

Amended and Restated Bylaws
Nayatt School Parent Teacher Organization

Article I. Name and Status of Organization

The name of this association is the Nayatt School Parent Teacher Organization (the "Nayatt PTO") of Barrington, Rhode Island. The Nayatt PTO is an incorporated association of its members. Its "Articles of Incorporation" have been filed with the State of Rhode Island. The purpose of the corporation shall be as provided in the Articles of Incorporation.

Article II. Mission

The Nayatt School PTO is a partnership of parents, teachers and administrators whose primary purpose is to enhance and enrich the education of our children and students.

Article III. Basic Policies

Section 1. The Nayatt PTO shall be noncommercial, nonsectarian, and nonpartisan.

Section 2. The name of Nayatt PTO or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the Nayatt PTO.

Section 3. The Nayatt PTO shall not – directly or indirectly – participate or intervene in any way (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 4. The Nayatt PTO shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

Section 5. The Nayatt PTO may cooperate with other organizations concerned with the welfare of the child, but persons representing the Nayatt PTO in such matters shall neither be empowered to make any commitments that bind the organization.

Section 6. The Nayatt PTO shall cooperate with the school and the administration to support the improvement of education.

Section 7. The Nayatt PTO shall neither seek to direct the administrative activities of the school administration nor to control their policies.

Section 8. No part of the net earnings of Nayatt PTO shall inure to the benefit of, or be distributed to, its members, officers or other private persons except that the Nayatt PTO shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth in Article II hereof.

Section 9. Notwithstanding any other provision of these bylaws, the Nayatt PTO shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501 (c)(3) of the Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provision of any future United States Internal Revenue Code.

Article IV. Membership

Section 1. Voting Membership

- a. Voting Membership is open to:
 1. All parents and legal guardian of students enrolled at Nayatt School and who are interested in promoting the objectives of the Nayatt School PTO and willing to uphold its policies and subscribe to its bylaws.
 2. All members of the teaching and administrative staff of Nayatt School interested in promoting the objectives of the Nayatt School and willing to uphold its policies and subscribe to its bylaws.
- b. Each individual voting member carries the privileges of holding office, making motions, debating, and voting, provided that he or she has registered with the Recording Secretary on a list of voting members each new school year.

Section 2. Non-Voting Membership.

The Nayatt School principal and the Barrington Schools superintendent shall be entitled to serve in an advisory capacity to the Nayatt PTO. These shall be non-voting positions. If a principal or superintendent has a child at the school, his or her status as a parent supersedes his or her status as a principal or superintendent.

Section 3. All memberships shall be made available without regard to race, color, creed, national origin, disability, age, sex, or sexual orientation.

Section 4. The membership year of Nayatt PTO shall begin October 1 and shall end September 30.

Section 5. The PTO shall have members, each of whom shall have paid such membership fee as set each year by the Executive Board.

Article V. General Membership Meetings

Section 1. Regular Meetings

- a. Regular meetings shall be held during the school year, the time to be fixed by the Executive Board at its first meeting of the year. Regular meetings should be monthly but must at least be quarterly.
- b. An agenda, the updated monthly budget and the minutes from the previous meeting shall be available at each regular meeting and upon request.

Section 2. Annual Meeting

- a. The last regular meeting of the school year shall be known as the organization's annual meeting.
- b. The order of business at the annual meeting shall be:
 - 1) presentation of annual reports of officers and standing committees;
 - 2) installation of new officers;
 - 3) discussion of any additional business.

Section 3. Special Meetings.

Special meetings may be called as deemed necessary by the Executive Board, or by written request to the President from at least fifteen (15) members stating the purpose of the meeting. Notice of all special meetings shall be made public by written announcements sent home through the school and with advance notice of at least five

days. No business shall be transacted except that mentioned in the notice of the special meeting.

Section 4. Quorum:

Twelve (12) members of the Nayatt PTO shall constitute a quorum for the transaction of business in any general members meeting of the Nayatt PTO.

