Restated Bylaws of Blanchard Parents, Teachers, and Friends, Inc.

Amended Sept 2025

ARTICLE I NAME

The name of this organization shall be the Blanchard Parents, Teachers, and Friends (hereinafter called PTF).

ARTICLE II PURPOSE

The purpose of this PTF shall be: (a) to encourage communications among the home, the school and the community so that all may cooperate intelligently in the education of the child; and (b) to raise funds and conduct activities in cooperation with the school administration to enrich the process of education.

ARTICLE III POLICIES

Section 1: This organization shall be nonprofit, nonsectarian, and nonpartisan. No commercial enterprise and no candidate shall be endorsed by it. The name of the organization or the names of its officers in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose other than the regular work of the organization.

Section 2: The PTF shall not seek to control the administrative activities of the school or its policies.

Section 3: The PTF may cooperate with the other organizations and agencies active in child welfare, provided they make no commitments that will bind the PTF without its consent.

ARTICLE IV MEMBERSHIP

Section 1: Any parent or legal guardian of a child enrolled at Blanchard Memorial School or any individual presently employed in the Boxborough school system shall be a member.

Section 2: An annual contribution may be solicited each fall, by sending out a family donation request, but is not a requirement for membership.

Section 3: In addition to the right to elect officers/directors, approve the budget, and approve expenditures, as provided in Articles VI and VIII, and such other 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.

Section 4: Each 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.

Section 5: Any action required or permitted to be taken at any meeting of the board members may be taken without a meeting if all board 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 board members, Such consents shall be treated for all purposes as a vote at a meeting.

Section 6: No member may vote by proxy.

ARTICLE V MEETINGS OF THE MEMBERS

Section 1: The PTF shall hold a fall orientation meeting and an annual meeting in May of each year. Regular meetings of the members shall be held during the school year as called by the Board of Directors. General Meetings shall be held at Blanchard Memorial School unless special circumstances require meeting at a different location.

Section 2: Special meetings of the members may be called by the President upon one week's notice.

Section 3: The agenda for each PTF meeting will be posted seven (7) days before the meeting. New business may be discussed, but, if not on the posted agenda, no action may be taken.

Section 4: Members present constitute a quorum at any meeting of the PTF.

ARTICLE VI OFFICERS AND THEIR ELECTION

Section 1: The officers of the PTF shall be elected by the members at the corporation's annual meeting in June and shall be a: President, Vice President, Recording Secretary, Corresponding Secretary, Digital Media Secretary, Treasurer, Enrichment Chair, Classroom Coordinator(s), Community Events Chair(s), School Spirit Coordinator, Staff Appreciation Coordinator, Member(s) at Large. Officers shall be elected from among the PTF membership.

Section 2: Nominations for officers shall be made by a nominating committee of the three members, which will be appointed by the Board of Directors before the annual meeting in June. The nominating committee shall report at the annual meeting the name of one or more candidates for each office to be filled. Additional nominations may be made from the

floor and voting shall not be restricted to the nominees. The consent of each candidate must be obtained before the name is placed in nomination.

Section 3: Each officer shall be elected by ballot to a two-year term and shall assume office at the end of the school year. The election of officers shall be staggered to promote continuity and a smooth transition. Officers shall remain in office until their successors have been elected and have assumed office. No officer shall be eligible to hold the same office for more than two consecutive years without an election. No officer may serve in the same office for more than two consecutive terms.

Section 4: Any vacancies occurring during the year shall be filled by vote of the Board of Directors for the duration of the vacant term of office.

Section 5: An officer may be suspended or removed (a) with or without cause by a majority vote of the members, or (b) with cause by vote of a majority of the Board of Directors then in office. An officer may be removed for cause only after reasonable notice and an opportunity to be heard.

ARTICLE VII DUTIES OF OFFICERS

Section 1: The President shall preside at all meetings of the PTF and of the Board of Directors; serve as a member *ex officio* of all committees' prepare a written annual report; and perform all other duties usually pertaining to the office.

Section 2: The Vice President shall act as aid to the President and shall, in order, perform the duties of the President in the absence of that officer and will perform all other duties pertaining to that office. The Vice President shall oversee all matters pertaining to fundraising.

Section 3: The Recording Secretary shall keep a correct record of all PTF General and PTF Board of Director meetings, and shall report at each regular meeting. The Recording Secretary shall have the duties commonly incident to the office and shall handle meeting correspondence, post notices and post agendas.

Section 4: The Corresponding Secretary shall be responsible for generating announcements to the school population, including the Pawprint and other school wide emails. The Corresponding Secretary shall interact with Blanchard staff and the Media Communications Secretary to post relevant PTF documents to the School's website. The Corresponding Secretary shall assume the duties of the Recording Secretary in the absence of the Recording Secretary.

