send written notice by mail at least seventy-two (72) hours before the meeting, addressed to the director at the director's usual or last known address, or by publication in a newspaper of general circulation in the Town of Weston at least four (4) days before the meeting, or to give notice to each director in person or by telephone at least twenty-four (24) hours before the meeting.

d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by such director (or the attorney of such director thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such director. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

4.11 Quorum

At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.12 Action by Vote

When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, unless otherwise provided by law, the Articles of Organization or these By-Laws.

4.13 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.

SECTION V

OFFICERS AND AGENTS

5.1 Number and Qualification

The officers of the corporation shall be a President, or co-Presidents (herein referred to as "the President"), one or more Vice-Presidents, Treasurer, Secretary, and such other officers, if any, as the directors may determine. An officer must be a member. The Secretary 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 not hold more than one office at the same time unless specific exception is given by Board vote.

If required by the directors, any officer shall give the corporation a bond for the faithful performance of that officer's duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Tenure

Except as otherwise provided by law or by the Articles of Organization or by these By-Laws, the officers of the corporation shall hold office until the first meeting of the directors following the next annual meeting of the members unless a shorter period shall have been specified by the terms of the election or appointment of such officer, or in each case until such officer sooner dies, resigns, is removed or becomes disqualified. No officer may serve more than two consecutive terms.

5.3 President

The President shall be the chief executive officer of the corporation, and subject to the control of the directors, shall have general charge and supervision of the officers of the corporation. The President shall preside at all meetings of the members and directors, shall represent the corporation within the community, and shall be responsible for the official records of the organization. The President shall have the power to sign or endorse checks singly or together with the Treasurer.

5.4 Vice President(s)

The Vice President(s) shall assist the President with the management of the organization, and in the absence of the President shall perform the duties of that office.

5.5 Treasurer

The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The Treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The Treasurer shall have the power to sign or endorse checks singly or together with the President. The Treasurer shall have such other duties and powers as designated by the directors or the President. The Treasurer shall be in charge of its books of account and accounting records, and of its accounting procedures, and shall report periodically on the financial condition of the corporation to the board of directors. It is the Treasurer's responsibility to see that dues are collected.

5.6 Secretary

The Secretary shall maintain records of all proceedings of the members and directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its Secretary and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and By-Laws and names of all members and directors and the address of each. If the Secretary is absent from any meeting of members or directors, a temporary secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting. The Secretary shall also be responsible for sending out any required notice of any meeting. The Secretary shall record the minutes of all meetings of the Organization and of the Board and shall perform such other duties as may be delegated by the President.

5.7 Removal

Any officer may be removed from office as a result of failure to fulfill the duties of such office or for conduct detrimental to the best interests of the corporation by an absolute two-thirds vote of the board of directors at a meeting of the directors called for such purpose, provided that written notice of such meeting and its purpose be sent to each director and to the officer concerned at least ten (10) days prior to such meeting.

5.8 Vacancies

If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term, and until a new successor is elected and qualified, or until such successor sooner dies, resigns, is removed or becomes disqualified.

5.9 Duties of All Officers

All officers shall submit a written report of their activities at the end of their terms of office to the President, in duplicate, one copy to be filed with the President and the other copy to be delivered by the President to their successors, and shall deliver to their successors all official material within ten days following the meeting at which such successors are elected.

SECTION VI

ELECTIONS

6.1 Nominating Committee

Not later than January 15 of each year, the President shall appoint, with the approval of the directors, a nominating committee of five (5) at least six (6) members consisting of a Weston Public School faculty member, one member from each of the Country School, Woodland School, Field School, Middle School, and High School PTO Sections, as described in Section XI below. At least one member of the nominating committee shall be a member of the current Board of Directors.

6.2 Eligibility

The nominating committee shall consider for nomination for office, any member in good standing but no member delinquent in his dues shall serve on the nominating committee or be nominated for any office, or vote in any election.

6.3 Nomination

After having solicited and considered recommendations from the membership, the nominating committee shall nominate a full slate of officers and directors each year as set out in these By-Laws, but other names may be placed in nomination by any member up to the time of the election.

