

JOHN W. WYNN MIDDLE SCHOOL
PARENT ADVISORY COUNCIL BY-LAWS

Amended January 2018

January 2018 ARTICLE I

NAME

The name of this organization is the John W. Wynn Middle School Parents Advisory Council, hereafter referred to as the "PAC".

ARTICLE II
MISSION STATEMENT

This organization is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this organization 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

The PAC is organized to act as the liaison between parents and staff for the purpose of understanding, communicating and financially supporting the educational goals of the school. The PAC will strive to lessen the burden of public support by providing funds and support to all students at the John W. Wynn Middle School.

ARTICLE III
OBJECTIVES

- A. It is the objective of PAC to allow all interested people to become actively involved with the school and express their ideas and suggestions.
- B. It is the objective of the PAC to direct parents to appropriate channels of communication regarding issues of concern or requests. It is hoped that this objective will foster positive guardian/parent/staff interaction.
- C. It is the objective of the PAC to provide the children of the school with extra materials, events or funds to inspire learning and to help maintain a close bond between home/school.
- D. It is the objective of the PAC to assist the faculty (when requested) in various projects or plans for the classroom (i.e. field trips, special events, copying educational materials, etc.).
- E. It is the objective of the PAC to support the mission statement of the John W. Wynn Middle School as adopted by the Tewksbury School Committee and stated as follows: "To provide a safe place where every day we build mind, body, and character".

ARTICLE IV

MEMBERSHIP

The general membership of the PAC is made up of any and all interested parents/guardians of children who attend the John W. Wynn Middle School. The school principal, teachers, staff and other interested community members are welcome and encouraged to attend meetings.

ARTICLE V OFFICERS

- A. The PAC Officers will be the governing group of the PAC.
- B. The PAC Officers will consist of at least three members.
- C. The Officers' rank shall be:
Chairperson or Two Co-Chairpersons Treasurer

- 1. Chairperson or Two Co Chairpersons
- 2. Vice Chairperson (optional) Secretary

Any officer unable to attend or provide coverage at two (2) consecutive meetings shall resign their position with election of a new Officer at the next scheduled PAC meeting.

- D. Chairperson/Chairperson(s) shall attend Townwide PAC meetings. If Chairperson/ Chairperson(s) is unable to attend then another PAC Officer shall attend or a designated representative shall attend such meetings and report back to the Officers.
- E. Officers shall be elected for a single one-year term. A term is defined as a school year, which runs from August through July. Officers may choose to run for their office or any other office as many times as they desire but they must be re-elected to that position each academic year. Officers may hold their respective office for no longer than three (3) consecutive years.
- F. It is the duty of the outgoing officers to train the incoming officers. Training includes the proper transitioning of books and records, meeting minutes, banking and financial information and other relevant documents to assist the incoming officers and to ensure the organization will continue to run smoothly
- G. All officers may be assisted in fulfilling their duties by Sub-committees formed from the general membership.
- H. Each Officer position is a volunteer position that does not offer financial gain for any individual Officer or group of Officers. PAC Board members shall not be held personally, legally liable as a result of managing the PAC and PAC business according to the By-Laws.
- I. To be eligible for the position of Chairperson or Co-Chairperson(s), the individual must have been an active participant of the PAC.
- J. If there is a vacancy in the office of Chairperson, the next ranking officer will be the sole Chairperson. At the next regularly scheduled meeting, if a member comes forward, a new Chairperson will be elected. (s)the If there is a vacancy in any other office, members will fill the vacancy through an election at the next regular meeting.
- K. Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

ARTICLE VI

DUTIES

All duties for board positions are clearly stated on the Wynn PAC Officer/Committee Chair Duties Sheet attached.

ARTICLE VII ELECTION

- A. At the March PAC meeting, all positions will be made available to the general membership. This same list will also be included in the minutes of the meeting for absentee members.
- B. Nominations for the positions will be taken at the May PAC meeting.
- C. All officers shall be elected annually.
- D. The election will be held at the May PAC meeting, candidates receiving the majority of votes shall be declared elected.
- E. All positions are for a term of one school year beginning July 1.

ARTICLE VIII MEETINGS

- A. The PAC will hold meetings at the school and will be open to all interested parties.
- B. Meetings will follow a specific agenda made available to the general membership before each scheduled meeting. Members wishing to be placed on the agenda shall contact the Chairperson prior to the meeting.
- C. Meetings will be conducted under the direction of the Chairperson and will be held in an orderly manner with one speaker allowed on the floor at a time.
- D. The PAC officers and committee chairs may hold an Executive Session after the meeting or at anytime deemed necessary by the Chairperson.
- E. The Chairperson shall have the right to call a special meeting before the start of the school year to plan events for the coming year. All committee heads will be notified of the time and place of the meeting at least four (4) days in advance.

