

**BYLAWS OF  
LEXINGTON HIGH SCHOOL PTO, Inc.  
“LHS PTO”  
Lexington, Massachusetts**

*Amended October 2020*

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## Article I. DEFINITIONS

**LHS or “the School”** – Lexington High School of Lexington Public Schools in Lexington, Massachusetts.

**LHS PTO or “the Organization”** – The Lexington High School PTO, Inc., of Lexington, Massachusetts, the nonprofit organization to which these Bylaws apply.

**Officer** – Any individual currently elected or appointed to serve as a President, Vice President, Secretary, or Treasurer of the LHS PTO.

**Board** – The collective group of all current elected and appointed Officers of the LHS PTO.

**Board Search Committee (BSC)** – A committee of at least three volunteers who recruit new Officers and administer an annual election.

**Term** – Each elected or appointed Officer shall serve a term of two fiscal years unless otherwise specified in these Bylaws.

**Class A Member** – Any parent, guardian, or other adult standing *in loco parentis* for a student who is currently enrolled or will be enrolled within four months at LHS and who has paid annual dues shall be a Class A member.

**Class B Member** - Any full- or part-time staff employed at LHS shall be Class B members. Class B members are non-voting members.

**Ex Officio** – By virtue of one’s position.

**Fiscal Year** – July 1 – June 30 of each year.

## Article II. NAME OF THE ORGANIZATION

The name of the Organization is the Lexington High School PTO, Inc. (LHS PTO) of Lexington, Massachusetts (hereinafter LHS PTO or the Organization).

## Article III. PURPOSES

The purposes of the LHS PTO are to enhance the education and welfare of the students at Lexington High School (hereinafter LHS or the School) and to foster communication throughout the LHS community, including but not limited to students, staff, and families.

## Article IV. MEMBERSHIP AND DUES

### Section IV.1 Classes of Membership.

There shall be two classes of membership.

- (a) Class A - Any parent, guardian, or other adult standing *in loco parentis* for a student who is currently enrolled or will be enrolled within four months at LHS and who has paid annual dues shall be a Class A member.
  - (i) Except as otherwise specified in these bylaws, all Class A members shall be entitled to vote on all formal votes brought forth by the Board.
  - (ii) Each member is entitled to one vote with a maximum of two (2) votes per household.
- (b) Class B - Any full- or part-time staff employed at LHS shall be Class B members. Class B members are non-voting members.

#### Section IV.2 Membership Inclusion.

Membership in the LHS PTO shall be made available without regard to race, color, citizenship status, sex, gender identity or gender expression, age, disability, religion, creed, national origin, or sexual orientation.

#### Section IV.3 Member Enrollment.

The LHS PTO shall conduct an annual enrollment of members and may admit persons to membership at any time when they are determined to satisfy all requirements for membership.

#### Section IV.4 Membership Dues.

- (a) Annual dues for Class A members will be established by the Board.
- (b) If a person who is eligible to become a member would like to apply for a scholarship to pay the dues, this can be arranged through the LHS Principal.
- (c) Class B members shall not have dues assessed.

#### Section IV.5 Membership Termination.

Membership may be terminated upon resignation, expulsion, suspension, or by not meeting the membership requirements specified in Article IV of these Bylaws. No member shall be expelled or suspended except in accordance with the due process procedures set forth in Article IX of these Bylaws.

### Article V. MEETINGS

#### Section V.1 Annual Meeting.

The Annual Meeting shall be in the spring and shall be for the purpose of electing Officers and/or reporting on the results of any electronic voting; setting budget spending limits; assigning check-signing authority to at least two Officers, no two of whom shall be from the same family; receiving reports of Officers and committees; and conducting any other business that may arise.

#### Section V.2 Regular Meetings.

At least five regular meetings, in addition to the Annual Meeting, shall be held during each school year. Regular meetings of the PTO may be called by the President(s) or by a majority of the Board.

