

**BYLAWS**  
**OF**  
**HINDLEY PARENT TEACHER ORGANIZATION, INC.**

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**ARTICLE 1**

**NAME AND PURPOSES**

**1.1 Name.** The name of the corporation shall be **Hindley Parent Teacher Organization, Inc.** (the "Corporation").

**1.2 Purpose.** The Corporation is organized and shall be operated exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including the following:

(a) to promote, augment and improve public school education in Darien, Connecticut;

(b) to provide funding and other resources to the Hindley Elementary School in Darien, Connecticut;

(c) to work collaboratively with the administration and staff of the Hindley Elementary School to assist, sponsor, and support initiatives and activities that will expand and/or enhance public school education in Darien, Connecticut;

(d) to increase the awareness of parents and teachers about issues and trends that affect the quality of education in Darien, Connecticut; and

(e) to engage in any lawful act and activity consistent with the foregoing for which corporations may be formed under the Connecticut Revised Nonstock Corporation Act (the "Act").

**ARTICLE 2**

**MEMBERSHIP**

**2.1 Members.** The Corporation shall have one class of members ("Members"). Only individuals can qualify for membership in the Corporation.

**2.2 Eligibility.** Any individual who is a parent or legal guardian of a student attending Hindley Elementary School or who is a member of the educational or administrative staff of Hindley Elementary School shall be eligible to be a Member. Such an individual shall be referred to as an “Eligible Individual”. Thus, if a student has two parents or legal guardians, each parent or legal guardian shall be an Eligible Individual and, if admitted to membership, each individual shall constitute a Member with his or her own voting rights. Determination of whether an individual is an Eligible Individual shall be determined by reference to the records provided to the Board of Directors by the principal of Hindley Elementary School.

**2.3 Admission to Membership.** Any Eligible Individual whom the Board of Directors admits as a Member, and who pays all membership dues, if any, that the Board of Directors may establish, shall become a Member with such rights as the Board of Directors may establish, subject to the provisions of these Bylaws and the Corporation’s Certificate of Incorporation.

**2.4 Member Term.** Once an individual is admitted as a Member, the individual shall remain a Member until the individual notifies the Board of Directors that he or she no longer wants to be a Member or the individual no longer is an Eligible Individual, whichever comes first.

**2.5 Member Rights.** Members shall have the right to vote for the election of the Corporation’s directors and to vote on other matters, if any, submitted by the Board of Directors to the Members for action. Unless otherwise expressly provided for in these Bylaws or in a resolution of the Board of Directors, Members shall have no other rights. Membership shall not be transferrable. Members do not have the right to fill vacancies in the Board of Directors. In the event a director ceases to be in office, the Board of Directors shall have the exclusive power to fill the vacancy caused thereby, and the person elected to fill such vacancy shall hold office for the unexpired portion of the term of his or her predecessor.

**2.6 Vote.** Each Member shall be entitled to one vote on each matter submitted to Members for action. Members can vote only in person at a meeting of the Members. Voting by proxy shall not be permitted.

**2.7 Membership Meetings.**

(a) **Annual Meeting.** The annual meeting of the Members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held on such date as shall be fixed from time to time by the Board of Directors, such meeting to be at such time and at such place as the Board of Directors shall determine. Written notice of the annual meeting shall be provided to each Member not less than ten (10) nor more than sixty (60) days prior to said meeting.

(b) **Special Meetings.** Special meetings of the Members may be called at any time by of the Board of Directors, and shall be called by the President upon the written request of not less than one-fourth (1/4) of the Members. Written notice of any special meeting thus called, stating the purpose thereof, shall be provided to each Member not less than ten (10) nor more than sixty (60) days prior to said meeting. At any special meeting, only the business stated in the notice of such meeting may be transacted.

**2.8 Quorum.** The Members who are present at a meeting of the Members shall constitute a quorum.

**2.9 Act of Members.** The act of a majority of Members present at any meeting of Members shall be the act of the Members, unless a greater proportion is required by law, by the Corporation's Certificate of Incorporation, by these Bylaws or by resolution of the Board of Directors.

