BY-LAWS
OF
LONG BRANCH ELEMENTARY PARENT TEACHER CHILDREN'S ORGANIZATION, INC.

ARTICLE I
NAME AND OFFICES

Section 1. The Certificate of Incorporation of the corporation is hereby made a part of these By-laws, and all matters hereinafter contained in these By-laws shall be subject to any provisions in regard thereto as are set forth in the Certificate of Incorporation. All references in these By-laws to the Certificate of Incorporation shall be construed to mean the Certificate of Incorporation as amended from time to time.

Section 2. The name of the corporation is Long Branch Elementary Parent Teacher Children’s Organization, Inc. (the “Corporation”).

Section 3. The office of the Corporation shall be located in the County of Onondaga, State of New York.

Section 4. The Corporation may also have offices at such other places both within and without the State of New York as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II
MEMBERSHIP

Section 1. The Corporation shall have no Members, as the term “Member” is used in §§102(a)(9) and 601 of the New York Not-for-Profit Corporation Law.

ARTICLE III
DIRECTORS

Section 1. The number of Directors shall be not less than five (5). Directors shall be legal residents of the United States at least eighteen years of age, but need not be residents of the State of New York.

Section 2. The initial Board of Directors shall be those individuals identified in the Corporation's Certificate of Incorporation. The Corporation will maintain three (3) classes of Directors approximately equal in size. The term and dates for each class shall be staggered over three (3) years. The Directors, other than the initial Board of Directors, shall be elected
annually before the close of the Corporation’s fiscal year by the Board of Directors. Each Director elected shall serve a term of three (3) years or until his or her successor shall have been elected and qualified. For an individual to be elected to the Board of Directors they must demonstrate commitment to the goals of the Corporation and a willingness to serve on the Board of Directors and work to fulfill its mission.

Section 4. Any Director may be removed for cause by the majority of the entire Board of Directors.

Section 5. Newly created Director positions resulting from an increase in the number of Directors elected or appointed and all vacancies among such Directors, shall be filled by a majority vote of the remaining Directors, although less than a quorum. A Director elected to fill a vacancy or a newly created Director position shall serve until his or her successor shall have been elected and qualified.

Section 6. The business, affairs and activities of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by statute, the Certificate of Incorporation or these By-laws. The Board of Directors shall have the power to enter into contracts with other entities, for the provision of staff, related administrative services, and other projects or activities to be performed by the Corporation.

Section 6. The Directors may keep the books of the Corporation, except such as are required by law to be kept within the state, outside the State of New York, at such place or places as they may from time to time determine.

Section 7. Any expenses incurred by the Directors in the performance of their duties, including fees for legal and auditing services rendered to the Directors and all other proper charges and disbursements of the Directors, shall be paid by the Corporation. No part of the assets of the Corporation shall inure to the benefit of, or be distributed to the Directors; provided that the Directors may receive reasonable compensation for their services to the Corporation in the form of an annual honoraria.

ARTICLE IV
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings of the Board of Directors, annual, regular or special, may be held either within or without the State of New York.

Section 2. The annual meeting of the Board of Directors shall be held at such time and date prior to the end of the Corporation’s fiscal year as determined by the Directors, at which they shall elect, by plurality vote, the officers, and transact such other business as may be properly brought before the meeting.
Section 3. Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the Board of Directors.

Section 4. Special meetings of the Board of Directors may be called at any time by any officer, and shall be called by the President or Secretary upon the written request of two (2) or more Directors, on at least three (3) days’ notice to each Director, in the manner designated in Article V of these By-laws.

Section 5. Notice of a meeting need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Not less than one-half of the entire Board of Directors shall constitute a quorum for the transaction of business unless a greater or lesser number is required by law or by the Certificate of Incorporation. The vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by the Certificate of Incorporation or these By-laws. If a quorum shall not be present at any meeting of Directors, a majority of the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7. Unless the Certificate of Incorporation provides otherwise, any action required or permitted to be taken at a meeting of the Directors or a committee thereof may be taken without a meeting, if a consent in writing to the adoption of a resolution authorizing the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section 8. Unless otherwise restricted by the Certificate of Incorporation or these By-laws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE V
NOTICES

Section 1. Whenever, under the provisions of applicable statute or of the Certificate of Incorporation or of these By-laws, notice is required to be given to any Director, it shall not be construed to mean personal notice, but such notice may be given in writing, by electronic mail or by mail, addressed to such Director, at his or her address as it appears on the
records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail.

Section 2. Whenever any notice of a meeting is required to be given under the provisions of applicable statute, the Certificate of Incorporation or these By-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VI
OFFICERS

Section 1. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The Board of Directors may also elect such other officers or assistants as it may deem necessary to carry on the activities of the Corporation. The President and Vice President shall be members of the Board of Directors but the other officers need not be. Any two or more offices may be held by the same person, except the same person may not hold the office of President and Secretary.