#### Section V.3 Notice of Annual and Regular Meetings.

Notice of an annual or regular meeting of the members, setting forth the time, place, dial-in instructions if necessary, and the purpose of the meeting, shall be given to each member entitled to vote at the meeting not less than five days before the meeting is to be held. Notice

may be given by means of post mail, electronic mail, telephone, website postings, printed media, or any combination thereof.

[Section V.4 Special Meetings.](#)

Special meetings of the PTO may be called by the President(s) or by a majority of the Board, with twenty-four hours' notice having been given. Notice may be given by means of post mail, electronic mail, telephone, website postings, printed media, or any combination thereof.

[Section V.5 Quorum for Meetings.](#)

Seven members shall constitute a quorum for the transaction of business in any meeting of the LHS PTO.

[Section V.6 Voting.](#)

- (a) Voting by proxy is prohibited.
- (b) The privilege of making and debating motions at LHS PTO meetings shall be limited to Class A and Class B members who are attending in person or approved online formats.
- (c) Unless otherwise specified in these Bylaws, all votes of the Organization shall be decided by simple majority of those attending and voting.
- (d) To the extent required by law or requested by LHS, the PTO may administer votes for the LHS Site Council or other organizations which are not required to follow the rules of this Section V.6.

[Section V.7 Meeting Format and Procedures.](#)

Meetings may be conducted using voice and/or video technology or in-person. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be used as a guide to govern the LHS PTO in all cases in which they are applicable and in which they are not in conflict with these Bylaws or the Articles of Incorporation of this Organization.

**Article VI. OFFICERS.**

[Section VI.1 Officers and Intent of Terms.](#)

The Officers of the PTO shall be at least one and no more than two President(s), Secretary(s), and Treasurer(s); and any number of Vice Presidents. The Board and Board Search Committee shall strive to secure two persons to fill each Office, including two Vice Presidents for each area of responsibility. The two Officers for each position shall serve staggered terms, if possible, such that only one Officer will end their term at the end of the fiscal year and the other serving Officer shall remain and be joined by a new Officer for the final year of their term. The intent of this provision is to preserve the institutional knowledge of each position to be passed forward to future Officers and support the involvement of as many members of the community as possible in the LHS PTO.

## Section VI.2 Eligibility of Officers.

The following provisions shall govern the qualification and eligibility of individuals to be Officers of the LHS PTO:

- (a) Each candidate for office must be a Class A member of the LHS PTO.
- (b) Only those individuals who have signified their consent to serve shall be nominated for, appointed to, or elected to any office.
- (c) No Officers may be eligible to serve more than one consecutive term in the same position or two consecutive terms in any combination of positions, except that:
  - (i) A qualified Officer may extend their term for one year in the absence of a qualified successor if such an extension is approved by a majority vote of the Board; and
  - (ii) If duly elected pursuant to Section VI.4 of this Article VI, a qualified Officer may serve a single term as President immediately after serving no more than two consecutive terms in other offices.
- (d) A person who has served in an office for more than one-half of a full term, or a person who has served a one-year term pursuant to Section VI.2(c)(i) of this Article VI, shall be deemed to have served a full term in such office.

## Section VI.3 Nomination of Officers.

Annually, the Board Search Committee (BSC) will seek out candidates to be nominated for open Officer positions in the next fiscal year.

- (i) The BSC shall notify all LHS PTO members and rising 9<sup>th</sup> grade PTO members about any Officer positions opening up in the coming fiscal year.
- (ii) The BSC shall actively recruit and use its best efforts to identify at least one eligible candidate for each office to be filled.
- (iii) The Board shall set a deadline for the submission of nominees, which shall coincide with the date of a regular meeting in March or April. At that meeting the BSC shall report out its list of nominees. Any Class A member may also make additional nominations from the floor during the meeting. The PTO is required to give its membership 30-day prior notice of that meeting.
- (iv) All qualified nominees named at the meeting described in Section VI.3(iii) shall become the ballot, which shall be communicated to the PTO membership at least 30 days prior to the Annual Meeting when the election takes place. The ballot shall include the names of all eligible candidates for each open position.
- (v) In the instance when no candidate(s) has/have been identified by the meeting referred to in Section VI.3(iii), the Presidents maintain the right to nominate a candidate(s) to the ballot. Those nominated candidates shall be announced at least one day prior to the Annual Meeting.

