

THE GEORGETOWN PUBLIC EDUCATION FOUNDATION, INC.

BY LAWS

ARTICLE I: NAME

The name of the corporation shall be: “The Georgetown Public Education Foundation, Inc.”, DBA Georgetown Education Foundation (GEF).

ARTICLE II: PURPOSE

The mission of the GEF is to provide the Georgetown Public Schools with grants that will enhance the District’s technology and cultural programs, create an incentive for District staff to implement innovative and creative teaching techniques, and other areas as deemed consistent with the mission of the Foundation as defined by the GEF Board of Directors.

The GEF is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501c3 of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE III: MEMBERS

Section 1: Classes of Members

There shall be one class of members, who shall be elected by a majority vote of the Board of Directors. Eligible candidates shall include residents of Georgetown & any other individuals interested in supporting the Georgetown Public Schools. Each member so elected shall, in order to maintain his membership, pay such dues to the Corporation as are established from time to time and assessed upon the membership.

Section 2: Rights of Members

Each member shall be eligible to elect the Board of Directors at the GEF Annual Meeting. Members will serve on committees of the Foundation as assigned by the Board of Directors. They may also provide other assistance to the Foundation as determined by the Board.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Composition of the Board of Directors

The Board of Directors of the corporation shall consist of a maximum of 14 (fourteen) directors appointed by the general membership of the corporation. The exact number of directors constituting the board of directors shall be fixed by the incorporators or, after incorporation, at each Annual Meeting by the Board of Directors provided that by vote of the

Directors at a special meeting called for that purpose the number of directors may be increased or decreased). Directors must be members of the corporation.

Section 2: Election of the Board of Directors

The Board of Directors shall be elected at each Annual Meeting as per Section 1 of Article VI by the membership of the corporation or at any meeting of the members held in lieu thereof in accordance with the provision of Section 2 of Article VI. The length of office for the Board shall be staggered in one, two and three year terms to prevent the loss of all experienced and knowledgeable board members at any given time. The composition of the Board based on term length shall be: 4 one-year terms, 5 two-year terms and 5 three year terms for a total of 14 Board members (or fraction thereof for Boards with less than 14 members, rounded down to the nearest whole number).

In the event that there are open board positions in between the annual meetings, the board will have the right to appoint board members by a majority vote of the board of directors present at the meeting so long as a quorum is present. Board members appointed by the board shall serve only until the next annual meeting at which time they must be voted onto the board by the general membership in order to continue to serve on the board. If elected by the membership they shall then serve a normal one, two or three year term.

Section 3: Responsibilities of the Board of Directors

The Board is charged with the overall management of the corporation and as such each individual board member shall carry out his/her duties in good faith with reasonable care, diligence and skill. Further responsibilities include:

- establishing the mission and vision of the corporation & ensuring that the Corporation stays true to this mission
- making administrative policy decisions
- enforcing compliance with corporation's bylaws
- maintaining fiscal responsibility and managing corporation's assets effectively

Section 4: Officers of the Board of Directors

The officers of the corporation shall be a President, a Vice President, a Treasurer, a Secretary-Clerk, and such other officers as the Board of Directors may from time to time elect or appoint. (covered in the next section already)

Section 5: Election of Officers

Officers for the Board of Directors as defined in Sections 4 and 6 of Article IV shall be elected at the first meeting following the election of Directors in October. These officers shall serve until the next meeting for election in the following year.