ARTICLE IX AUTHORITY TO FUND

No member shall enter into any agreement on behalf of the PAC except by the authority of the Chairperson and the General Membership. Two Officers signatures shall be required to enter into any binding agreement.

ARTICLE X APPROPRIATION OF FUNDS

- A. Any expenditure of funds shall be placed before the General Membership for a vote. The PAC shall vote on a budget, as proposed by the Treasurer, at the next scheduled meeting following the fall fundraiser.

- B. The Chairperson shall obtain a majority approval of all Officers and the General PAC for expenditures greater than \$100.00. The General Membership will ratify and vote on these expenditures at the PAC meeting.
- C. The Chairperson is authorized to approve any expenditure less than \$100.00 with proper receipts and verification. The expenditure will be noted in the next Treasurer Report.
- D. The Treasurer will not issue any funds for any appropriation unless it meets one of the above criteria.
- E. Authorized primary signer on bank account is the Treasurer. Another officer will be signer in case of emergency.
- F. The Treasurer will present a monthly report to the membership. The report should include the Budget category charged and all pertinent information.
- G. All invoices/receipts presented to the Treasurer for payment/reimbursement must be signed by the appropriate Committee head. Unless noted, it will be assumed that the committee's budget covers such expenditure.
- H. Increases for budget expenses will go before the General Membership and be approved by a 2/3 majority vote.
- I. The fiscal year end of the PAC will be June 30.
- J. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets, not disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated. Upon dissolution of the PAC, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the John W. Wynn Middle School.

ARTICLE XI BY-LAWS

- A. The by-laws shall be reviewed annually by the General Membership.
- B. The PAC Secretary shall keep copies of the by-laws, publish the most recent copy on the PAC website and distribute them to any interested member.

ARTICLE XII AMENDMENTS

These by-laws may be amended by a 2/3 vote of the entire membership, at any regular or special meeting, provided that notice of intent to amend is given previous to any such vote. Notice may be given by e-mail.

ARTICLE XIII PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern meetings when they are not in conflict with the PAC's by-laws.

**ARTICLE XIV
STANDING RULES**

Standing rules may be approved by the PAC Officers. The Secretary shall keep a record of the standing rules for future reference.

**ARTICLE XV
SCHOLARSHIP SELECTION**

- A. The PAC does not discriminate between applicants on the basis of physical disability, race, gender, sexual orientation, creed, national origin, or financial status of the family.
- B. Two \$500 scholarships will be awarded.
- C. Applications for the scholarships will be advertised via the High School guidance office and Shawsheen Technical High School.
- D. The following criteria must be met:
 - a. The applicant must have attended the John W. Wynn Middle School during their schooling years.
 - b. The student must be enrolling in an accredited college.
- E. The recipients are drawn randomly from a list of interested applicants.
 - a. At least one recipient will be a Tewksbury Memorial High School student
 - b. The scholarship winners are randomly selected at a PAC meeting/ by principal.
- F. Official notice is given to recipients along with distribution of check at the scholarship ceremony of the high school that they attend.

**ARTICLE XVI
CONFLICT OF INTEREST POLICY**

See Appendix 1 for PAC Conflict of Interest Policy.

JOHN W. WYNN MIDDLE SCHOOL
PAC OFFICER/COMMITTEE CHAIR DUTIES

OFFICERS

CHAIRPERSON **CHAIRPERSON** and **VICE CHAIRPERSON** **OR PERSON(S)**

- Set the agenda for all PAC meetings
- Run each PAC meeting according to the agenda
- Be unofficial members of all standing committees and ad hoc committees
- Be responsible for the guidance and direction of PAC officers
- Act as a liaison between school administration and the membership
- Write weekly or bi-monthly email updates to parents/guardians informing them of upcoming events
- Coordinate other PAC functions as needed
- Has final responsibility for the custody of contributions
- Along with the Treasurer, Chairperson(s) has final responsibility for the distribution of contributions
- Post PAC meeting agendas prior to the PAC meeting on the PAC website and distributed to PAC e-mail distribution.
- Post PAC meeting minutes on the PAC website
- Create/oversee PAC e-mail distribution list
- Maintain PAC e-mail account

SECRETARY

- Take minutes and attendance at ~~monthly~~ PAC meetings
- Deliver to each board member a copy of the meeting minutes
- Keep a copy of “Roberts Rules” for reference at all meetings
- Be aware of all memos by Officers and committee members in order to eliminate duplicate memos being sent to the membership
- Maintain listing of current and past PAC Officers Chairperson or Vice Chairperson
- Shall have the following available at every PAC meeting: Minutes from previous PAC meetings, Treasurers Reports and corresponding bank statements, any notices and a copy of the current PAC Bylaws.