## Section VI.4 Election of Officers.

There shall be an annual election of Officers in the spring of each school year at the Annual Meeting. The election may be conducted by electronic ballot, paper ballot during the Annual meeting, or, solely in the circumstances described in subsection (b) of this Section VI.4, a voice vote.

- (a) The election shall be administered by the Board Search Committee.
- (b) Membership shall receive 30-day prior notice of the Annual meeting and the ballot.
- (c) All open, uncontested positions may be presented as a single slate and approved or disapproved by voice vote at the Annual Meeting.
- (d) All contested positions will be presented and voted separately on the ballot.
- (e) If the election is conducted by electronic ballot:
  - (i) Voting shall be conducted through an online voting tool approved by a majority vote of the Board.
  - (ii) The period during which eligible voters may cast any electronic ballots shall last no fewer than twelve days.
  - (iii) To be counted towards the outcome of the election, any electronic ballots must be cast, at least ten days prior to the date of the Annual Meeting.
  - (iv) Notwithstanding any other provision of this Section, upon request, any eligible voter shall be provided access to a mail-in paper ballot in lieu of an electronic one. Paper ballots must be postmarked at least ten days prior to the date of the Annual meeting.
- (f) In the event of a tie for any contested position, the committee will hold a run-off election for that position until there is a plurality.
- (g) The candidate receiving a plurality of votes for a position shall be deemed elected to that position.

#### [Section VI.5 Terms of Officers.](#)

Newly elected Officers shall assume their official duties following the close of the current fiscal year and shall serve for a term of two years or until their successors are elected, except as provided in Section VI.2(c)(i) of this Article VI wherein the term is extended for one year.

#### [Section VI.6 Confidentiality Agreement.](#)

Prior to assuming their official duties, all officers shall sign a Confidentiality Agreement adopted by the Board. Once signed, a Confidentiality Agreement shall remain in force for all consecutive terms held by an Officer, unless the Board adopts changes to the agreement midway through an Officer's term, in which case the Officer shall be required to sign the revised agreement.

#### [Section VI.7 Vacancies.](#)

A vacancy occurring in any office may be filled until the end of the current fiscal year by a qualified candidate appointed by a plurality vote of the Board.

#### [Section VI.8 Removal of Officers.](#)

If an Officer fails to attend four consecutive meetings without adequate excuse, or is not fulfilling the responsibilities of the office as prescribed in the Bylaws, or engages in conduct which the Board determines to be injurious to the Organization or its purposes, the Board may, by a two-thirds affirmative vote, take such action as it determines appropriate which may include asking for the resignation of the Officer or making a formal recommendation that the Officer be removed from office following a hearing conducted in accordance with due process as provided in Article IX of these Bylaws.



### Section VI.9 End of Term Requirements.

Upon the expiration of the term of office, or in the case of resignation or termination, each Officer shall turn over to the President(s), without delay, all records, books, and other materials pertaining to the office and shall return to the Treasurer(s), without delay, all funds pertaining to the office or otherwise being held on behalf of the PTO.

## Article VII. DUTIES AND RESPONSIBILITIES.

### Section VII.1 Board.

The Board shall:

- (a) Implement the votes of the Organization.
- (b) Create such standing or ad hoc committees at it may deem necessary to promote the purposes and carry on the work of the Organization.
- (c) Approve the work of the committees.
- (d) Prepare and submit to the LHS PTO for adoption a budget for the year, including spending authorities and limits for committee Vice Presidents or other Officers with spending authority.