Section 6: Responsibilities of the Officers of the Board of Directors

In addition to following the general responsibilities of the Board as listed in Section 3, the following shall be the responsibilities of the officers of the Board:

- A. President The President shall preside at all meetings of the Board of Directors at which he or she is present. The President shall have, subject to the supervision of the Board of Directors, general management, charge and control of all the affairs of the corporation and shall serve as its chief executive officer. He or she shall be responsible for signing all contracts and other written instruments (or delegate such authority, to another officer, at his or her discretion) on behalf of the corporation and shall have such other powers and duties as the Board of Directors may prescribe.
- B. Vice President The Vice President shall act in place of the President in the event of his or her absence, inability or refusal to act. These responsibilities will exclude matters of contract execution which will remain the responsibility of the President. He or she shall have such other powers and duties as the Board of Directors may prescribe.
- C. Treasurer The Treasurer shall maintain complete and accurate financial records of the corporation which are to be available at all times for inspection by any Director. The Treasurer shall report to the Board of Directors on the financial condition of the corporation whenever requested to do so. He or she shall have custody of all documents of title and valuable papers. The Treasurer shall be responsible for the timely & accurate filing of necessary reports with the State and Federal agencies and with any other organization. Subject to the supervision and control of the Board of Directors, he or she shall receive and disburse the funds of the corporation and shall have such other powers and duties as the Board may prescribe.
- D. Secretary-Clerk The Secretary-Clerk shall maintain complete and accurate minutes of all meetings and shall provide such minutes to the Board for review prior to the next board meeting. He or she shall give timely notice of meetings to the Board of Directors and ensure that a quorum exists to hold said meeting. He or she shall maintain a current membership roster of the corporation. The Secretary-Clerk shall have custody of the corporate seal and shall perform all of the duties commonly incident to his or her office which may be properly required of him or her by the Board or the President.

Section 7: Resignation and Removal

Any Director may be removed from his office for cause by a vote at a meeting at which a quorum is present. Any officer may be removed from his or her office for cause by a majority of the Directors then in office. Resignations require written notice to the President with a copy provided to the Secretary-Clerk.

Section 8: Minimum Attendance

Board members are required to attend a minimum of ½ of all board meetings held within each calendar year October to September. Any board member(s) who fails to attend a minimum of ½ of all board meetings held in any 12 month period will automatically forfeit their position on the board. The secretary will be responsible for monitoring attendance and shall inform any board member that they are at risk of losing their seat prior to the next scheduled board meeting at which the board member would lose their seat so that the board member may attend the meeting and meet the minimum if they so desire.

ARTICLE V: COMMITTEES

The Board of Directors from time to time may create ad hoc committees as it deems necessary or desirable with such powers as the Board of Directors may determine. The members of any such committee, who need not be members of the Corporation, shall hold office at the pleasure of the Board of Directors. Each committee so appointed shall keep regular minutes of its proceedings and report the same to the Board of Directors upon request. Each committee will consist of one Board member and will elect a chairperson. Each committee will follow the same rules of order as followed by the GEF.

ARTICLE VI: MEETINGS

Section 1: Annual Meeting

The Annual Meeting shall be a meeting of the corporation general membership and the Board of Directors. The Annual Meeting of the Board of Directors shall be called by the President in October. At this meeting the Directors shall be elected by the general membership of the corporation, the Treasurer's report shall be heard, and other business may be transacted. In the event that for any reason the Annual Meeting shall not be held as herein provided, a subsequent special meeting of the Directors shall be held in lieu of and for the purposes of the Annual Meeting with all the force and effect of an Annual Meeting and for such other purposes as may be specified in the notice of said special meeting.

Section 2: Special Meetings

Special meetings may include general membership or may be a meeting solely of the corporation's board. Special meetings of the Directors may be called at any time by the President, or by 25% of the Board Members, but not less than 2 Board Members. Special meetings shall be called by the Secretary-Clerk, or in the case of his or her absence, incapacity or refusal, by any other officer, upon written application of three or more of the Directors entitled to vote at such meeting, stating the place, day, hour and purpose of the meeting. Special meeting of Directors may be held within or without the Commonwealth of Massachusetts.

Section 3: Notice

All members (general membership and the Board of Directors) shall receive electronic, written or verbal notice of all meetings at least seven (7) days in advance stating the place, hour and purpose of the meeting.

All notice for meetings that shall deal with changes in the corporation's bylaws shall be in electronic form or in writing to the members of the Board. This notice shall state the time and place of the meeting, and the proposed change(s) in the bylaws. This notice shall be sent ten (10) days in advance of any such meeting.

