

**BELMONT EDUCATION FOUNDATION dba FOUNDATION FOR BELMONT EDUCATION**

**BY-LAWS**

**SECTION I. NAME, PURPOSES, LOCATION,  
CORPORATE SEAL AND FISCAL YEAR**

**GUIDING PRINCIPLES**

**MISSION STATEMENT:** The Belmont Education Foundation (BEF) is a community sponsored, independent, nonprofit organization dedicated to raising and allocating funds to enrich the Belmont Public Schools.

The Foundation is not a substitute for public support of education through tax dollars. Rather, the Foundation seeks those situations where relatively small amounts of money can make a significant difference in the quality of Belmont's educational programs.

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**1.1 NAME AND PURPOSES:** The name and purposes of the Foundation shall be as set forth in the Articles of Organization.

**1.2. LOCATION:** The principal office of the Foundation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Foundation. The Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

**1.3 CORPORATE SEAL:** The Directors may adopt and alter the seal of the Foundation.

**1.4 FISCAL YEAR:** The fiscal year of the Foundation shall, unless otherwise decided by the Directors, end on June 30 in each year.

**SECTION II. MEMBERS**

**2.1 MEMBERS:** Residents, former residents of Belmont, and other interested persons eighteen years of age and older, who make a donation during a fiscal year ending June 30, are the members of the Foundation for that year. Any who donate in advance of the annual meeting and during the fiscal year of the annual meeting are eligible to attend the annual meeting and elect the Board of Directors.

**2.2 POWERS AND DUTIES:** The incorporators at their initial meeting and thereafter the members annually at the annual meeting shall elect a slate to fill vacant Director positions. Nominations will be presented by the Nominating Committee and nominations will be taken from the floor. Members in attendance constitute a quorum. Each member may cast a ballot for the vacant Director positions but a member may not cast more than one vote per ballot. The nominees receiving the largest numbers of votes shall be elected. In the event of a tie or ties, unfilled positions shall be filled by the members continuing to cast a ballot for each remaining vacant position. Where the number of directors nominated and the number of openings are the same, the Directors may be elected by unanimous oral vote. Contested votes will be taken by casting written secret ballots or in such other manner as may be determined by the President or other officer responsible for conducting the meeting.

### SECTION III. DIRECTORS

- 3.1 DIRECTORS:** There will be twenty-seven Directors, each serving a three year term.
- 3.2 POWERS AND DUTIES:** Directors elect officers from the Board of Directors following the annual meeting in May. Directors consider and act on proposals for policies and disbursements at regular and special meetings.
- The affairs of the Foundation shall be managed by the Directors who shall have and may exercise all the powers of the Foundation, except those powers reserved to the members by law, the Articles of Organization or these Bylaws.
- 3.3 TENURE:** A Director shall hold office until the next meeting at which the term expires and until a successor is elected and qualified, or until he/she sooner dies, resigns, is removed, suspended, or becomes disqualified. In the event that a Director dies, resigns, is removed, suspended, or becomes disqualified, or if for any other reason there are less than twenty-seven sitting Directors, the Board of Directors may appoint an individual to fill any vacant Director position, on majority vote taken at any Board meeting. That Director will serve until the next annual meeting of members and the time served from appointment until the next annual meeting of members will not be considered in the term of office under Section 3.5. Nominations to fill a vacant Director position shall be made to the Board by the Nominating Committee.
- 3.4 VACANCIES:** Upon a vacancy on the Board of Directors, the Nominating Committee will present one or more names which will be voted on by the Directors.
- 3.5 TERMS OF OFFICE:** Directors may serve no more than three consecutive three year terms.
- 3.6 SUSPENSION OR REMOVAL:** A Director may be suspended or removed with or without cause by vote of a majority of Directors then present. A Director may be removed only after reasonable notice and opportunity to be heard.
- 3.7 RESIGNATION:** A Director may resign by delivering his written resignation to the President, Treasurer or Secretary of the Foundation, to a meeting of the members or Directors or to the Foundation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.
- 3.8 MEETINGS:** Board meetings occur a minimum of three times a year. The organizational meeting of the Board follows the Annual Meeting each May. Two additional regular meetings of Directors are in the Fall and Winter at times and places designated by the Directors.
- 3.9 ANNUAL MEETING:** The annual meeting of the members shall be held during the second or third week in May each year. The only business to come before the annual meeting shall be the presentation of officers' reports and the election of Directors. The annual meeting may be held at the principal office of the Foundation or at such other place within Massachusetts as the Directors may determine. No change in the date fixed in these By-laws for the annual meeting shall be made within sixty days before the date stated herein. Notice of any change of the date fixed in these By-laws for the annual meeting shall be made by publication and posting at Belmont Public Schools at least twenty days before the new date fixed for such meeting.
- 3.10 SPECIAL MEETINGS:** Special Board meetings are called by the President, Secretary or any 10 Directors to consider and act on specific proposals which are stated in the notice of meeting.