6.4 Voting

At the annual meeting of the membership, the members by majority vote of those present and voting shall elect the officers designated in Section 5.1 of these By-Laws, and the directors designated in Section 4.1 of these By-Laws, except as may be otherwise provided in said sections. Each member shall have one vote. If no candidate receives a majority of the votes cast, subsequent ballots for such office shall be held for those nominees receiving the greatest and second greatest number of votes.

SECTION VII

FINANCE

7.1 Expenditures

Only the directors may authorize expenditure of the corporation funds, and only the President or Treasurer shall be authorized to sign checks.

7.2 Deposit of Funds

The funds of the corporation shall be deposited with the bank or banks approved by the directors.

7.3 Budgets

The directors shall require each standing committee to submit a budget for approval prior to the expenditure of funds.

7.4 Fund Raising Projects

The directors must approve all fund raising projects. Each project chairperson shall be accountable for any funds collected. All funds shall be submitted to the Treasurer within two weeks after collection.

7.5 Budget Committee

A budget committee shall be appointed by the President at least two months prior to the annual meeting, and shall present a proposed annual budget for the ensuing year for consideration and approval at the annual meeting.

SECTION VIII

AUTHORITY AND DELEGATION

8.1 Contracts and Debts

No officer, director or member of the corporation shall contract for or incur any debt or enter into any agreement or otherwise represent this organization except by authorization of the directors.

8.2 Execution of Papers

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, 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 or by the Treasurer.

8.3 Delegations

Delegations or special committees may be appointed by the President, subject to the approval of the directors, to represent the corporation at any convention, meeting or assembly as may be necessary. Such delegations or committees shall exercise only those powers specifically vested in them by the directors.

SECTION IX

AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) vote of the members present at the annual meeting, or at any regular or special meeting provided written notice of the proposed action has been given to the membership at least fourteen (14) days prior thereto and provided a quorum is present.

SECTION X

PERSONAL LIABILITY

The members, directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract; or for the payment of any debt, damages, judgment or decree; or of any money that may otherwise become due or payable to them from the corporation.

SECTION XI

SECTIONS, COMMITTEES AND PROJECTS

11.1 Enumeration

There shall be in this organization a Country School PTO Section, a Woodland School PTO Section, a Field School PTO Section, a Middle School PTO Section, and a High School PTO Section.

11.2 Chairpersons

Each Section shall have a Section Chairperson and Assistant Chairperson, who shall be elected annually in accordance with Section VI of the By-Laws.

11.3 Ad hoc Committees

Ad hoc committees as may be needed to further the work of the Section shall be established by the Section.

11.4 Meetings

Each Section shall hold at least two open meetings during the school year. There shall be at least three (3) days notice of such meetings given to all members by notice mailed or published in accordance with the notice requirements for regular meetings of members.

SECTION XII

STANDING AND SPECIAL COMMITTEES

12.1 Creation of Standing Committees

The directors shall create such standing committees as deemed necessary to promote the purposes and carry on the work of the Organization. The chairperson of each standing committee shall be elected in accordance with Section VI of the By-Laws.

12.2 Members

The members of each standing committee shall be chosen by the Committee Chairperson.

12.3 Special Committees

The directors shall create special committees as deemed necessary from time to time to serve a special purpose.

12.4 Reports

The chairperson of each standing committee shall report regularly to the Board of Directors on the work of the committee. A final report shall be submitted to the Board within thirty (30) days of the end of the chairperson's term of office.

SECTION XIII

DISSOLUTION

In the event of the dissolution of the Weston Parent Teacher Organization, Inc. for any reason, the Directors shall transfer all money and properties belonging to it to such non-profit, public, charitable or educational organization as the Directors may designate.

SECTION XIV

RULES OF ORDER

Roberts Rules of Order in its current edition shall govern the proceedings of all meetings of the organization, its board of directors, committees and membership, except as provided within these By-Laws.

SECTION XV

Indemnification

The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as exempt under Section 501(C) (3) of the Internal Revenue Code of 1986 as amended from time to time, indemnify each of its directors and officers (including persons who serve at its request as trustees, directors and officers of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director or officer, except with respect to any matter as to which he shall have been adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interest of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such a director or officer pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interest of the Corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office after the Corporation has received an opinion in writing of independent legal counsel to the effect that such director or officer appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation. Expenses, including counsel fees, reasonably incurred by any such director or officer in connection with the defense or (BY-LAWS REVISED 5/94)

disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director" and "officer" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.