Section 5. Voting:

Regular votes: Except as otherwise specified in these bylaws, a simple majority vote (50% +1) of those members present and voting at a regular meeting shall be required for all action to be taken by the Nayatt PTO.

Section 6. Conduct and Parliamentary Procedure:

a. All Nayatt PTO members shall conduct themselves appropriately during Nayatt PTO meeting and events. New ideas and open discussion is encouraged. Respect and courtesy toward each other is expected.

b. The rules contained in the current version of Robert's Rules of Order shall govern the Nayatt PTO in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

c. Rules for meeting conduct and procedure shall be presented by the president at the first regular meeting of the school year.

Article VI Officers

Section 1. Officers:

a. The officers of the PTO shall be made up of one or more President(s), one or more Vice President(s) a Recording Secretary, a Corresponding Secretary, one or more Treasurer(s), and one or more School Committee Representative(s).

b. Officers shall assume their official duties during the annual meeting of the Nayatt PTO (see Article V, Section 2b). The former treasurer(s) shall continue to serve in an advisory capacity until a satisfactory audit has been conducted for the books and accounts of the Nayatt PTO.

c. Elected officials shall receive no compensation for their services and incur no liability for their acts as an elected official.

Section 2. Election of Officers:

Officers of the Nayatt PTO shall be elected in the following manner:

a. The Nominating Committee shall be appointed by the general membership during a regular meeting of the organization. The Nominating Committee shall consist of one member of the Executive Board and four (4) others, including no fewer than three (3) individuals from the general membership. The Nominating Committee shall appoint its own chair.

b. The Nominating Committee shall solicit names from all Nayatt PTO members for officer positions and committee chairs for the following school year. Only those who have consented to serve shall be eligible for nomination.

c. The Nominating Committee shall nominate candidates and present a slate for consideration at the April regular meetings. The proposed slate will be voted on at the May regular meeting.

Section 3. Vacancies:

a. If for any reason a vacancy occurs during an officer's term, the recording secretary shall post the vacancy for a period of ten school days and shall seek volunteers willing to serve for the remainder of the term. If there is one volunteer (or co-volunteers as allowed) for the office, that volunteer (or co-volunteers) automatically assumes the office by unanimous consent of the Executive Board. If there are opposing candidates, a ballot vote of the membership shall be conducted at the next regular meeting. If there are two opposing candidates, the candidate with a majority of votes shall be elected. If there are three or more opposing candidates, the candidate with a plurality of votes shall be elected. In the interim, Executive Board member shall share the duties of any vacant office.

b. In the case that a vacancy occurs in the office of recording secretary, the vacancy shall be posted by the president.

Section 4. Terms and Term Limits:

a. The term of each office shall be for one year.

b. An officer who has served more than half a term is considered to have served a full term.

c. Officers shall serve no more than two consecutive terms in the same position unless overridden by a regular vote of the general membership.

Section 5. Transition:

a. Officers' records shall include all pertinent material organized by an officer during his or her term of office. Such materials shall include reports and proposals to the Executive Board, correspondence, record books, a current copy of the bylaws of the organization, and any other materials developed during the term of office.

b. Outgoing officers shall deliver to their successors all officers' records at the annual meeting, except the treasurer(s), who shall keep those books until a satisfactory audit has been conducted upon the books and accounts of the Nayatt PTO.

Article VII. Duties of Officers

Section 1. Presidents (s):

- shall be the chief executive officer of the Nayatt PTO; shall preside at all general and special meetings of the Nayatt PTO at which he or she may be present; shall be a member of Executive Board;
- shall preside at all Executive Board meetings at which he or she may be present;
- shall coordinate and supervise the Nayatt PTO's activities and the work of the elected officials and committees of the Nayatt PTO;
- shall post the vacant office of recording secretary when applicable; shall coordinate the PTO calendar with the school and district offices; in the case of co-presidents, only one president will preside at any meetings; the presiding officer will vote according to Robert's Rules or Order;
- shall perform such other duties applicable to the office as may be prescribed in these bylaws or by the parliamentary authority adopted by this organization or assigned to her/him by the organization or by the Executive Board in order that the objective of the Nayatt PTO may be promoted.