**3.11 QUORUM ON VOTE:** At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

#### **SECTION IV. CALL AND NOTICE**

**4.1 REGULAR MEETINGS:** No call or notice shall be required for regular meetings of Directors, provided that reasonable notice (i) of the first regular meeting following the determination by the Executive Committee of the times and places for regular meetings shall be given to absent members, (ii) specifying the purpose of a regular meeting shall be given to each Director if there are to be considered at the meeting amendments to these By-Laws or removal or suspension of a Director, Officer, or committee member and (iii) shall be given as otherwise required by law, the Articles of Organization or these By-laws.

**4.2 SPECIAL MEETINGS:** Reasonable notice of the time and place of special meetings of the Directors shall be given to each Director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these By-laws or unless there is to be considered at the meeting (i) amendments to these By-laws, or (ii) removal or suspension of a Director, Officer, or committee member.

**4.3 REASONABLE AND SUFFICIENT NOTICE:** Except as otherwise expressly provided, it shall be considered sufficient notice to send Directors notice by mail at least forty-eight hours or by telefax or e-mail at least twenty-four hours before the meeting addressed to their usual or last known business or residence address or to give notice in person or by telephone at least twenty-four hours before the meeting. This definition is meant to apply only to meetings for emergency purposes. Personal preference of communication will be determined at the beginning of each year.

**4.4 WAIVER OF NOTICE:** Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him/her (or the attorney thereunto authorized) before or after the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him/her. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

**4.5 ACTION BY VOTE:** When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-laws.

**4.6 ACTION BY WRITING:** Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting. E-mail shall be considered to be a writing.

**4.7 PRESENCE THROUGH COMMUNICATIONS EQUIPMENT:** Unless otherwise provided by law or the Articles of Organization, members of the Board of Directors may participate in a meeting of such Board by means of a 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 participation by such means shall constitute presence in person at a meeting.

#### **SECTION V. OFFICERS**

**5.1 PRESIDENT:** The President is the chief executive officer of the Foundation, presides over meetings, and has supervision of the Foundation, subject to the control of the Board of Directors. He/she may sign, in the name of the Foundation, contracts or other instruments authorized either generally or specifically by the Executive Committee of the Board of Directors.

**5.2 SENIOR VICE PRESIDENT:** The Senior Vice President serves as the President in the absence or incapacity of the President and heads the Committee on Program Support.

**5.3 VICE PRESIDENT OF FUNDRAISING:** The Vice President of Fundraising presides over a committee which will oversee and direct the Foundation's fundraising activities.

**5.4 VICE PRESIDENT OF PUBLIC RELATIONS:** The Vice President of Public Relations has the responsibility of raising the level of awareness of the community at large in regard to the existence of the Foundation and its purposes. This person is responsible for overseeing any publicity which is related to a particular event or program the Foundation undertakes.

**5.5 SECRETARY:** The Secretary maintains records of all proceedings of the Foundation in a book or series of books kept for that purpose, which book or books are kept at the Main Office of the Belmont Public Schools. These books are open at all reasonable times to the inspection of any citizen of Belmont. Such book or books contain records of all meetings and the original or attested copies of the By-laws and the names and addresses of all Directors. If the Secretary is absent from any meeting a temporary secretary chosen at the meeting accomplishes the duties of the Secretary. The Secretary is responsible for sending out any required notice for all meetings. The Secretary is responsible for recording the minutes of all meetings of the Foundation and performs such other duties as may be delegated by the President.

**5.6 TREASURER:** The Treasurer provides for the custody of the funds and securities of the Foundation and keeps or causes to be kept regular books of account for the Foundation. He/she accounts to the President and the Executive Committee, whenever they may require, concerning all transactions, and concerning the financial condition of the Foundation. The Treasurer performs such other duties and possesses such other powers as are incident of the office or assigned by the President or Executive Committee.

**5.7 SCHOOL COMMITTEE REPRESENTATIVE:** The Belmont School Committee (BSC) appoints a member of the BSC to serve as an ex-officio member of the Board of Directors.

**5.8 SUPERINTENDENT OF SCHOOLS:** The Belmont Superintendent of Schools serves as an ex-officio member of the Board of Directors.

**5.9 TENURE:** An Officer shall hold office until the next meeting at which his term expires and until his successor is elected and qualified, or until he sooner dies, resigns, is removed, suspended, or becomes disqualified.

**5.10 VACANCIES AND QUALIFICATIONS:** Upon a vacancy for an officer position, the Nominating Committee will present one or more names which will be voted on by the Directors. Each officer must be a present or past member of the Board.

**5.11 TERMS OF OFFICE:** The members of the Executive Committee of the Foundation serve for two years. Re-election is permitted.

**5.12 NOMINATIONS:** The Nominating Committee is responsible to present to the Directors one or more names for each officer position. Any member may suggest a candidate to the Nominating Committee for consideration for any office open for election.

