**BY-LAWS**

**OF**

**Brennan Organization of Parents (the “Corporation”)**

**ARTICLE 1**

**Members**

**Section 1.1 Members**. Membership in the Corporation shall be open to all parents and guardians of children who currently attend Cyril K. Brennan Middle School (“Brennan”) and all teachers and staff members currently employed at Brennan.

**Section 1.2 Powers and Duties**. In addition to the right to elect directors and officers, such other rights are vested in them under the law, the Articles of Incorporation, or these by-laws, the members shall have such other powers and rights as the directors, who when acting together will be known as the Executive Board of the Organization, may designate

**Section 1.3 Annual Meeting**. The annual meeting of the members shall be held at 6:00 pm on the second Tuesday of June, or if that day is a legal holiday, then at the same hour on the next succeeding day not a holiday. The annual meeting will be held at the principal office of the Corporation or as such other places as the officers shall determine. No change in the date fixed in these by-laws shall be made within seven (7) days before the date stated herein. Notice of any change in the date of the annual meeting shall be given to all members at least seven (7) days before the new dated fixed for such meeting. If an annual meeting is not held, a Special Meeting may be held in place thereof with the same forced and effect as the annual meeting. An annual meeting must include five (5) members in attendance to constitute a quorum.

**Section 1.4 Regular Meetings**. Regular meetings of the members shall be held at the call of the President, after consulting with the Brennan principal, on the second Tuesday of the month, or at such other times as the officers and the Brennan principal may together determine. All members will be given seven (7) days notices of the regular meeting. A regular meeting must include five (5) members in attendance to constitute a quorum.

**Section 1.5 Special Meetings.** Special meetings of the members may be called at any time and place within Attleboro, Massachusetts, as the officers and the Brennan principal may together determine. All members will be given seven (7) days notices of the regular meeting. A special meeting must include five (5) members in attendance to constitute a quorum.

**Section 1.6 Minutes.** Minutes will be taken by the Recording Secretary, or if the Recording Secretary is not available, by a person designated by the President, of each regular, special or annual meeting. Minutes will be available by the next regular meeting. A copy will also be kept by the Brennan principal at the school office.

**Section 1.7 Voting Procedures.** General business will be voted upon by a show of hands or by written ballot if deemed necessary by the Executive Board of the Organization. Election of officers/directors will be by written ballot whenever there is a contest for an office.

**ARTICLE II**

**Directors**

**Section 2.0 Number.** The directors, who when acting as a board will be known as the Executive Board of the Organization, shall consist of the President, Treasurer, Recording Secretary and the Brennan principal.

**Section 2.1** **Election of the Directors**. Directors, other than the principal, shall be nominated by the nominating committee, or nominated on the floor with seven (7) days prior notice, and shall stand for election at the annual meeting or a regular meeting in lieu of an annual meeting. After election by a majority vote of the members, an officer/director shall serve in office for two years. An officer/director must be a member. The principal shall be a director by virtue of his or her office.

**Section 2.2 Term of Directors**. Each director shall hold office for two years from the annual meeting he or she was elected, or in the case of a director elected at a regular or special meeting to fill the position of a departing director, until the end of the unexpired term of the departing. As long as he or she remains a member, there is no limit on the number of times a director may be re-elected.

**Section2.3 Resignation**. A director my resign by delivering his or her written resignation to the President, Treasurer or Recording Secretary of the Corporation, or that meeting of the members or Executive Board of the Organization. Such resignation shall be effective upon receipt, unless specified to be effective at another time, and acceptance shall not be necessary unless it so states.

**Section 2.4 Disqualification.** If a director or officer no longer has a child at Brennan or a teacher or principal or other staff member is no longer employed at Brennan, he or she will be immediately disqualified to serve as a director or officer, or to be a member.

**Section 2.5 Vacancies.** If the office of any elected director becomes vacant, the members, upon nomination by the Nomination Committee, may elect a successor for the unexpired term. At any special or regular meeting, the members by majority vote may elect new officer/directors as nominated by the nominating committee, or nominated on the floor with seven (7) days prior notice, to eliminate vacancies by reason of death, resignation or disqualification of one or more directors.

**Section 2.6 Powers**. The executive Board of the Organization my exercise all powers of the Corporation, except those reversed to the members by law, the Articles of Organization or these by-laws.

**Section 2.7 Funding Limitation.** In the event that monies are needed prior to a regular or special meeting of the members, the Executive Board of the Organization may vote to spend on its own approval for any individual items of expense, but such expenditures are limited to one hundred dollars each until and unless approved by a majority vote of the members.

