

**JOHN F. RYAN ELEMENTARY SCHOOL PAC BY-LAWS**

**AMENDED NOVEMBER 7, 2013**

**REVISED MAY 17, 2017**

**REVISED MAY 9, 2018**

**Revised JAN, 2019**

**ARTICLE I  
NAME**

The name of this organization is the John F. Ryan Elementary 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, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation 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.

**ARTICLE III  
OBJECTIVES**

- A. It is the objective of the 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.).

**ARTICLE IV  
MEMBERSHIP**

A. The general membership of the PAC is made up of any and all interested parents/guardians of children who attend the John F. Ryan Elementary School. The school principal, vice principal, teachers, staff and other interested community members are welcome and Encouraged to attend bi-monthly 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:
  - 1. Chairperson(s) or Co-Chairperson
  - 2. Vice-chair (optional)
  - 3. Treasurer
  - 4. Secretary
- D. 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.
- 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.
- F. It is the duty of the outgoing officers to train the incoming officers so that 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-chair, the individual must have been an active participant of the PAC.
- J. If there is a vacancy in the office of Chairperson, the second ranking officer will be the sole Chairperson. At the next regularly scheduled meeting if a member comes forward, a new Chair, Vice-chair or second Co-Chairperson will be elected. 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 Ryan 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 bi-monthly 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.

## **ARTICLE VIII MEETINGS**

- A. The PAC will hold a bi-monthly meeting at the school and it 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(s) prior to the meeting.
- C. Meetings will be conducted under the direction of the Chairperson(s) 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 any time deemed necessary by the Chairperson(s).
- E. The Chairperson(s) 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(s) 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 September PAC meeting.
- B. The Chairperson(s) 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 next PAC meeting.
- C. The Chairperson(s) is/are authorized to approve any expenditure less than \$100.00 with proper receipts and verification.
- D. The Chairperson(s) is/are able to generate an email addressed to current PAC Board Members for request for votes in between PAC meetings to be allowed if said request is to be greater than \$100.00.
- E. The Treasurer will not issue any funds for any appropriation unless it meets one of the above criteria.
- F. Authorized primary signer on bank account is the Treasurer. Another officer will be signer in case of emergency.
- G. The Treasurer will present a monthly report to the membership. The report should include the Budget category charged and all pertinent information.
- H. 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.
- I. Donations from the PAC to member families or school community members in situations of need or support must be approved by the General Membership for a vote. Donations to members or school community members will be restricted to (a) gift cards from vendors for services (like grocery or

restaurant but NO VISA or cash), (b) specific services or (c) cash donations to registered charitable entities. No cash may be donated by the PAC directly to family members or “Go Fund Me” type sites.

J. At the Chairperson(s) discretion if a vote is needed between meetings, the committee chairs and the members that attended the last meeting will vote via email.

K. Increases for budget expenses will go before the General Membership and be approved by a 2/3 majority vote.

L. The fiscal year end of the PAC will be June 30.

M. 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 F. Ryan Elementary 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 postal ~~mail~~, e-mail, ~~or fax~~.

#### **ARTICLE XIII PARLIAMENTARY AUTHORITY**

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

#### **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. Applications for the scholarships will be advertised via the High School guidance office and

Shawsheen Technical High School.

C. The following criteria must be met:

1. The applicant must have gone to the Ryan School during their schooling years.
2. The student must be enrolling in an accredited college.

D. The recipients are drawn randomly from a list of interested applicants.

1. At least one recipient will a Tewksbury Memorial High School student
2. The scholarship winners are randomly selected at a PAC meeting.

E. Official notice is given to recipients by the PAC Treasurer with instructions to provide Treasurer with proof of college attendance such as first semester grade transcript or second semester tuition invoice.