Section 2. Vice President(s):

- shall perform all duties of the president in the absence of the president; shall be a member of the Executive Board;

- shall perform such other duties applicable to the office as may be prescribed in these bylaws or by the parliamentary authority adopted by this organization or assigned to her/him by the organization or by the Executive Board in order that the objectives of the Nayatt PTO may be promoted.

Section 3. Treasurer(s):

- shall have custody of all funds of the Nayatt PTO;
- shall keep a full and accurate account of receipts and expenditures in accordance with good accounting practice;
- shall be responsible for the deposit of all monies and other funds in the name of, and to the credit of, the Nayatt PTO in such facilities as are approved by the Executive Committee;
- shall disburse funds as ordered by the Executive Board, and in accordance with the approved budget;
- shall be a member of the Executive Board; shall distribute to the membership a written financial statement at each regular meeting of the membership and when requested by the Executive Board;
- shall perform such other duties applicable of the office as may be prescribed in these bylaws or by the parliamentary authority adopted by this organization or assigned to her/him by the organization or by the Executive board in order that the objectives of the Nayatt PTO may be promoted.

Section 4. Recording Secretary:

- shall give notice of all general and special meetings of the Nayatt PTO;
- shall record the minutes of all regular and special meetings of the Nayatt PTO;
- shall distribute to the membership the minutes of the previous regular meeting at each regular meetings and maintain a folder with all of the minutes in the office;
- shall be a member of the Executive Board; shall give notice of all Executive Committee meetings;
- shall record the minutes of all meetings of the Executive Board; shall hold and maintain the official copy of these bylaws; shall perform such duties applicable to the office as may be prescribed in these bylaws or by the parliamentary authority adopted by his organization or assigned to her/him by the organization or by the Executive Board in order that the objectives of the Nayatt PTO may be promoted.

Section 5. Corresponding Secretary:

- shall be responsible for the correspondence of the Nayatt PTO;
- shall maintain a membership list of Nayatt PTO members;
- shall act a s recording secretary in the absence or disability of the recording secretary;
- shall be a member of the Executive Board;
- shall perform such duties as applicable to the office as may be prescribed in these bylaws or by the parliamentary authority adopted by this organization or assigned to her/him by the organization or by the Executive Board in order that the objective of the Nayatt PTO may be promoted.

Section 6. School Committee Representatives(s):

- shall represent the Nayatt PTO membership at all School Committee meetings;
- shall report to the Executive Board and general membership the business conducted at such meetings;

- shall be a member of the Executive Board;
- shall perform such duties as applicable to the office as may be prescribed in these bylaws or by the parliamentary authority adopted by this organization or assigned to her/him by the organization or by the Executive Board in order that the objective of the Nayatt PTO may be promoted.

Article VIII. Executive Board

Section 1. The Executive Board shall consist of the officers of the Nayatt PTO plus the school principal. The Executive Board shall be comprised of no fewer than seven (7) and no more that eleven (11) members.

Section 2. The duties of the Executive Board shall be:

- to create standing and special committees necessary to carry out the objectives and aims of this organization;
- to approve and report on all deviations to the approved budget.
- to approve the plans of work of the standing and special committees; to recommend to the general membership to dissolve any stand or special committee; to select an auditor or an auditing committee to audit the treasurer's accounts;
- to prepare and submit to the general membership an annual budget for the organization;
- to uphold the responsibility of consulting the general membership in all instances in which it feels it cannot accurately perceive the will and intent of the membership;
- to create the agenda for the general membership regular meetings;
- to perform such other duties as may be prescribed in these bylaws or by the parliamentary authority adopted by this organization or assigned to him or her by the organization in order that the objectives of the Nayatt PTO may be promoted.

Section 3. Meetings

The Executive Board shall determine a schedule for regular meetings of the Executive Board. Their meetings will be posted and open to the general membership. A simple majority of the Executive Board shall constitute a quorum.

