

Parents of Students of Phillips Academy, Incorporated Bylaws

Article I Name

The name of the corporation shall be Parents of Students of Phillips Academy, Incorporated (hereafter referred to as "PSPA").

Article II Purpose

The purpose of the PSPA shall be to promote the interests and serve the needs of Phillips Academy, Andover, MA, hereafter referred to as "Andover", its students, parents, alumni/ae, and faculty/staff.

PSPA shall have all the powers and enjoy all the rights and privileges granted by the law of the Commonwealth of Massachusetts to corporations originating under the provisions of General Law, Chapter 180 as is now or hereafter be amended.

Article III Policy

1. PSPA is organized for charitable and educational purposes, qualifying under Section 501(c)(3) of the Internal Revenue Code.
2. PSPA shall not discriminate based on age, sex (including gender identity, sexual orientation and pregnancy), race, color, religion, national or ethnic origin, disability or genetic information.
3. PSPA shall not participate to any extent in a political campaign for or against any candidate for public office.
4. No part of the PSPA's net earnings will inure to the benefit of its members.

Article IV Membership

1. Membership. Parents and guardians of students currently attending Phillips Academy may become members of PSPA, subject only to compliance with the provisions of these Bylaws and any rules and regulations promulgated by the Board of Directors. Such individuals shall be referred to as "Members". Non-Compliance with these Bylaws, rules, and regulations will result in termination of membership.
2. Regular Meeting. Regular meetings ("Regular Meetings" or "General Membership Meetings") will be held at a date, time and place agreed upon by the majority of the Officers.
3. Annual Meeting. An Annual Meeting shall be held each academic year, typically in the spring, at a date, time and place agreed upon by the majority of the Board of Directors. The purpose of the meeting shall be the election of the Board of Directors and the transaction of such other business as may come before the meeting.

4. Special Meeting. A majority of the Officers or a majority of the Board of Directors may call a Special Meeting of the Members as necessary.
5. Notice. Notice of the date, time and place of the Regular, Annual and Special Meetings shall be given by the Officers, or a designated Member, to all Directors in writing to their last known email address or by individual contact.
6. Voting Rights and Voting. Each Member is entitled to one vote at Regular, Annual or Special Meetings. A vote shall be decided by a simple majority vote of the Members present. No vote shall be taken without an Officer present. A vote shall be required on such matters as the Board deems appropriate or on changes to the Articles of Incorporation or the tax status of PSPA.
7. Removal. A member may be removed for cause by a two-thirds majority vote of the entire Board of Directors.
8. Quorum. A quorum of fifteen Members, including at least one Officer, shall be required to conduct business at any Regular, Annual or Special Meeting.
9. Any and all guidelines attached to these by-laws shall be followed in conjunction with the bylaws, and may be modified by a simple majority vote of the Board.

Article V Board of Directors

1. Directors. The Board of Directors of PSPA shall consist of all Officers, a Director of Communications, a Director of the Summer and Gap Year Programs, a Director of Campus Closet, plus two parent representatives from each class. Such members of the Board of Directors referred to "Directors". The Board may determine that any director role requires co-directors; in the event of co-directors, each such co-director shall be referred to and treated as a Director.
2. Powers. The general direction, control and management of the business and property of PSPA shall be conducted by the Board of Directors who may exercise all the powers of the PSPA, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws.
3. Election and Terms of Directors. Directors shall be elected at the Annual Meeting. The PSPA membership will be notified of open positions no later than one month prior to any meeting where a vacancy is being filled. A Director shall be elected by a simple majority of the Members present and shall assume office at the conclusion of the meeting where such vote takes place. Each Director shall continue until the expiration of his/her respective term of office, or until his/her successor is elected. Junior class representative Directors will be elected in September. No Director shall be eligible to serve more than two consecutive terms in the same office, unless there are no new nominees for this position. The term of office shall be one year. A Director who has served more than one half of the term shall be deemed to have served a term.
4. Resignation. Any Director may resign by delivering a resignation in writing to an Officer of PSPA. Such resignation shall be effective upon receipt, unless otherwise specified.
5. Vacancies. Any vacancy in the Board of Directors may be filled by a majority vote of the Board of Directors. In the event of a vacancy, the remaining Directors may act as a full Board until the vacancy is filled.