Section 5: The Digital Media Secretary shall maintain and update the PTF website with PTF events, and manage the subscription of the website's hosting service and domain name. The Digital Media Secretary shall work in conjunction with the Corresponding secretary to disseminate planned PTF messaging to various 'outside the school' marketing channels such as Instagram and Facebook.

Section 6: The Treasurer shall have custody of the funds of the PTF, depositing such funds in the name of the PTF in a bank designated and approved by the Board of Directors. The Treasurer shall keep full and accurate books of account. The Treasurer shall present monthly bank reconciliations to the board of directors. The Treasurer shall report to the Board of Directors and/or general membership at regular meetings and shall present an annual report each year. The Treasurer shall pay all approved expenses. The Treasurer shall perform such other duties as pertain to the office.

Section 7: The Enrichment Chair reviews all enrichment submissions that are made by teachers, parents and staff that enrich the student body in (but not limited to) the arts and sciences. The Enrichment Chair will prepare a report after each grant deadline during the General Meeting. The Enrichment Chair shall present the approved grants after each cycle to the PTF BoD. Any grant over 25% of the grant budget should be a separate line item in the budget and subject to vote by all members.

Section 8: The Classroom Coordinator(s) lead the Classroom Coordinator Orientation meeting at the beginning of the year; be present at all PTF board meetings and General Meetings in order to take notes and synthesize all relevant parent information into monthly communication email to all Classroom Coordinators and communicate with Classroom Coordinators as needed with important information and updates.

Section 9: The Community Events Co-Chairs lead a committee of volunteers in the planning/organizing/execution of Community wide events such as Fall Festival and Festival of Cultures.

Section 10: The School Spirit Coordinator coordinates ordering spirit wear and field day shirts and leads a committee of volunteers in the planning/organizing/execution of school events such as Bingo.

Section 11: The Staff Appreciation Coordinator is responsible for the ongoing support of our teachers, staff and administrators. They will coordinate teacher appreciation week as well as pop up appreciation events and treats throughout the year. The coordinator is responsible for managing to budget and sharing events with the broader team as well as keeping a pulse on overall teacher morale. This position holds a two-year-term.

Section 12: Members at Large. Members-at-large will play a critical role in the success of pop-up events, one-off needs and coverage for other members while offering flexibility and the opportunity to learn about all roles on the PTF. This role is perfect for a new member. Members at large are optional to attend PTF meetings but are expected to volunteer at events when

possible. Example of pop-up coverages needed in the past: sorting of Field Day t-shirts, author visits at school, coverage for other members for unplanned and planned absences. This is a great and flexible role with a one-year commitment in the hopes of learning and contributing and considering a larger responsibility in the future.
The PTF will add 1-3 members at large in years when we have more volunteers than roles. The goal is to always keep an odd # of PTF members for voting purposes.

ARTICLE VIII BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of the PTF officers enumerated in Article VII above. The Board of Directors shall manage the affairs of the corporation, who shall exercise all of the powers of the corporation, except those powers reserved to the members by law, the articles of organization, or these by-laws. The Board shall be responsible for drawing up the monthly agenda, presenting a budget in the gall and overseeing the finances of the organization; proposing an annual calendar of events; acting as the coordinating and planning body for PTF events and programs; and recommending policy and by-law changes as necessary.

Section 2: Meetings of the Board of Directors are working meetings and are open to anyone who requests to be on the agenda. A portion of any meeting of the Board of Directors may be held in executive session where confidentiality requires such action. All meetings are held at least one week prior to the General Meeting to be able to post the agenda one week before the General Meeting. PTF Board of Directors shall hold at least seven meetings each year.

Section 3: Special meetings of the Board of Directors may be called at any time and at any place when called by the President or by two (2) or more Directors.

Section 4: A majority of the Directors then in office shall constitute a quorum.

Section 5: Each Director shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by Directors 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.

Section 6: Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all Directors 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 Board. Such consents shall be treated for all purposes as a vote at a meeting.

Section 7: No Director shall vote by proxy

Section 8: The Board of Directors shall have discretionary spending and contracting power to a limit of $500 for matters requiring immediate action that may arise between General Meetings. Any such expenditure shall be reported at the next regular meeting of the members.

ARTICLE IX BUDGET

Section 1: The annual budget shall be approved by the members at the fall orientation meeting.

Any non-budgeted expenditure or contractual obligation in excess of $500 arising during the year must be approved in advance by the members.

Section 2: The PTF does not accept funds raised by and for other groups or organizations, whether or not they are sponsored by the PTF and, therefore, will not be a custodian of any such funds.