## **ARTICLE XVI INDEMNIFICATION**

Every Board Member may be indemnified by the PAC against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board of Directors in connection with any threatened, pending, or completed action, suit or proceeding to which she/he become involved by reason of her/his being or having been a Board Member of the PAC, or any settlement thereof, unless adjudged therein be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement, the indemnification herein shall only apply when the Board of Directors approves such settlement and reimbursement as being in the best interest of the PAC. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which Board Member is entitled.

## **ARTICLE XVII PERSONAL LIABILITY**

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

## **ARTICLE XVIII CONFLICT OF INTEREST POLICY**

See Appendix 1 for PAC Conflict of Interest Policy.

### **JOHN F. RYAN PAC OFFICER/COMMITTEE CHAIR DUTIES OFFICERS/CHAIRPERSON. CO-CHAIRS(S) and VICE-CHAIR**

- 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
- 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
- Act as a liaison between school administration and the membership

- Coordinate other PAC functions as needed
- Create/oversee PAC e-mail distribution list
- Maintain PAC e-mail account and e-mail distribution list

#### SECRETARY

- Take minutes and attendance at 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

#### TREASURER

- Be responsible for maintaining the PAC bank account and keeping accurate records of all organizational finance
- Disburse funds according to the rules of the by-laws
- Have financial reports available at each PAC meeting
- Retain possession of the checkbook
- Be available for each fundraiser activity
- Responsible for ensuring the taxes are filed annually

#### ADDITIONAL POSITIONS

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

#### ARTS & ENRICHMENT

- Research possible student enrichment activities and present appropriate activities to the PAC membership for discussion and vote
- Meet with appropriate staff members for approval and suggestions included in all presentations should be all pertinent information such as time and cost of program as well as educational benefit of program
- Coordinate social activities for the students

#### 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

#### PUBLICITY

- Responsible for all publicity items regarding upcoming PAC/school activities, programs and anything considered to be of general interest as needed

#### HOSPITALITY

- Send gifts as needed to students (PAW prizes, front office)

- Organize a Staff Appreciation Breakfast or Lunch typically held in May

#### BOOK FAIR COORDINATOR

- Coordinate one book fair through the year using Scholastic Books, etc.
- Plan times in agreement with the school principal and general PAC membership

#### GREEN TEAM

- Coordinate all paper recycling efforts in the school (if applicable)
- Enlist 5th and 6th grade student volunteers to serve on the Ryan School Green Team on alternate Tuesdays throughout the school year (day may change as deemed necessary by coordinator's availability and building principal)
- Act as a liaison between recycling company and the Ryan School
- Plan special recycling events/promotions periodically throughout the school year to promote paper recycling efforts (dates/times to be coordinated with building principal and Green Team Coordinator)

**Appendix 1**  
**CONFLICT OF INTEREST POLICY**  
**For**  
**JOHN F. RYAN ELEMENTARY SCHOOL PARENTS ADVISORY COUNCIL**

We, the undersigned natural persons, acting as the Officers of the John F. Ryan Elementary 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 boards 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.

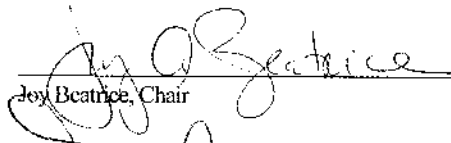
#### ARTICLE 8. USE OF OUTSIDE EXPERTS


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 relive the governing board it responsibility for ensuring periodic reviews are conducted.

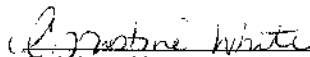
**JOHN F. RYAN ELEMENTARY SCHOOL**  
**PAC BY-LAWS & CONFLICT OF INTEREST POLICY**  
**AMENDED NOVEMBER 7, 2013**

The above By-Laws for the John F. Ryan School PAC and Conflict of Interest Policy (Appendix 1) has been reviewed and approved by the Ryan School PAC members.

Signed this 7<sup>th</sup> day of November, 2013, by the OFFICERS

  
Joy Beatrice, Chair

  
Doreen Cronin, Treasurer

  
Christine White, Secretary