Section 4: Quorum

A majority of the members of the Board shall constitute a quorum for the transaction of business. When determining a quorum, vacant board seats shall be disregarded.

Section 5: Rules

The GEF shall follow Roberts Rules of Order for conducting its meetings.

Section 6: Vote Required

If a quorum is represented at a meeting, the affirmative vote of a majority of the Directors who are present at the meeting shall be sufficient to elect any Officer or to transact any business, unless the matter is one upon which by express provision of law or Articles of Organization or bylaws of the corporation, as amended, a different vote is required or permitted, in which case such express provision shall govern. Any election by Directors

shall be determined by a plurality of the votes cast by the Directors who are present at the meeting.

Section 7: Method of Voting

Each Director on the Board of Directors shall be entitled to one vote at any meeting of the Board of Directors or at any adjournment thereof. Each member is entitled to only one vote at the Annual Meeting for each vacant board seat.

ARTICLE VII: MISCELLANEOUS

Section 1: Seal

The seal of the corporation shall be in such form at the Board of Directors may from time to time determine.

Section 2: Fiscal Year

Unless otherwise fixed by the Board of Directors, the fiscal year of the corporation shall end on the thirty first day of December (December 31) in each year.

Section 3: Bonds

The Board of Directors may from time to time require any one or more of the officers or agents to give bond for the faithful performance of duties. Any such bond shall be in such form, in such sum and with such sureties as the Board of Directors may determine. The premiums for all such bonds shall be paid by the corporation.

Section 4: Execution of Writings

Unless the Board of Directors shall otherwise generally or in any specific instance provide:

- (a) any bill, note or check shall be made or signed in the name and on behalf of the corporation by the President or the Treasurer or any such other officers as shall be authorized to do so from time to time by the Board of Directors; and
- (b) any other contract or written instrument shall be signed in the name and on Behalf of the corporation by the President or the Treasurer or such other officers as shall be authorized to do so from time to time by the Board of Directors, and such officer so signing such instrument may also seal, acknowledge, and deliver the same. Any instrument purporting to affect an interest in real estate shall be executed in the name of the corporation, jointly, of whom one is the President and the other is the Treasurer.

Section 5: Contracts

Directors of this corporation may be connected with other corporations with which from time to time this corporation has business dealings. No contract or other transaction between the corporation and any other corporation and no act of this corporation shall be affected by the fact that a director of this corporation is pecuniarily or otherwise interested in or is a director or officer of such other corporation. In the absence of fraud, any director or officer,

individually or any firm in which such director or officer may have an interest, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction to which this corporation is a part, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. With respect to any profit or benefit realized on any contract or account to the corporation. Any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors and may validly vote for the purpose of authorizing, approving, or ratifying any such contract or transaction.

Section 6: Dividend, Profit and Compensation

No director shall receive by such reason of directorship, any dividend, profit or compensation from the corporation, provided however that there shall be allowed reimbursement by the corporation in the course of any activity for the corporation by a director or officer.

Section 7: Corporate Employees

The Board of Directors may from time to time employ or appoint a full time or part time Executive Director and such other personnel as may be desirable and necessary to supervise the facilities of the corporation and to plan and conduct its activities, and the Board of Directors may fix reasonable compensation for such Executive Director other personnel so employed or appointed.

ARTICLE VIII: AMENDMENT OF BYLAWS

These bylaws may be repealed or amended, or additional bylaw or bylaws adopted, at any meeting of the Board of Directors at which a quorum shall be present by a majority vote of the directors present, provided that the language of any proposed amendment shall be set forth in the notice of the meeting. These bylaws may also be repealed or amended, or additional bylaw or bylaws adopted at the Annual Meeting or any other special meeting provided that the language of any proposed amendment shall be set forth in the notice of the meeting.

These bylaws were approved at a meeting of the board of directors by a majority vote on May 3, 2005.