6. Removal. A Director may be removed from office for cause by a two-thirds majority vote of the entire Board of Directors.
7. Meetings. Meetings of the Board of Directors may be held without notice to the General Membership and as deemed necessary by the majority of Officers or the Board of Directors, provided any Director who is absent is given notice of the meeting.
8. Quorum. A simple majority of the Board of Directors then in office shall constitute a quorum at any meeting of the Board of Directors. Notice shall be deemed sufficient when given in writing, by telephone or by e-mail at least two days prior to the meeting.
9. Vote. Each Director shall have one vote. Matters before the Board that require a vote shall be decided by a simple majority of members of the Board of Directors in attendance, except where otherwise stipulated in these Bylaws. To the extent that votes are scheduled prior to a meeting, a Director can vote in advance of the meeting by email or otherwise in writing and such vote shall be counted as if the Director was in attendance.
10. Action Without a Meeting. The Board of Directors may take action without a meeting if a majority of Directors entitled to vote on the matter consent to the action in writing, by email or by personal contact. Such consent shall constitute a vote, so long as such vote is ratified at the next board meeting.

Article VI Officers – See Guidelines for specific job responsibilities

1. Officers. The Officers of the PSPA shall be a President (or Two Co-Presidents), First Vice President, Second Vice President, Recording Secretary, Treasurer, and Assistant Treasurer and are subject to the control of the board.
2. Executive Committee. The Executive Committee shall consist of the Officers of the PSPA and shall have the authority to act on behalf of PSPA between meetings of the Board of Directors or General Membership Meetings. The Executive Committee may take action without a meeting if a majority of Executive Committee Officers entitled to vote on the matter consent to the action in writing, by email or by personal contact. Such consent shall constitute a vote.
3. Election and Terms of Office. Officers shall be elected by a simple majority of the Members present at the Annual Meeting and shall assume office at the conclusion of the Annual Meeting. Each Officer may serve in the same office for a period of no more than two consecutive years, unless there are no new nominees for this position.
4. Description of Offices. See detailed “Description of Positions” document for more detailed job responsibilities:
 - a. Presidents. The President shall chair the Board of Directors; shall delegate duties to other Directors as needed; shall be an ex-officio member of all committees; shall preside at all Board and Membership Meetings of PSPA or designate a replacement; shall appoint special committees as outlined by these Bylaws or the Board; shall serve as PSPA’s representative; shall perform all other duties of the office. The role of President may be held by either one individual or, in the interest of efficiency, by two individuals each acting as co-president.
 - b. First Vice President. The First Vice President shall assist the President in general

supervision over the business of PSPA, subject to the control of the Board. He/She shall perform all other duties as may be assigned by the Board. In the absence or disability of the President (and Co-President, if one is in office), the First Vice President shall perform all duties of the President or shall serve as Interim President until the next Annual Meeting.

- c. Second Vice President. The Second Vice President shall assist the First Vice President in general supervision over the business of PSPA, subject to the control of the Board. He/She shall perform all other duties as may be assigned by the Board. In the absence or disability of the President, the Second Vice President shall perform all duties of the First Vice President or shall serve as Interim First Vice President until the next Annual Meeting.
- d. Recording Secretary. The Recording Secretary shall keep, or cause to be kept, hard and electronic copies of notes and minutes of all Board, Regular, Annual and Special Meetings with the time and place of holding, the names of the Directors present, the number of Members present, and the proceedings thereof. The Recording Secretary shall have such other powers and perform such other duties as are assigned by the Board.
- e. Treasurer. The Treasurer is the Chief Financial Officer of PSPA and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of PSPA. The Treasurer shall deposit all monies and other valuables in the name and to the credit of PSPA with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of PSPA as may be ordered by the Board. The Treasurer, or designated replacement, shall present financial reports at Board Meetings and distribute a full financial report at the Fall Reception. The Treasurer shall prepare a budget for the following year and present it for approval to the Board. The Treasurer shall file or cause to be filed all applicable taxes and forms with the Commonwealth of Massachusetts and the U.S. Internal Revenue Service, including annual reports and related forms. All property of PSPA in the Treasurer's custody shall be subject at all times to the inspection and control of the Board. The Treasurer shall have such other powers and perform such other duties as may be assigned by the Board.
- f. Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in the keeping and maintaining of adequate and correct accounts of the properties and business transactions of PSPA, subject to the control of the Board. The Assistant Treasurer shall perform other duties as may be assigned by the Board. In the absence or disability of the Treasurer, the Assistant Treasurer shall perform all the duties of the Treasurer or shall serve as interim Treasurer until the next Annual meeting.