### Section VII.2 Presidents.

President(s) shall:

- (a) Preside at all meetings of the LHS PTO or appoint another Officer to preside in their absence.
- (b) Coordinate and communicate the purposes and activities of the LHS PTO with the LHS Principal and/or Assistant Principal and communicate news and information from the LHS Principal and/or Assistant Principal to the Board.
- (c) Transact necessary business in the intervals between Board meetings and such other business as may be referred to it by the LHS PTO.
- (d) Serve as an advisory member of all committees except the Board Search Committee.
- (e) Coordinate the work of the Officers and committees of the LHS PTO in order that the purposes may be promoted.
- (f) Appoint a facilitator, subject to the approval of the Board, if they so deem necessary.
- (g) Represent the LHS PTO at monthly meetings of the Lexington Presidents PTA/PTO Council (PPC).
- (h) Perform such other duties as may be provided for by these Bylaws, prescribed by nonprofit state of Massachusetts laws, or directed by the Board.

### Section VII.3 Vice President(s).

Vice President(s) shall:

- (a) Act as aide(s) to the President(s).
- (b) Perform such other duties as may be provided for by these Bylaws, prescribed by nonprofit state of Massachusetts laws, or directed by the President(s) or the Board.

### Section VII.4 Secretary(s).

The Secretary(s) shall:

- (a) Record the minutes of all meetings of the LHS PTO.
- (b) Be prepared to read the records of any previous meetings.
- (c) File and retain all records.
- (d) Have a current copy of the Bylaws.
- (e) Maintain a membership list and a list of all Officers and their contact information.
- (f) Perform such other duties as may be provided for by these Bylaws, prescribed by nonprofit state of Massachusetts laws, or directed by the Board.

#### Section VII.5 Treasurer(s).

The Treasurer(s) shall:

- (a) Have custody of all the funds of the PTO.
- (b) Maintain a full and accurate account of receipts and expenditures of the PTO.
- (c) Make disbursements as authorized in accordance with the adopted budget and other financial documents of the Organization, or as approved by the President(s).
- (d) Present an annual Treasurer's Report at the annual meeting.
- (e) Adhere to financial controls recognized by the Organization at the start of each fiscal year that shall include, but not be limited to, the following:
  - (i) Naming two separate individuals (either the Treasurers or other appointed persons with appropriate authorities) who shall serve as a check and balance for each other for the tasks of issuing and reporting all payments.
  - (ii) Facilitating the establishment of a signing authority limit. Payments that exceed that amount must be approved in advance by the President(s) in writing and shared with the Secretary for record keeping.
  - (iii) Presenting a financial statement at meetings of the LHS PTO and at other times when requested by the Board.
- (f) Complete and file all Commonwealth of Massachusetts and IRS forms as required for a 501(c)3 organization in good standing or oversee a third party to do so.
- (g) Perform such other duties as may be provided for by these Bylaws, prescribed by state or federal laws, or directed by the President(s) or the Board.

### Article VIII. COMMITTEES.

#### Section VIII.1 Eligibility.

Any member of the LHS or Lexington, Massachusetts community, or other individuals with relevant expertise, shall be eligible to serve in any elective or appointive committee position(s).

#### Section VIII.2 Committee Chair(s).

The Vice President(s) who are responsible for the work of a particular committee, or another individual or individuals appointed by the Board, shall chair each committee.

- (a) Responsibilities of the committee Chair(s) shall be:
  - (i) Present a plan of work to the Board for approval. No committee work shall be undertaken without the consent of the Board.
  - (ii) Keep a current list of committee members' names and contact information and share that list with the Secretary.
  - (iii) Conduct the work of the committee in accordance with relevant protocols and policies of the Organization including protocols and policies regarding document storage and sharing, financial transactions, communication, and other protocols or policies that the Organization may adopt from time to time and that shall be communicated to the Chair and committee members in a timely and clear manner.
  - (iv) If a Chair is not fulfilling the responsibilities of the position as prescribed in the Bylaws, or engages in conduct which the Board determines to be injurious to the Organization or its purposes, the Board may, by a two-thirds affirmative vote, take such action as it determines appropriate which may include asking for the resignation of the Chair or making a formal recommendation that the Chair be removed from office following a hearing conducted in accordance with the due process procedures outlined in Article IX of these Bylaws.
- (b) The term of committee Chairs shall be two years or until the selection of a successor. A committee Chair may serve for more than one successive term. In the case where a committee Chair is not an Officer, the term may vary depending on the purpose of the committee and/or the availability of the individual serving as Chair.
- (c) Upon expiration of the term or in the case of resignation or termination, each Chair shall turn over to the President(s), without delay, all records, books and other material pertaining to the duties as prescribed, and shall return to the Treasurer, without delay, all funds belonging to the Organization.