**Section 2.8 Committees**. The Executive Board of the Organization may appoint one or more committees and may delegate to any such committee or committees any or all of their powers for any period of time. The following standing committee is created:

1. *Nominating Committee.* A Nominating Committee consisting of at least five (5) members shall be appointed by the Executive Board of the Organization at each March regular meeting of the Corporation. The Nominating Committee shall include a current member of the executive board, the Brennan principal, a teacher and two other members of the Corporation.

The Nominating Committee shall select one or more candidates for each vacant office. Offices shall run from July to June 30 and will be for two (2) years, unless an unexpired term is being filled which can be done at any regular meeting using similar procedures. The slate will be announced at the regular May meeting, or at any regular meeting for an unexpired term. Nomination can be made from the floor at the May meeting, or any regular meeting for unexpired term, and the slate will be closed after any nominations are made from the floor. If any offices are contested, ballots will be distributed and an election held at the May meeting. Officers will take their office at the July meeting, except in the case of an unexpected term which election shall be effective immediately.

1. *Other Committees.* Other Committees will organize by the appointing of a committee chairperson by the Executive Board of the Organization, and the committee chairperson will organize his or her committee according to Section 2.9 below.

**Section 2.9 Organization and Operation of Committees**. The committee chairpersons will ask for volunteers from the membership, record names of volunteers, and call special meeting if necessary at the convenience of a majority of the committee members. The committee chairperson will report to each regular meeting the progress of the work of the committee. the chairperson of a fundraising committee with record in detail all monies collected and, as so as practicable, turn over these funds to the Treasurer for recording and deposit. A chairperson will keep a record of all expenses which will be submitted to the Treasurer who will pay them by corporate check. Upon completion of a committees’ program, project or activity, a chairperson will have the project information readily available for future reference.

**Article III**

**Officers, Agents and Employees**

**Section 3.1 Number and Qualifications.** The officers of the Corporation shall be a President, Treasurer and Recording Secretary. Officers must be members of the Corporation by virtue of their election to office, will also be elected directors and members of the Executive Board of the Organization. The Recording Secretary shall be a resident of Massachusetts.

**Section 3.2 Election**. All officers shall be elected by the members biennially for a two (2) year term provide that if a vacancy occurs, the members may elect a few officer at the next regular or annual meeting in accordance with Section 2.2. There is no limit on the number of times an officer/director may be re-elected.

**Section 3.3 President**. The President shall serve as chairman of the Executive Board of the Organization and ad chief executive officer of the Corporation, subject to the control of the Executive Board of the Organization, an shall have general charge and supervision of the affairs of the Corporation, and shall preside at meetings of the board and all meetings of the membership.

**Section 3.4 Treasurer.** The Treasurer shall be the chief financial officer and chief accounting officer of the Corporation. The Treasurer shall be in charge of its financial affairs, funds, securities and valuable papers, shall keep full and accurate records thereof, and shall endorse the same for deposit or collection when necessary and deposit or collection when necessary and deposit the same to the credit the Corporation in such banks or depositories as the Executive Board of the Organization may authorize. The Treasurer shall also be in charge of its books of account and accounting records, and all of its accounting procedures. The Treasurer may endorse all commercial documents requiring endorsements for or on behalf of the Corporation and may sign all receipts and vouchers for payments made to the Corporation. He or she shall have all such further powers and duties as are generally incident to the position of the Treasurer or as may be assigned to him or her by the Executive Board of the Organization.

**Section 3.5 Recording Secretary**. The Recording Secretary shall record and maintain records of all proceedings of the members in a book or series of books for that purpose, which books shall be kept within the Commonwealth at the principal office of the Corporation and shall be open at all reasonable times to the inspection of any member. Such books shall also contain the records of all meetings of incorporators and the original, or attested copies of the articles of organization and by-laws and names of all members and directors and addresses of each. The Recording Secretary shall have custody of the corporate seal, if any. If the Recording Secretary is absent from any meeting of members or directors, a temporary Recording Secretary chosen at the meeting shall exercise the duties of the Recording Secretary at the meeting.

**Section 3.6 Delegation of Duties.** In case of the absence of any officer of the Corporation, or for any other reason that the Executive Board of the Organization may deem sufficient, the Executive Board of the Organization my confer for the time being the powers or duties or any of them, of such officer upon any other officer or upon any director.