### ARTICLE 3

#### BOARD OF DIRECTORS

**3.1 Powers and Duties.** The property and affairs of the Corporation shall be managed and conducted by the Board of Directors, which may authorize and direct the Corporation to exercise all such powers and do all such things as may be exercised or done by the Corporation but subject nevertheless to the provisions of the Corporation's Certificate of Incorporation, these Bylaws, the laws of the State of Connecticut and the laws of the United States of America.

#### **3.2 Election, Number, Term of Office, Class and Term Limits.**

(a) **Election.** Individuals shall be elected to the Board of Directors initially by the Incorporator and thereafter by the Members at the annual meeting of the Members.

(b) **Number.** The number of directors constituting the Board of Directors shall be established by a resolution of the Board of Directors and shall consist of not fewer than three (3) nor more than fifteen (15) directors.

(c) **Term of Office.** Each director shall hold office until the next annual meeting of the directors following his or her election and until his or her successor has been duly elected and qualified. However, if earlier, a director's term shall end upon his or her death, resignation, or removal as provided in these Bylaws.

**3.3 Ex-Officio Directors.** The Board of Directors may from time to time appoint ex-officio directors. Ex-officio directors shall not be entitled to vote on any

matter that is before the Board of Directors and shall not be taken into account for purposes of determining a quorum of directors. Any ex-officio director shall cease to be a director immediately and automatically upon ceasing to hold the office from which his or her ex-officio status derives, without the need for any action by the Corporation or its directors. However if earlier, an ex-officio director's term shall end upon the elimination by the Board of Directors of the ex-officio director's position on the Board of Directors, in the Board of Directors' sole discretion and with or without cause.

**3.4 Board Meetings.** The Board may hold its meetings, annual, regular or special, at such place or places within or without the State of Connecticut as it may from time to time determine.

(a) **Annual Meetings.** An annual meeting of the Board of Directors for the election of officers and for the transaction of such other business as may properly come before the Board of Directors shall be held in the month of May or at such other time as the Board of Directors may direct.

(b) **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such times as shall be specified in a resolution adopted by the Board of Directors then in effect, or if there shall not be any such resolution then in effect, as shall be specified in a notice of such meeting.

(c) **Special Meetings.** Special meetings of the Board of Directors shall be held whenever called by the President or by at least two (2) of the directors then in office.

(d) **Notice.** At least one (1) day's written or oral notice of each special meeting stating the time and place of the meeting shall be given to each director by the President or the Secretary, or in the case of a special meeting that has been called by the directors, by the directors calling the meeting. Except as otherwise provided in these Bylaws or as otherwise required by the Act, neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

(e) **Waiver of Notice.** The attendance of a director at any meeting without protesting prior to the commencement of the meeting the lack of proper notice shall be deemed to be a waiver by him or her of notice of such meeting.

(f) **Telephonic Participation at a Board Meeting.** One or more directors may participate in a meeting of the Board of Directors by use of a conference telephone or similar communications equipment which allows all persons participating in the meeting simultaneously to hear each other and to communicate with one another.

(g) **Quorum.** A majority of the number of directors then in office shall constitute a quorum for the transaction of business.

(h) **Adjournment.** A majority of the directors present at any meeting of the Board of Directors, including a meeting at which a quorum is not present thereat, may adjourn the meeting to another time and place. Notice of any adjourned meeting need not be given unless the meeting shall have been adjourned for more than three (3) days.

**3.5 Manner of Acting.** The act of a majority of the directors present at any meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors, unless the vote of a greater or lesser proportion is otherwise required by the Act or these Bylaws. If all the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, such action shall be the act of the Board of Directors with the same force and effect as though it had been authorized at a duly called and held meeting of the Board of Directors.

### **3.6 Committees.**

(a) **Committee Restrictions.** No committee shall have the authority to act in place of action by the full Board of Directors.

(b) **Nominating Committee.** The Nominating Committee shall be a standing committee of the Corporation. Members of the Nominating Committee shall consist of the President or Co-Presidents and at least two (2) Members who are not directors. The Nominating Committee chair shall be appointed by the Board of Directors and shall not be a director or officer. Nominating Committee members shall be appointed to serve until the annual meeting of directors next occurring after their appointment. During each school year, the Nominating Committee shall identify candidates to serve on the Board of Directors and as chairs of Member Committees, during the upcoming school year. The Nominating Committee shall publish notice annually in the Hindley Elementary School newsletter that the nominating process has begun for the upcoming school year.