Article VII Standing Committees – See guidelines for specific job responsibilities

To promote the objectives of PSPA, the Board of Directors may create Standing Committees. The President with the approval of the Board of Directors shall determine the duties and duration of such committees. The Director/Chairperson and the members of the Standing

Committee unless elected by the general membership shall be appointed by the President with the approval of the Board of Directors and shall report to the Board. The Director/Chairperson may submit names for committee membership to the Board. All members of the Standing Committees are subject to the control of the Board. Directors of Summer and Gap Year Guide, Finance, Campus Closet, and Communication are elected members of the Board of Directors. Listed below are current Standing Committees with duties as outlined.

1. Nominating Committee. The Nominating Committee shall consist of five members, including one Officer who shall serve as chairperson, and shall be appointed by the President and approved by the Board. The Nominating Committee shall be responsible for preparing a slate of candidates for presentation to the Board of Directors for election at the Annual Meeting.
2. Finance Committee. The Finance Committee shall consist of at least five members including the Treasurer, the Assistant Treasurer, the Director of Summer and Gap Year Guide, the Director(s) of Campus Closet and two additional at large Members. The Finance Committee shall be responsible for setting and reviewing the budget, grants, and financial policies of PSPA and shall present a Full report at the Fall General Meeting or other times as appropriate.
3. Summer and Gap Year Guide Committee. The Director of the Summer and Gap Year Guide shall be elected and the committee shall consist of as many members as the Director deems necessary with approval of the Board. The Summer and Gap Year Guide Committee shall be responsible for all activities deemed necessary for the holding of the annual Summer and Gap Year Guide and for reporting to the Board of Directors.
4. Campus Closet Committee. The Director(s) of the Campus Closet Committee shall be elected and the committee shall consist of as many members as the Director deems necessary with the approval of the Board. The Campus Closet Committee shall be responsible for all activities deemed necessary for merchandise sales on behalf of PSPA.
5. Special Committees. The President with the approval of the Board may from time to time create Special Committees necessary to carry out the business of PSPA. The Board shall determine the duties and duration of Special Committees and shall appoint the Chairperson and members. The Special Committee with approval of the Board of Directors may become a Standing Committee.

Article VIII Amendments

These Bylaws may be amended or repealed by an initial two-thirds majority of the Board of Directors and followed by a two-third majority of the membership present at the General Membership Meeting immediately following provided an Officer is present. The Board of Directors must provide 7 days prior notice to Members of the intent to amend the By-Laws.

Article IX Fiscal Year

The fiscal year of PSPA shall begin on the first day of July in each year and shall end on the thirtieth day of the following June.

Article X Indemnification

PSPA shall, to the extent legally possible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify and hold harmless each of its Directors, Officers, and other Agents (including persons who serve at its request as Directors, Officers, or other Agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonable incurred by such person in connection with the defense or disposition of any action, suit, or other proceedings, whether civil or criminal, in which such person may be involved while in office of hereafter, by reason of such person's being or having been such a Director, Officer, or Agent except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such person's action was in the best interest of the PSPA. Expenses including counsel fees, reasonably incurred by any Director, Officer, or Agent in connection with the defense or disposition of any such action, suit, or other proceeding may be paid from time to time by PSPA in advance of the final disposition thereof upon receipt of an undertaking by such person to repay the amounts so paid to the PSPA if such person shall have been adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director, Officer, or Agent may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Director", "Officer" and "Agent" include their respective heirs, executors, and administrators.

Article XI Dissolution and Distribution of Assets

A two-thirds majority vote of Members present and a two-thirds majority vote of the Board of Directors are necessary to dissolve the PSPA.

In the event of dissolution, all the remaining assets and property of PSPA shall, and payment of necessary expenses thereof, be turned over to the Trustees of Phillips Academy, Andover, MA 01810.