Article IX. Finances

Section 1. Fiscal Policy

- a. The fiscal year of the Nayatt PTO shall begin July 1 and end June 30.
- b. Obligations: The Executive Board may authorize any officer of officers to enter into contracts or agreements for the purchase of materials or services on behalf of the Nayatt PTO. The officers shall not have the authority, however, to enter into such agreements on behalf of Nayatt School or the Barrington School district, nor should they hold themselves out as having such authority.
- c. Loans: No loans shall be made by the organization to its officers or members.
- d. Commercial paper: All checks, drafts or other orders for the payment of money on behalf of the organization shall be signed by the treasurer or the president.

Article X. Committees

Section 1. Standing/Special/Subcommittees

- a. Standing committees may be established by the Executive Board as are deemed necessary to carry on the work of the organization. Standing committees may only be constituted to perform a continuing, permanent function of the Nayatt PTO. Standing committees no longer deemed necessary shall be dissolved by a vote of the majority of the members at a regular meeting, and upon dissolution, any remaining committee funds shall revert to the Nayatt PTO's general operating fund.
- b. Special committees may be appointed by the Executive Board, as needs arise, to carry out specified tasks, at the completion of which they automatically cease to exist. A special committee may not be appointed to perform a task that falls within the assigned function of an existing standing committee.
- c. Subcommittees are subsets of standing or special committees, formed to perform specific functions, including planning particular events, activities, or projects, and are directed by subcommittee chairs.

Section 2. Work Plans

The chair of each standing committee and certain subcommittees as determined by the Executive Board shall keep the Executive Board apprised of their activities. All committee and subcommittee chairs shall keep accurate records of their committees' activities during the year.

Section 3. Terms and Term Limits

- a. The term of each special committee chair shall be for the duration of the existence of the committee, or until he or she is no longer eligible for membership on the Nayatt PTO.
- b. The term of each standing committee chair shall be for one year.
- c. Committee chairs shall serve no more than two consecutive terms in the same position unless overridden by majority vote of the general membership at a regular meeting.

Section 4. Transition

- a. Committee chair's records shall include all pertinent material organized by a chair during his or her term of office. Such material shall include reports to the Executive Board, correspondence, record books, a current copy of the bylaws of the organization, and any other materials developed during the term of office.
- b. All outgoing committee chairs shall deliver to their successors all committee records at the annual meeting, except the treasurer, who shall keep those books until a satisfactory audit has been conducted upon the books and accounts of the Nayatt PTO.
- c. All unused supplies of standing committees shall be delivered to the successive committee chair. All unused supplies of special committees shall be delivered to the Executive Board.

Article XI. Amendments/Revision of Bylaws

Section 1.

These Bylaws may be amended any regular meeting of the general membership of the Nayatt PTO by a two thirds vote of the members present and voting, provided that notice of the proposed amendment shall have been given at least thirty days prior to the meeting at which the amendment is voted upon.

Section 2.

A committee may be appointed to submit a revised set of bylaws as a substitute for the existing Bylaws only by a majority vote at a regular meeting of the Nayatt PTO. The requirement for adoption of a revised set of bylaws shall be the same as in the case of an amendment.

Article XII. Dissolution of the PTO

Section 1.

Membership Approval In the event dissolution is desired the Executive Board shall adopt a resolution recommending that this organization be dissolved. A two third vote shall then be required of the members present and voting at a regular meeting provided that notice of the resolution shall have been given at least thirty days prior to the meeting at which the resolution is voted upon.

Section2.

Distribution of Assets Upon dissolution of the Nayatt PTO, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Nayatt PTO, dispose of all the assets of the Nayatt PTO by distributing such assets to an organization organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction who shall distribute such assets to an organization or organizations that is exempt from federal income taxation under section 501 (c)(3).

Ratified and Adopted:

Name: _____
Title: President
Date: _____

Name: _____
Title: Recording Secretary
Date: _____