**Article IV**

**Indemnification**

**Section 4.1 Indemnification.** The Corporation shall indemnify every person made, or threaten to be made, party to any action, suit or proceeding brought by any person or entity, including the Corporation, by reason of the fact that he or she is or was serving at the request of atahe Corporation as a director, officer, employee or agent (except in the cases of employees or agents only those employees an agent to whom the Executive Board of the Organization, before or after their engagement as employees and/or agents, determines to provide the protection of the indemnification provisions). The indemnification shall be, to the fullest extent permitted by law, against all expenses (including but not limited to attorneys’ and other experts’ feels and disbursements), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection therewith or in connection with any appeal therein; and no provision of these By-Laws is intended to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the laws of the Commonwealth of Massachusetts upon the Corporation to furnish, or upon any court to award, such indemnification, or such other indemnification as may otherwise be authorized pursuant to the laws of the Commonwealth of Massachusetts or any other law no or hereafter in effect. The there “proceeding” shall be understood to include any inquiry or investigation that could lead to a proceeding. The indemnification provide for herein shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled and shall continue as to a person who has ceased to be a director, officer, employee or agent an shall inure to the benefit of such person’s heirs, executors and administrators.

**Section 4.2 Exculpation from Liability**. The Officers and Directors of the Corporation shall not be liable for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided however, the officers and directors shall be liable (a) for any breach of the officer’s or director’s duty of loyalty to the Corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (c) for any transaction from which the officer or director derived an improper personal benefit.

**Section 4.3 Advances of Expenses**. If a person who may be entitled to indemnification hereunder shall request that such person’s expenses actually and reasonably incurred in connection with any action, suit or proceeding, or appeal therein, be paid by the Corporation in advance of the final disposition thereof, such request shall not be unreasonably refused and a response to such request shall not be unreasonably delayed by the Corporation.

**Section 4.4 Determinations**. If and to the extent such indemnification shall require a determination whether or not the relevant person me the applicable standard of conduct set forth in the laws of the Commonwealth of Massachusetts, such determination shall be made expeditiously ant the cost of the Corporation after a request for the same from the person seeding indemnification by independent legal counsel, such counsel may be the regular counsel to the Corporation. In rendering such opinion, such counsel shall be entitled to rely upon statements of fact furnished to them by persons reasonably believed by them to be credible, and such counsel shall have no liability or responsibly for the exercise of their own judgment as to matters of fact or law forming a part of the process providing such opinion. The fees and disbursements of counsel engaged to render such opinion shall be paid by the Corporation whether or not such counsel ultimately are able to render the opinion that is the subject of their engagement.

**Section 4.5 No Retroactive Effect**. Any repeal, amendment or alteration of this Article IV that reduces or limits the indemnification of the persons referred to therein shall apply prospectively only and shall not be given retrospective effect.

**Article V**

**Waiver of Notice**

**Section 5.1 Waiver of Notice**. Whenever notice is required to be given by statute, or under any provision of the certificate of incorporation or these By-Laws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a member at a meeting of the members shall constitute a waiver or notice of such meeting, except when such member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is no lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members needs to be specified in any written waiver of notice.

**Article VI**

**Miscellaneous**

**Section 6.1. Fiscal Year**. The fiscal year of the Corporation shall end on June 30th of each year.

**Section 6.2 Seal.** The Corporation, if any is adopted, shall have inscribed thereon the name of the Corporation, the year of its incorporation and the word “Massachusetts”.

**Section 6.3**. **Books and Records.** The Corporation shall keep correct and complete books and records of account and may, at its option, keep minutes of the proceedings of its meetings and any other committees, if any. The Corporation shall keep such other books and records as may be required under applicable laws and as may be considered necessary or appropriate by the Executive Board of the Organization.

**Section 6.4 Definitions**. Unless otherwise defined herein, the words, terms and phrases used herein shall be deemed to have the meaning, if any, ascribed thereto in chapter 180, of the Massachusetts General Laws.

**Section 6.5 By-Laws**. A copy of the by-laws will be kept at the office of the Corporation for public viewing. A copy will be provided to any member upon request.

**Article VII**

**Section 7. Sponsors, Benefactors, Contributors, Advisers, Friends of the Corporation**. The Executive Board of the Organization may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the Corporation in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no rights or responsibilities.

**Article VIII**

**Section 8. Amendments.** These by-laws may be amended at a regular meeting of the Corporation by a two third (2/3) vote of the members, provided that notice of the proposed amendment shall have been given at the prior regular meeting.

Dated:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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Recording Secretary