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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

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2009 MAR -3 AM 9:59

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Greenwood School Parent Teachers Organization
2. The period of its duration is (if perpetual, so state) perpetual
3. The specific purpose or purposes for which the corporation is organized are:
 - To promote the welfare, growth and education of children, youth, and adults in the school and in the community
 - To sponsor projects and events for the benefit of Greenwood School students
 - To bring a closer working relationship between home and school so that parents, administrators and teachers may cooperate intelligently in the education of the students
 - To keep abreast of local district objectives and to be better informed regarding local school issues
4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

see attached bylaws.

FILED
MAR 3 2009
By [Signature] 51282

5. The address of the initial registered office of the corporation is 108 Haverhill Avenue
(Street Address, not P.O. Box)
Warwick, RI 02886, and the name of its initial registered agent at such
(City/Town) (Zip Code)
 address is Patricia Daigle
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 4
(not less than three directors)
 and the names and addresses of the persons who are to serve as the initial directors are:

| <u>Name</u> | <u>Address</u> |
|---------------------------|--|
| <u>Patricia Daigle</u> | <u>108 Haverhill Ave, Warwick, RI 02886</u> |
| <u>Jessica Gemma Orso</u> | <u>310 Natick Ave, Warwick, RI 02886</u> |
| <u>Christine Hathaway</u> | <u>109 Imperial Drive, Warwick, RI 02886</u> |
| <u>Maryann Silvia</u> | <u>367 Potters Ave, Warwick, RI 02886</u> |

7. The name and address of each incorporator is:

| <u>Name</u> | <u>Address</u> |
|---------------------------|--|
| <u>Patricia Daigle</u> | <u>108 Haverhill Ave, Warwick, RI 02886</u> |
| <u>Jessica Gemma Orso</u> | <u>310 Natick Ave, Warwick, RI 02886</u> |
| <u>Christine Hathaway</u> | <u>109 Imperial Drive, Warwick, RI 02886</u> |
| <u>Maryann Silvia</u> | <u>367 Potters Ave, Warwick, RI 02886</u> |

8. Date when corporate existence is to begin 3-3-08
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 3-3-08

Patricia Daigle
Maryann Silvia
Christine Hathaway
Jessica Gemma Orso

Signature of each Incorporator

Greenwood School

Parent Teachers Organization, Inc.

By-Laws

Article 1 **Name**

1. The name of this organization shall be the Greenwood School Parent Teachers Organization (P.T.O.) Inc., at 108 Haverhill Avenue, Warwick, RI 02886.

Article 2 **Objectives**

1. To promote the welfare, growth, and education of children, youth, and adults in the school and the community.
2. To sponsor projects and events for the benefit of Greenwood School students.
3. To bring a closer working relationship between home and school so that parents, administrators, and teachers may cooperate intelligently in the education of the students.
4. To keep abreast of local district objectives and to be better informed regarding local school issues.

Article 3 **Membership**

1. Membership is open to all adult members of the Greenwood School community including the Greenwood School Staff.
2. Membership dues: Annual membership dues for any parent or staff member who wants to be involved with the PTO are \$5.00. The cost of annual membership may be increased by vote of the membership until dues per member reach \$10.00, and shall then require amendment to increase dues further.
3. All board members shall work no more than half of any PTO event. The other half of the event will be spent with their families enjoying the event.
4. No board member or volunteer will give themselves any type of discount or take items for free, unless it is approved by the executive board in advance of the event.
5. Any items, prizes, candy, food, etc. remaining after any PTO event will be the property of Greenwood School PTO. Remaining perishable items may be disbursed, by present volunteers, as deemed appropriate. Consideration of other non-profit organizations such as food banks, etc. will take precedents in distributing remaining perishables. No board members, committee chairs, or volunteers will disperse any non-perishable property of the PTO to other individuals, or keep non-perishable PTO

property for themselves. The PTO board will decide how any remaining non-perishable, tangible items will be dispersed after each event.

Article 4 Meetings

1. The PTO board meeting will be held once a month during the school year, with the option to meet over the summer to organize for the upcoming school year. The board members will set the date and time by a majority decision. The meetings can be held at Greenwood Elementary School or at any other location that the board is willing to meet at.
2. The general meeting shall also be held once a month during the school year at a date and time established at the beginning of each year by the PTO board.
3. The Principal is invited to attend any of the PTO meetings.
4. At the board meetings, the vote of the PTO is always by the majority of the Executive Board Members present.
5. All general meetings are open.
6. All general meetings will be no longer than 1 hour.
7. If all business is not completed during a general meeting the PTO and the parents in attendance will vote when another meeting can be held to finish up business.
8. All board meetings are closed in the interest of time and efficiency. Exceptions may be granted by the council to invited guests representing official board business.
9. Requests to present agenda items in either a general or board meeting must be made to any board member at least one day prior to the board meeting and include topic and length of time needed to make the presentation. Items considered greatly important or that warrant immediate attention may be added by the President, disregarding the one day advance notice.

Article 5 The Board

1. The Board of the organization shall consist of the following elected officers: President, Vice President, Secretary, and Treasurer.
2. The duty of loyalty requires that a board member act with best interest of the organization in mind. The Board members must be willing to contribute enough time to serve the PTO and further its work. The Board must be willing to learn, grow, want to work well with others as part of a team, and have a respect and trust for the others on the board. They must be interested in all programs within the school, the education and the well being of our children and our community.

