BYLAWS

OF

LIBERTY CORNER SCHOOL PARENT TEACHER ORGANIZATION, INC.

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ARTICLE I - OFFICES

The principal office of the corporation shall be located at 61 Church Street, Liberty Corner, New Jersey 07938. The corporation may also have such offices at such other places within or without the State of New Jersey as the PTO Board consisting of the PTO Officers may, from time to time, determine.

ARTICLE II - CHARACTER AND PURPOSES

The corporation is organized and operated for the purpose of supporting the education of children at Liberty Corner Elementary School and fostering relationships among the school, parents and teachers. The corporation is a not for profit corporation organized pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and incorporated on 6/5/2000 with a tax id number of 223-679-304/000.  The corporation is insured via the Bernards Township Board of Education general liability insurance policy from NJSBAIG (New Jersey School Boards Association Insurance Group).

ARTICLE III – PTO BOARD

Section 1. Number; Term of Office; Election. The business and property of the corporation shall be managed and controlled by the PTO Board consisting of the PTO Officers. The PTO Board shall consist of not less than three (3) and not more than twenty (20) persons. Members of the PTO Board shall be elected upon receiving a plurality of votes cast by the general membership of the PTO. The number of Board members may be increased or decreased by amendment to these Bylaws in the manner set forth in Article XII, but shall not be less than three (3) persons.

Section 2. Regular General Meetings. Meetings of the Members of the LCS PTO shall be held at least four (4) times during the school year at a date and time to be determined by the Board. One such meeting shall be the regular annual meeting for the purpose of electing officers and for the transaction of such other business as may properly come before the meeting.

Section 3. Executive Meetings. The PTO Board shall hold monthly meetings to conduct regular business, absent a compelling reason not to do so.

Section 4. Special Meetings. Special meetings of the PTO Board may be called by the President or any Board member.

Section 5. Notice of Meeting. Notice shall be given for Regular General meetings of the PTO. The PTO Board may meet with or without notice at such time and place as shall be determined by the PTO Board. Any business may be transacted at any Board meeting.

Section 7. Quorum. A majority of the PTO Board shall constitute a quorum for the transaction of business at any meeting of the PTO Board.

Section 8. Chairperson. At all meetings of the PTO Board, the President, Co-President, or in her or his absence, a chairperson chosen by the Board members present, shall preside.

Section 10. Action Without a Meeting. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board may be taken without a meeting if, prior to or subsequent to such action, all of the Board members consent thereto in writing or by e-mail.

Section 11. Meeting by Telephone or E-mail. The Board or a committee of the Board may conduct meetings via telephone or by e-mail.

Section 12. Resignation or Removal. Any Board member, by notice in writing to the Board may resign at any time. A Trustee may be removed from office for cause at a meeting of the Board by an affirmative vote of a majority of the remaining Board members.

Section 14. Contracts and Services. The Officers of the Corporation may be interested directly or indirectly in any contract relating to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as the officers, or otherwise; provided, that any contract, transaction, or act on behalf of the corporation in a matter in which the officers are personally interested shall be at arm's length and not violative of the proscriptions in the Certificate of Incorporation against the corporation's use or application of its funds for private benefit; and provided, further, that no contract, transaction, or act shall be taken on behalf of the corporation which would result in the denial of the tax exemption under Section 503 or Section 507 of the Code.

Section 15. Compensation. Board members shall serve without compensation.

Section 16. Powers. All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of New Jersey, shall be vested in the PTO Board.

ARTICLE IV - OFFICERS

Section 1. Number. The officers of the Corporation shall be the President or two Co-Presidents; the First Vice President or Co- First Vice Presidents; the Second Vice President or Co-Second Vice Presidents, Treasurer or Co-Treasurers; the Secretary; the Communications Officer and such other officers or agents as the Board shall deem necessary or desirable. Any two offices, except those of President and Secretary, may be held by the same person. However, no officer may execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by the Bylaws to be executed, acknowledged, or verified by two or more officers.

