**Mason-Rice Elementary School   
Parent Teacher Organization, Inc.**

Proxy for the Meeting of PTO Members to be held on October 19, 2017

I am a member of the Mason-Rice Elementary School Parent Teacher Organization, Inc., a Massachusetts corporation (the “PTO”). Revoking all prior proxies, I hereby appoint Will Adams, Jas Rai, Jennifer Manthei, and Maureen Oates, and each of them, as my proxies and attorney-in-fact, each with power to act without the others and with full power of substitution and re-substitution, to vote on my behalf at the meeting of members of the PTO to be held at Mason-Rice Elementary School, 149 Pleasant Street, Newton, Massachusetts on October 19, 2017 at 8:35am, and at any adjournment or postponement of the meeting, upon the matters set forth in the PTO’s notice of meeting dated October 19, 2017 and in their discretion on any other business that may properly come before the meeting or any adjournment or postponement of the meeting. My attendance at the meeting or any adjournment or postponement of the meeting will not revoke this proxy unless I affirmatively indicate, before the exercise of this proxy, that I would like to vote in person.

The persons appointed as proxies shall vote on my behalf as I direct below. If I give no direction, the persons appointed as proxies shall vote in accordance with the recommendation of the Board of Directors of the PTO. **The Board recommends that members vote “FOR” the approval and adoption of the proposed amendments to the indemnification provisions of the PTO Bylaws (the “Proposed Amendments”).**

□ FOR the Proposed Amendments

□ AGAINST the Proposed Amendments

□ ABSTAIN from the vote on the Proposed Amendments

Signature

Print Name

Date