Section 2. The initial officers shall be elected by the Board of Directors at its initial meeting. The initial President shall serve until the second meeting of the Directors when a successor shall be elected. The President shall serve a three year term, and shall not serve more than one term consecutively. All other officers shall serve a one year term and shall not be limited in the number of terms for which he or she may serve as an officer.

Section 3. Any officer may be removed by majority vote of the Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. The officers of the Corporation shall hold office until their successors are chosen and qualify.

The President

Section 5. The President shall be the chief executive officer of the Corporation, and as such shall have full rights and powers in connection with the management and control of the affairs of the Corporation under the control and supervision of the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President shall have general supervision of the affairs of the Board of Directors and perform all acts and duties usually incident to and required of an executive and presiding officer, as well as such other duties as may be conferred by the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, bonds, mortgages and other contracts or other documents requiring a seal under the seal of the corporation which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by
these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties as may be prescribed by the Board of Directors from time to time.

**The Vice President**

**Section 6.** The Vice President shall perform such duties as may be delegated by the President of the Board of Directors. Additionally, the Vice President shall fulfill the duties and functions of the President in the event of the absence, incapacity or disability of the President.

**The Secretary**

**Section 7.** The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. The Secretary shall have custody of the corporate seal of the Corporation and he or she shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his or her signature. The keeping of the minutes of the meetings of the Board of Directors may be delegated by the Secretary.

**The Treasurer**

**Section 9.** The Treasurer shall have the custody of the corporate funds, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

**Section 10.** The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all his or her transactions as treasurer and of the financial condition of the Corporation.

**Section 11.** If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.
ARTICLE VII
COMMITTEES AND PARTICIPANTS

Section 1. The Board of Directors may establish such committees as it may deem necessary for the expeditious handling of its affairs. Each committee shall serve at the sole pleasure of the Board of Directors. Each committee may be authorized to act on behalf of the Board of Directors in any matter not specifically prohibited by the Corporation’s Certificate of Incorporation or by law.

Section 2. The Board of Directors shall appoint from their number the members of each committee, and at any time may appoint additional members thereto. The members of any such committee shall serve at the sole pleasure of the Board of Directors. Such committees shall advise with and aid the officers of the Corporation in all matters designated by the Board of Directors. Each such Committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the Committee and other matters relating to its procedure.

Section 3. Every parent or guardian of a student at Long Branch Elementary School is eligible and encouraged to participate in organizational activities, including attending meetings, serving in an advisory capacity for the Board of Directors, joining committees, offering opinions and participating in other organizational activities, as decided by the Board of Directors. While parents and guardians are encouraged to participate, these participants may not bind the Corporation whatsoever.

ARTICLE VIII
GENERAL PROVISIONS

Checks

Section 1. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Fiscal Year

Section 2. The fiscal year of the Corporation shall be the calendar year unless otherwise fixed by resolution of the Board of Directors.

Seal

Section 3. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, New York". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.
Finances

Section 4. All funds of the Corporation shall be invested or deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may designate by resolution.

Section 5. All checks or demands for money and notes of the Corporation for an amount up to but not exceeding $5,000 shall be signed by the President or the Secretary, or such other officer or officers or such other person or persons as the Board of Directors may from time to time designate, provided that any checks or demands for money and notes of the Corporation for an amount exceeding $5,000 shall require notice be given to the President and Treasurer in writing electronically or by US mail.

Section 6. The Treasurer shall cause financial records and accounts of the Corporation to be kept in such form as he or she shall deem advisable, consistent with generally accepted accounting principles, and shall submit an annual financial report and such other intermediate financial reports as the Board of Directors shall direct. All financial records and accounts of the Corporation shall be open to inspection by any Director at any reasonable time.

Gifts

Section 7. Any Director, officer or designated agent of the Corporation may accept gifts, contributions, bequests or devise of any property on behalf of the Corporation subject to approval of the Board of Directors.

ARTICLE IX
INDEMNIFICATION

Section 1. To the extent permitted by the New York Not-for-Profit Corporation Law and specifically Sections 722 and 723, the Corporation shall indemnify its officers and Directors of and from criminal and civil liability, including the payment of defense costs. The Corporation may purchase insurance for such purpose.

ARTICLE X
AMENDMENTS

Section 1. Except as otherwise provided for herein, these By-laws may be amended or repealed or new By-laws may be adopted by the affirmative vote of two-thirds of the Board of Directors at any regular or special meeting of the Board of Directors, provided that at least ten (10) days’ notice of such meeting be given to all Directors, and the intent of the amendments to be considered shall be made a part of the meeting notice.