### Section VIII.3 Board Search Committee Members

- (a) The Board Search Committee shall be composed of at least three members who shall be elected by the LHS PTO at a regular meeting at least four months prior to the election of Officers each year as outlined in Sections VI.3 and VI.4 of Article VI of these Bylaws.
- (b) Board Search Committee members may serve on this committee no more than three consecutive years, unless otherwise approved by a special vote of the Board.
- (c) No member of the Board Search Committee may be a candidate for election to any Officer position on the LHS PTO.
- (d) The responsibilities of the Board Search Committee are described in Sections VI.3 and VI.4 of Article VI of these Bylaws.

## Article IX. DUE PROCESS.

Any involuntary removal of Officers, members, or committee chairs must follow the due process procedure outlined below:

- (a) A motion shall be made to the Board by any member that a hearing be held recommending that an individual be removed from their office, committee chair position, and / or membership status. A two-thirds affirmative vote by the Board recommending removal is required for the motion to pass.
- (b) If the motion passes, the Officer or member must be given fifteen days' written notice of the hearing to remove the Officer, committee Chair, or member.
- (c) The written notice shall contain the reasons for the proposed removal, and shall be mailed certified mail, return receipt requested, to the last address of the individual shown on the Organization's records.
- (d) At the hearing, the individual must be given an opportunity to address the Board, either orally or in writing.
- (e) Not less than five days following the hearing, the Board shall convene and vote as to whether the individual will be removed.
- (f) A two-thirds vote of the Board shall be sufficient to remove the individual from their office, position, or membership status.
- (g) The removal vote shall be recorded in the minutes and shall specify the number of voting in favor of and against such removal.

## Article X. NONPROFIT REQUIREMENTS

- (a) No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, Officers, trustees, or other private individuals except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III of these Bylaws.
- (b) Notwithstanding any other provision of these Bylaws, the Organization shall not carry on any other activities not permitted to be carried on by:
  - (i) An organization exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code, or
  - (ii) An organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- (c) The Organization or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distribution of statements) in any political campaign on behalf or, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

## Article XI. INDEMNIFICATION.

The Organization shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, member, or committee member of the Organization against all expenses and liabilities, including, without limitation, counsel fees,

judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit, or proceeding in which they may become involved by reason of their service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which they shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Organization; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Board who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Organization and the indemnified persons. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person or entity under this Article shall apply to such Officer or member with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## Article XII. FISCAL YEAR.

The fiscal year of this PTO shall begin July 1 and end the following June 30.

## Article XIII. DISSOLUTION.

The Organization may be dissolved at a meeting of the LHS PTO by a two-thirds vote of the members present and voting, a quorum being present, provided that notice of the meeting and of the proposed dissolution has been communicated to members at least thirty days prior to the meeting. Assets shall be distributed to a 501(c)(3) nonprofit as approved by a two-thirds vote of the members present at the meeting.

Upon dissolution of the Organization, after paying or adequately providing for the debts and obligations of the Organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

#### Article XIV. AMENDMENTS.

A committee may be appointed by a majority vote at a meeting of the LHS PTO, or by a two-thirds vote of the Board, to submit a proposed set of Bylaws to substitute for the existing Bylaws.

These Bylaws may be amended at any meeting of the LHS PTO by a two-thirds approval vote of the members present and voting, a quorum being present, provided that notice of the proposed amendments has been communicated to the membership thirty days prior to the meeting.