ARTICLE X PROGRAM COORDINATORS

Section 1: Ad Hoc committees can be established by the Board of Directors for a term not to exceed one school year and may include volunteers who are not members.

Section 2: All program coordinators overseeing PTF enrichment funds must submit a proposed budget to the Board of Directors by July 15th of each year as input into the following year's annual budget.

ARTICLE XI AMENDMENTS

These bylaws may be amended at any general meeting of the PTF by a two-thirds vote of the members present and voting.

ARTICLE XII RULES OF ORDER

The rules contained in Robert's Rules of Order, as from time to time revised, shall govern this organization in all cases in which they are not inconsistent with these by-laws, now or amended.

ARTICLE XIII TAX EXEMPT STATUS

Section 1: Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code (IRC) of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under IRC section 501(c)(3) or corresponding provisions of any subsequent federal tax laws.

Section 2: No part of the net earnings of the association shall inure to the benefit of any member, trustee, director, officer, or any private individual (except that reasonable compensations may be paid for services rendered to or for the association), and no member, trustee, officer, or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the association.

Section 3: No substantial part of the activities of the association shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by IRC Section 50 I (b)] or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 4: In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization

exempt under IRC Section 501(c)(3), or corresponding provisions of any subsequent federal tax laws, or the federal government, or state or local government for a public purpose.

ARTICLE XIV: BLANCHARD MEMORIAL SCHOOL PTF ENRICHMENT

The Blanchard Memorial School PTF Enrichment Process (hereafter referred to as PTF Enrichment) is a method by which the PTF funds projects or materials not funded in the Blanchard PTF Operating Budget that enrich the learning environment of the Blanchard Memorial School community.

Section 1:Enrichment Funding

The PTF BoD shall recommend an amount for the PTF Enrichment line item in its yearly PTF budget for approval by the BoD. Any PTF Enrichment funds that are not awarded throughout the school calendar year shall be put back into the General PTF Budget to be reallocated in the upcoming school year PTF Budget.

Section 2: Enrichment Planning

The Enrichment Chair and staff liaison shall develop a yearly plan for enrichment activities, guided by feedback from staff and administration. When feasible, this plan should be created prior to the budgeting process. Final approval of the plan is required by the Board.

PTF Enrichment Funds may be used for any educational purpose that aligns with the PTF mission as outlined in the By-laws. This includes, but is not limited to: Special classroom supplies, Enrichment activities on and off campus, Science and art enrichment projects.

Section 3: Additional Enrichment Proposals During the School Year

Parents, teachers, and friends of the school community may propose additional enrichment ideas by emailing the Enrichment Chair. Proposals will be reviewed on a rolling basis within 60 days, subject to available funds in the Enrichment budget. The Enrichment Chair shall consult with School Administration to determine whether the requested funding is available through school or district budgets. The Enrichment Chair will consult with the staff liaison on all proposals. Final approval of the additional enrichment activity needs to be approved by the Board.

ARTICLE XV INDEMNIFICATION AND CONFLICT OF INTEREST

Section 1: Conflict of Interest - The Board shall adopt a written conflict of interest policy, which it shall review and publish annually. Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors, or any member of any committee of the Board of Directors shall be disclosed to the other members of the Board, or committee of the Board, as the case may be. Any such disclosure shall be made a matter or record at the time of

election to the Board or to a Board and committee through an annual procedure, and also when the interest becomes a matter of Board or committee action.

Any member of the Board, or member of a Committee of the Board, having a duality of interest or possible conflict of interest in any matter shall not (i) be counted in determining the quorum at meeting(s) at which the matter is considered, even where permitted by law;
(ii) use personal influence on the matter; (iii) vote on any aspect of the matter; or (iv) be present when the matter is being discussed or voted upon by the Board of the committee. The minutes of the meeting(s) shall reflect disclosure was made, that the member abstained and was not present during discussion and vote, and that a quorum existed not counting such member. The foregoing requirements shall not be construed as preventing such member of the Board or of a committee from briefly stating a position in the matter, nor from answering pertinent questions of other Board or committee members, because such member's knowledge may be of great assistance to the Board or committee.

Section 2: Indemnification - The corporation may, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all expenses and liabilities (including counsel fees, judgements, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the corporation, or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation, provided, further, that as to any matter disposed of by a compromise payment by such person, 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 interests of the corporation after notice that it involves such indemnification: (1) by a disinterested majority of the directors then in office; (2) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such person 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 person in connection with the defense or 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 the person indemnified to replay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section and Massachusetts General Laws, Chapter 180, Section 6.

The right of indemnification under this section shall be in addition to and not exclusive of other rights to which such trustee, director, officer or other persons may be entitled.
Nothing contained in this section shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise by law. As used in this paragraph, the terms "directors," "officers," "employees," and "agents," 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.