(c) **Member Committees.** The Board of Directors may establish one or more special committees of volunteers (each, a "Member Committee") to undertake specific projects or programs that will advance the purposes of the Corporation. Each Member Committee shall consist of two (2) or more individuals, who may, but are not required to, be directors or Members. Each Member Committee shall act in advisory capacity only, and no Member Committee shall exercise the authority of the Board of Directors on any matter. The Board of Directors shall appoint one or more chairs to manage each committee, to serve until the annual meeting of directors next occurring after his or her appointment. Other members of a Member Committee may be designated by any chair of that committee. A committee chair may serve in the same capacity for more than one consecutive term.

(d) **Coordinators.** The Board of Directors may designate one or more Members (each, a “Coordinator”) to coordinate specific projects or programs that will advance the purposes of the Corporation. A Coordinator shall be appointed to serve until the annual meeting of directors next occurring after his or her appointment and may serve in the same capacity for more than one consecutive term.

(e) **Removal.** Any member or chair of a Member Committee, and any Coordinator, may be removed at any time, with or without cause, by the Board of Directors.

**3.7 Resignation.** Any director of the Corporation may resign at any time by giving written notice to the President of the Corporation. In the event of a resignation of a director without written notice, the President shall confirm such resignation in writing. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director who fails to attend three (3) or more consecutive regular meetings of the Board of Directors may, upon the affirmative vote of the Board of Directors, be deemed to have resigned as a director.

**3.8 Removal.** Any director may be removed from the Board of Directors with or without cause by a majority vote of the directors present at a meeting at which a quorum is present. Such action may be taken at any annual, regular or special meeting of the Board of Directors, provided that due notice of the proposed removal shall have been duly given. Such removal may be accomplished with or without cause, but the director involved shall be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

**3.9 Vacancies.** In the event a director ceases to be in office, the Board of Directors shall have the power to fill the vacancy caused thereby, and the person elected to fill such vacancy shall hold office for the unexpired portion of the term of his or her predecessor.

## ARTICLE 4

### OFFICERS

**4.1 Number, Term and Election of Officers.** The Board of Directors shall appoint the President, a Treasurer and a Secretary. The Board of Directors may (but is not required to) appoint one additional President (in which case, the Presidents shall serve as Co-Presidents, each having the authority individually to act as President), one or more Vice Presidents, an Assistant Treasurer and such other officers as the Board of Directors may deem necessary or advisable for the efficient operation of the Corporation's affairs. Unless otherwise provided in a resolution electing an officer, his or her term of office shall extend to and expire on the date of the next annual meeting of the Board of Directors following his or her election. However, if earlier, an officer's term shall end upon his or her death, resignation or removal as provided in these Bylaws.

**4.2 President.** The President shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors, the President shall, in general, supervise and control all the business and affairs of the Corporation and shall have the power to sign, acknowledge and deliver on behalf of the Corporation all deeds, agreements and other formal instruments. The President shall preside at each meeting of the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors and of the committees of the Board of Directors are carried into effect. In general, he or she shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to the President by these Bylaws or by the Board of Directors. If the Board of Directors has appointed a second President, then each Co-President shall, acting individually or jointly with the other Co-President, have the powers and duties of the President set forth in these Bylaws, and references herein to "President" shall be deemed to refer to either of the Co-Presidents.

**4.3 Vice Presidents.** Each Vice President, if any, shall have such general responsibilities as may be assigned to him or her, from time to time, by the Board of Directors or the President, and he or she shall perform all such other duties as from time to time may be assigned to him or her by the Board of Directors or the President. At the request of the President, or in case of his or her absence or inability to act, any Vice President designated by the Board of Directors or by the President, shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Board of Directors may (but is not required) designate Vice Presidents in order of authority either by title, such as Executive Vice President, or by resolution.