TREASURER

- Maintain the PAC bank account and keep accurate records of all organizational finances
- Compile annual budget for approval of PAC and submission to Townwide PAC
- Shall present a Treasurer’s Report and associated bank statement at each PAC meeting
- Disburse funds according to the rules of the by-laws
- Have past financial reports available at each PAC meeting
- Retain possession of the checkbook
- Be available for each fundraiser activity

- Along with the Chairperson(s), has final responsibility for the distribution of contributions
- Responsible for maintaining compliance with federal and state non-profit status and ensuring the taxes are filed annually in accordance with the Commonwealth of Massachusetts and the Internal Revenue Service in order to maintain proper tax status
 - Non-profit tax status compliance for the Commonwealth of Massachusetts requires the timely filing of Form PC (and required attachments) annually. The deadline for filing this form is four and a half months following the close of the fiscal year, which is October 15.
 - Non-profit status compliance for the Internal Revenue Service requires the timely filing of Form 990-EZ (and required attachments) annually. The deadline for filing this form is five and half months following the close of the fiscal year, which is November 15.
 - To maintain compliance with tax exempt status requirements, the outgoing Treasurer shall complete tax-exempt status filings for the fiscal year he/she served.

ADDITIONAL POSITIONS – BOARD OF DIRECTORS

All Committee Chairs are responsible for monthly progress reports to the PAC and should make every effort to attend the monthly PAC meetings for the purpose of keeping the membership up to date.

FUNDRAISING

- Each Spring, seek out and investigate Fundraising companies for the following Fall Fundraiser
- Present 2 to 3 companies to PAC membership for a vote
- Work with co-chairs and school principal and act as a liaison with fundraiser company (Prepare kick-off date, coordinate parent volunteers, arrange for delivery and pick-up of orders and prepare closing report for the membership)
- Explore alternative Fundraisers as needed/requested

HOSPITALITY

- Send gifts as needed to students and teachers
- Organize a Staff Appreciation ~~Breakfast~~ Lunch typically held in May

ENRICHMENT

- Research possible student enrichment activities and present appropriate activities to the PAC membership for discussion and vote
- Meet with appropriate staff members to present pertinent information regarding enrichment activity such as time, cost of program and educational benefit of program
- Provide on-site coordination during enrichment activity, as needed

LANDSCAPE COORDINATOR

- Coordinate and oversee special landscaping needs of school grounds to include planting, weeding, trimming and mulching
- Arrange for volunteers as required to meet school landscaping needs

BOXTOP COORDINATOR

- Responsible for publicizing, organizing and submitting BOXTOPS for the school

Appendix 1

CONFLICT OF INTEREST POLICY

For

JOHN W. WYNN MIDDLE SCHOOL PARENTS ADVISORY COUNCIL

We, the undersigned natural persons, acting as the Officers of the John W. Wynn Middle School Parents Advisory Council (“Organization”), do adopt the following Conflict of Interest Policy (“Policy”):

ARTICLE 1. PURPOSE

The purpose of the Policy is to protect the Organization’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE 2. DEFINITIONS

2.1 Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with this the Organization is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial

A financial interest is not necessarily a conflict of interest. Under Article 3, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE 3. PROCEDURES

3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interest person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meetings while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest.

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterest person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.4 Violations of the Conflict of Interest Policy.

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE 4. RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transactions or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE 5. COMPENSATION

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 6. ANNUAL STATEMENTS

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the Policy;
- b. Has read and understands the Policy;
- c. Has agreed to comply with the Policy; and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption is must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE 7. PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic review shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on the competent survey information and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

ARTICLE 8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of it responsibility for ensuring periodic reviews are conducted.

JOHN W. WYNN MIDDLE SCHOOL
PAC BY-LAWS & Conflict of Interest Policy
AMENDED September 2012

The above By-Laws for the John W. Wynn Middle School Parents Advisory Council and Conflict of Interest Policy (Appendix 1) has been reviewed and approved by the John W. Wynn Middle School PAC members at its May, 2016 meeting.

Signed this _____ day of May, 2016, by the OFFICERS:

Laurie MacNeil, Chairperson

Sharon Pierce, Vice Chairperson

Joy Beatrice, Treasurer

Christine White, Secretary