3. Officers and their duties:

- a. **President:** Shall preside over all meetings, coordinate and oversee the work to the officers and committee chairpersons to ensure alignment with the organizations objectives. Shall be fair with all board members, delegate responsibilities, and offer assistance. Signs all orders and vouchers. Meet with the Principal to discuss any upcoming activities and plans and seek approval. Coordinate the calendar for the PTO. Schedule meetings, distribute materials received to the appropriate officers, consult with officers and chairpersons before events to ensure everyone is working together. Be one of the officers authorized to sign the checks of the organization, do any banking deposits.
- b. **Vice President:** Assume responsibility for duties designated by the President. Represent the President in his/her absence or upon request. If temporarily representing the President, the Vice President must immediately report to the President any new business.
- c. **Secretary:** Keep records and notes of each board meeting and general meeting. Handle official correspondence as directed by the President. Do agendas for the board meetings and the general meetings as directed by the President.
- d. **Treasurer:** Shall have custody of all financial records and PTO funds, shall maintain current records, shall submit monthly financial report to the board, shall submit quarterly financial report for the PTO bulletin board, shall close out all fund raisers, during fund raisers the treasurer shall collect moneys daily and keep track of daily sales for the board, give an end of the year financial report, be one of the officers authorized to sign the checks of the organization, and do any banking deposits.

4. The chairperson from any special committee will also sit on the executive board.

Article 6
Voting Procedure

1. Nominations for the Board will be taken at the April general meeting. People nominated must be members of the Greenwood Elementary School community.
2. PTO Board elections shall be held at the May PTO general meeting.
3. All votes shall be on written ballot. When there is only one candidate the vote may be held by voice.
4. The PTO shall send out a nomination form/letter to the Greenwood School community to give a wide number of people the opportunity to nominate someone or themselves for a PTO office. The form/letter will have the PTO election day listed for them to attend the election meeting.

5. New officers shall take their positions 10 business days from the last day of the school year.
6. The term of office shall be one year. Re-election for consecutive terms may occur.
7. Vacancies shall be filled by the appointment of the Board.
8. Removal from office may occur by a majority vote of the Board for missing more than two consecutive Board meetings, failure to perform assigned duties, corruption, or any act that brings dishonor to the organization or negates the objectives of the organization. Removal shall take place after the board has met in an effort to discuss the problem and all attempts have been made to resolve the problem. Removal shall be done by a majority vote of the board. No board member has the right to change any decision that the board members made. If a board member intentionally does not follow thru with the decision of the board, it will result in removal from the board.

Article 7 Funds

1. Authorized signatures on PTO checks shall include the President, the Vice-President, and or the Treasurer. The signature on any check can not be the payee.
2. To be reimbursed from the PTO a reimbursement form along with the receipt or invoice must be stapled to the reimbursement form and submitted to the Treasurer. The Treasurer will submit the invoice to the board to verify if the funds were approved. The President or the Vice President shall sign the form and the Treasurer will disperse the check.
3. All PTO financial and other pertinent records must be turned over within 10 business days from the last day of the school year. The incoming and outgoing Presidents and Treasurers must make themselves available to sign and record the transfer of bank accounts. Financial records would include: bank account records, outstanding debt records, history of all transactions, receipts, and tax information. Other pertinent records include: date of contracted events, frequent contacts, willing volunteers information, sample forms/documents, PTO inventory, etc.
4. The purpose for which the organization is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Law.
5. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on 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.
6. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described

in sections 501(c)(3) and 180(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

7. At the end of an event where monies have been collected, a cash control slip will be filled out by two members of the Board. The members of the Board can not be next of kin. Both members should count the money, sign, and date the slip. The yellow copy goes to the President, pink copy to the Vice-President, and white copy is kept with the deposit slip by the Treasurer.
8. PTO funds should go directly from the school to the designated member collecting ticket sales. The designated member will record the names, as well as check numbers and amounts. As soon as possible the designated member will turn over the funds to the Treasurer who will bring it to bank for deposit immediately. If the bank is not open, monies will be stored in safe and secure location until they may be deposited.
9. A letter will be written to the payee of checks that are written to PTO and returned for insufficient funds. The letter will contain a copy of the returned check, a request for the written amount and the fees charged to PTO for the check. The check will be returned to the payee upon receipt of cash, money order, or certified check.

Article 8 Procedures

1. The order of business at general meetings shall be as follows to assure a prompt and productive meeting. Welcome, Treasurer's report, Business of the Board, New Business, Adjournment.
2. In the event a procedural issue is not addressed in these by-laws then Robert's Rules of Order shall apply.
3. A financial review committee shall review the PTO books annually before the books are turned over to the new board. The committee should consist of at least three outgoing board members and three incoming board members who will match every financial request with every receipt. The committee's report will be submitted to the Board at the first general meeting of the new school year. The committee will be appointed by the President and approved by the Board. The principal will act as mediator in the case of a dispute.

Article 9 By-Laws Adoption

1. The By-laws shall be adopted by majority vote of the organization's members present at any meeting. Prior notification of the by-laws as an agenda item must be made to the membership.

Article 10
Amendments

1. The by-laws may be amended by the majority vote at any PTO general meeting.
2. Notification of voting on proposed amendments must be made at least one week prior to the general PTO meeting.

Article 12
Conducting Business via E-Mail

1. If an issue arises and must be addressed before the next committee meeting, the first contact is the President by telephone. In the event the President is unavailable the Vice President should be contacted.
2. If necessary the President/Vice President can then send out an e-mail to the rest of the Board to open discussion. Not until a majority of the Board, 3 people, has responded can the President/Vice President ask for a motion to be made. The pending issue can then be voted on and posted.
3. Routine information, questions or issues can be communicated by email and if necessary be an agenda item for the next meeting.

Article 11
Dissolution

1. The organization may only be dissolved following a majority vote of the members present at a meeting called and publicized for the purpose of dissolution.
2. Upon the dissolution of this organization, after paying debts of the organization, the remaining assets shall be donated to the benefit of Greenwood Elementary School students or to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 180(c)(2) of the Internal revenue code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.