Section 2. Election, Term of Office. The officers shall be elected annually by the members of PTO at the annual meeting of the members. No officer shall serve more than two consecutive terms in the same office unless deemed necessary by a 2/3 vote of the Board.

Section 3. Vacancies. Any vacancy occurring among the officers, however caused, may be filled by the Board for the unexpired portion of the term.

Section 4. President. Any reference to “President” in these Bylaws shall mean either the President or the Co-Presidents, as the case may be. The President shall be chief executive officer of the corporation and, subject to the control of the Board, shall, in general, supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the Board and the members of the corporation. The President shall be a member ex officio of all committees except the Nominating Committee. Unless otherwise directed by the Board, all other officers shall be subject to the authority and supervision of the President. The President may enter into and execute in the name of the corporation contracts or other instruments which are authorized, either generally or specifically, by the Board. The President shall have the general powers and duties of management usually vested in the office of president of a corporation.

## Section 5. First Vice-President. The First Vice-President shall perform such duties and have such authority as may be delegated to him or her, from time to time, by the President or by the Board. The First Vice-President shall attend all executive and general PTO meetings, establish and print up PTO Year at a Glance Calendar, maintain committee folders, distribute volunteer signup sheets, chair nominating committee, coordinate all committee chair people and members, keep master list of committee members and contact information, oversee committees and committee communication throughout the year. The First Vice President shall serve as Chairperson of the Nominating Committee.

## Section 6. Second Vice-President. The Second Vice-President shall perform such duties and have such authority as may be delegated to him or her, from time to time, by the President or by the Board of Trustees. The Second Vice President shall attend all executive and general meetings, oversee all fundraising and enrichment events, attend preliminary fundraising or enrichment event meetings and additional planning meetings for each fundraising or enrichment event and provide continuous assistance as needed by the event Chair, provide, or delegate to the appropriate Chairs, written updates of the fundraising events for the weekly eminders and newsletter and maintain appropriate annual fundraising files.  The Second Vice-President shall exercise control and general supervision over all fundraising and enrichment activities and shall serve as Chairperson of the Finance Committee.

## Section 7. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, shall keep or cause to be kept regular books of account for the corporation, shall present a monthly report and annual budget to the Board, shall be responsible for timely filing of State and Federal tax reporting requirements, shall file the corporation’s annual report with the State of New Jersey, shall certify the accuracy of the Corporation’s receipts, disbursements and assets on an annual basis and shall perform such other duties and possess such other powers as are incident to the office of treasurer or as shall be assigned to him or her by the President or by the Board. The Treasurer shall also attend all executive and general meetings,

## Section 8. Recording Secretary. The Recording Secretary shall attend all executive and general meetings, create and maintain board minutes, reserve rooms for board meetings and PTO events, maintain and update PTO website, buy and distribute staff holiday gifts and. cause notices of all meetings to be served as prescribed in these Bylaws or by statute and all such other duties assigned to her or him by the President or by the Board.

## Section 9. Communications Officer. The Communications Officer shall attend all executive and general meetings and shall be responsible for timely publication and distribution of the weekly PTO News, blasts and monthly newsletter and dissemination of PTO publicity or alerts and all such other duties assigned to her or him by the President or by the Board.

Section 11. Removal. Any officer may be removed from office by the affirmative vote of a majority of all of the Trustees at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the corporation, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to reasonable notice in writing by mail or email of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

ARTICLE V - MEMBERSHIP

Section 1. Eligibility. Membership in the LCS PTO shall be open to 1) any parent or guardian of a currently enrolled Liberty Corner School student and 2) any Liberty Corner School staff member. Any such person shall become a member in good standing upon payment of membership dues.

Section 2. Voting. Any member in good standing shall be eligible to vote at the annual and regular meetings of members. Any member in good standing shall be eligible to

be nominated for election to the Board and/or to serve on any committee as the Board shall establish.

Section 3. Dues. Membership dues shall be determined by the Board. Membership dues shall be due and payable in a manner and at a time as the Board shall determine.