**4.4 Treasurer.** The Treasurer shall have charge and custody of and be responsible for all the funds and securities of the Corporation; he or she shall keep full and accurate accounts of assets, liabilities, receipts and disbursements and other transactions of the Corporation in books belonging to the Corporation; and he or she shall deposit all moneys and other valuable effects of the Corporation in the name of and to the credit of the Corporation in such banks or other depositories as may be designated by the

Board of Directors. The Treasurer shall disburse or oversee the disbursement of the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for disbursements, and shall render to the President and to the directors at the meetings of the Board of Directors, or whenever they may require it, a statement of all his or her transactions as Treasurer and an account of the financial condition of the Corporation. In general, he or she shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the Board or by the President.

**4.5 Secretary.** The Secretary shall serve all notices for the Corporation that have been authorized by the Board of Directors; keep the minutes of the meetings of the Board of Directors; be the custodian of the corporate records and of the seal of the Corporation; and, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors or the President. In the event that the office of Treasurer shall not have been filled by the Board of Directors, the Secretary shall perform the duties incident to the office of Treasurer.

**4.6 Other Officers.** The Board of Directors may from time to time appoint such other officers as the Board of Directors may deem necessary or advisable for the efficient operation of the Corporation's affairs, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time determine.

**4.7 Removal of Officers.** Irrespective of term of office, but subject to any written contract rights, any officer of the Corporation may be removed with or without cause at any time by the Board of Directors.

**4.8 Vacancies.** Except as otherwise provided in these Bylaws, if the office of the President, any Vice President, the Treasurer, the Secretary or any other officer appointed by the Board of Directors becomes vacant due to death, resignation or removal, the vacancy may be filled for the unexpired term thereof by the Board of Directors.

**4.9 Resignations.** Any officer of the Corporation may resign his or her office at any time by giving written notice thereof to the President of the Corporation or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

## ARTICLE 5

### LOANS, CHECKS AND DEPOSITS

**5.1 Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**5.2 Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes, bills of exchange and other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed with the signatures or facsimile signatures of such officers or agents of the Corporation as the Board of Directors shall from time to time designate by name or title, or in lieu of any action by the Board of Directors, as the President shall designate.

**5.3 Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or, in lieu of any action by the Board of Directors, as the Treasurer may select.

## ARTICLE 6

### CORPORATE RECORDS AND FINANCIAL STATEMENTS

**6.1 Corporate Records.** The Corporation shall keep at its principal place of business a copy of its Certificate of Incorporation and any amendments thereto; its bylaws, including all amendments thereto, certified by the Secretary; and an original or a copy of the minutes of the meetings of the Board of Directors and any committees of the Board of Directors; and a list or record containing the names and addresses of members of the Board of Directors and any committees of the Board of Directors.

**6.2 Financial Statements.** At intervals of not more than twelve (12) months, the Corporation shall prepare a balance sheet showing its financial condition as of a date not more than four (4) months prior thereto and a statement of receipts and disbursements with respect to its operations for the twelve (12) months preceding such date. The balance sheet, statement of receipts and disbursements, and other corporate records shall be deposited and retained at the principal office of the Corporation.

## ARTICLE 7

### MISCELLANEOUS PROVISIONS

**7.1 Notice.** Any notice required or permitted to be given under these Bylaws in writing shall be deemed to have been delivered if delivered in person or if sent by United States mail, overnight delivery, telegraph (charges prepaid), telex, facsimile, fax or email and addressed to such person at the address shown on the records of the Corporation or the address supplied by him or her to the Corporation for the purpose of notice. If such notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail.

**7.2 Amendments.** These Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the directors who are present at any meeting of the Board of Directors at which a quorum is present, provided that the notice of such meeting shall set forth the general nature of the proposed action.

**7.3 Execution of Contracts.** The Board of Directors may authorize any officer or officers and any agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or limited to specified instances. No officer, agent or employee shall have any power or authority to bind or obligate the Corporation by any commitment, contract or engagement, or to pledge its credit or render it liable for any purpose or in any amount unless duly authorized by the Board of Directors.

**7.4 Compensation for Services.** The Corporation may pay compensation to any person (except a government official), even if such person is also a director or officer of the Corporation, for personal services (including, but not limited to, education, artistic, legal, clerical, and investment management services) that are reasonable and necessary to carry out the purposes of the Corporation, and may reimburse any such person for expenses incurred in connection with the rendition of such services, provided that the amount of such compensation or reimbursement is reasonable and not excessive. The Board of Directors shall determine the amount of compensation or reimbursement that shall be paid.