ARTICLE VI - COMMITTEES

Section 1. Standing Committees. The Board by resolution adopted by a majority of the entire Board, may create Committees and appoint from the membership Committee Chairpersons (other than the Finance Committee and the Nominating Committee hereinafter provided) of one or more persons. To the extent provided for in the resolution or in these Bylaws, each committee shall have and may exercise all the authority of the board, except that no committee shall:

1. Make, alter or repeal any bylaw of the Corporation;
2. Elect, appoint or remove any Officer;
3. Submit to members any action which requires members’ approval; and
4. Amend or repeal any resolution previously adopted by the Board.

Section 2. Finance Committee. The Board of Trustees shall appoint a Finance Committee of three (3) persons, one of which shall be the Second Vice-President, one of which shall be the Treasurer, and one of which shall be from the general membership of the Corporation, for the purpose of preparing an annual budget, ensuring the proper filing of all Federal and State tax filings, reviewing the Corporation’s annual receipts and disbursements for the purpose of certifying their accuracy as required by law, and advising the Board of Trustees in the event a certified audit is required by the New Jersey Charitable Registrations Section. The Chairperson of the Finance Committee shall be the Second -Vice President unless otherwise approved by the Board of Trustees. The annual budget of the corporation shall first be approved by the Board of Trustees and shall become effective upon approval at a meeting of the members of the corporation by two-thirds of the members in good standing then present and voting.

Section 3. Nominating Committee. The Board shall appoint, by March of each year, a nominating committee of three persons, one of which shall be the First Vice- President and two of which shall be from the general membership, for the purpose of recommending to the Board the names of persons to be submitted for election as Officers. The Officers shall be elected by the members at the regular annual meeting of the members. The First Vice President shall serve as chairperson of the Nominating Committee.

Section 4. Advisory Committees. The Board may appoint from among the Officers, or from among such persons as the Board may see fit, one or more advisory committees and, at any time, may appoint additional members. The members of any such committee shall serve at the pleasure of the Board. Any such advisory committee shall advise and aid the officers of the corporation on all matters designated by the Board.

Section 6. Records. Actions taken at a meeting of any committee established pursuant to these Bylaws may be kept in a record of proceedings which may be reported to the Board.

Section 7. Removal. Any committee member may be removed for any reason by a majority vote of the remaining committee members which is thereafter ratified by the Board.

ARTICLE VII - AGENTS AND REPRESENTATIVES

The Board may appoint agents and representatives of the Corporation with such powers to perform acts or duties on behalf of the corporation as the Board may see fit, so far as may be consistent with these Bylaws and to the extent authorized by law.

ARTICLE VIII - CONTRACTS

The Board, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or for any amount.

ARTICLE IX - PROHIBITION AGAINST SHARING

IN CORPORATE EARNINGS

No officer, or employee, committee member, or person connected with the corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the reimbursement of expenses, payment to any such person of such reasonable compensation for services rendered to, or for, the corporation in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. Upon the dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed in such amounts as the Board may determine or as may be determined by a court of competent jurisdiction upon application of the Board exclusively to charitable, religious or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

ARTICLE X - EXECUTION OF DOCUMENTS

Section 1. Commercial Paper. All checks, notes, drafts, and other commercial paper of the corporation shall be signed by the Treasurer of the corporation or by such other person or persons as the Board or the President of the corporation may, from time to time, designate.

Section 2. Other Instruments. All deeds, mortgages and other instruments shall be executed by the President of the corporation or by any Vice President, the Secretary, or such other person or persons as the Board may, from time to time, designate.

ARTICLE XI - FISCAL YEAR

The fiscal year of the Corporation shall begin on August 1 of each year and end on July 31.

ARTICLE XII - AMENDMENT

These Bylaws may be altered, amended or repealed and new Bylaws adopted by an affirmative vote of a majority of the Board and subsequently by an affirmative vote, at a meeting of the members of the corporation, of two-thirds of the members in good standing then present and voting.

ARTICLE XIII - TERMS

All references herein to sections of the Code shall include the Treasury Regulations covering such sections.