**5.13 SUSPENSION OR REMOVAL:** An Officer and/or committee member may be suspended or removed with or without cause by vote of a majority of Directors then present. An Officer and/or committee member may be removed only after reasonable notice and opportunity to be heard.

**5.14 RESIGNATION:** An Officer and/or committee member may resign by delivering his written resignation to the President, Treasurer or Secretary of the Foundation, to a meeting of the members or Directors or to the Foundation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

## SECTION VI. COMMITTEES

**6.1 COMMITTEES:** The Directors may delegate to any committee or committees any or all of their power. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-laws for the Directors. The members of any committee shall remain in office at the pleasure of the Directors.

**6.2** The Board of Directors establishes the following committees as standing committees and reserve the right to establish other committees or to disband any of the standing committees:

**6.2(a) EXECUTIVE COMMITTEE:** The Executive Committee consists of the officers of the Foundation and, may include, on an ex officio basis, the Foundation's immediate past president for the first term of the succeeding president. The Executive Committee acts for the Board of Directors. Actions taken by the Executive Committee are reported to the Board at its next regular or special meeting.

**6.2(b) NOMINATING COMMITTEE:** The Nominating Committee shall consist of a chair and at least four members, who shall be elected at the organizational meeting of the Board following the annual meeting. The Nominating Committee will present for election candidates for the chair and members of the Nominating Committee to serve the following year. At least two of the members will be from outside the Board of Directors and at least two of the members and the chair from within the Board. The President shall not be eligible to serve on the Nominating Committee. Suggestions for nominations of Officers and Directors may be sent by any voting member. In the event of a vacancy during the year caused by resignation or a failure to elect a full Nominating Committee, or a determination by the Board that additional members on the Nominating Committee would be desirable, the Nominating Committee may present, for approval by the Board, a candidate to serve for the remainder of the year.

**6.2(c) FINANCE/AUDIT COMMITTEE:** The Finance/Audit Committee consists of six members appointed by the Board of Directors. At least three of the members shall not be Directors, and none of the members shall also hold the office of President, Senior Vice President or Vice President of Fundraising. The Treasurer shall chair the committee. The purpose of the Committee is to advise the Treasurer on all financial matters. The Committee shall review and make recommendations concerning the annual operating budget and budget management, recommend necessary reserve funds, review and make recommendations concerning invested Foundation funds, approve the auditors and review the annual audit report as well as advise the Treasurer and Executive Committee on other important financial issues.

**6.2(d) PROGRAM SUPPORT COMMITTEE:** The Program Support Committee consists of not less than seven nor more than fifteen members appointed by the Board of Directors, at least three of whom shall be Directors. The Senior Vice President chairs the Committee. Its purposes are to develop and administer the processes by which requests for support are received by the Committee, proper

considerations given and actions concerning awards taken. Disbursement guidelines developed by the Committee and adopted by the Board of Directors are reproduced and widely distributed.

**6.2(e) FUNDRAISING COMMITTEE:** The Fundraising Committee is responsible for the Foundation's fundraising activities. It shall consist of at least five Directors appointed by the Board of Directors, and such other members recruited by members of the Fundraising Committee, and appointed by the President, as it sees fit to accomplish its goals. One of the members shall be the Vice President of Fundraising, who will chair the Committee.

**6.2(f) PUBLIC RELATIONS COMMITTEE:** The Public Relations Committee is responsible to work with the Fundraising Committee, Program Support Committee and Board of Directors to develop information about the Foundation and its activities and establish relationships through various channels of communication in the community to ensure that the Foundation programs are well understood and supported. The Committee consists of at least three Directors appointed by the Board of Directors, and such other members recruited by members of the Committee, and appointed by the President, as it sees fit to accomplish its goals. The Vice President of Public Relations shall chair the Committee.

**6.3 QUORUM FOR COMMITTEES:** At any meeting, unless stated otherwise, a majority present will constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question. Actions may be approved by consent of a majority of sitting committee members, provided that the vote is taken in writing; e-mail constitutes a writing.

## **SECTION VII. PERSONAL LIABILITY AND INDEMNIFICATION**

**7.1** The members, Directors and Officers of the Foundation shall not be personally liable for any debt, liability or obligation of the Foundation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Foundation, may look only to the funds and property of the Foundation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Foundation.

**7.2** No Director, Officer, or committee member shall be personally liable to the Foundation or its members for monetary damages for breach of fiduciary duty, provided, however, that to the extent provided by applicable law, this provision shall not eliminate the liability of a Director, Officer, or member (i) for any breach of the duty of loyalty to the Foundation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Director, Officer or member derived an improper personal benefit. This provision shall not eliminate the liability of a Director, Officer or committee member for any act or omission occurring prior to the date upon which this provision becomes effective. No amendment to or repeal of this provision shall apply to or have any effect on the liability of any Director, Officer or committee member for or with respect to any acts or omissions occurring prior to such amendment or repeal.

## **SECTION VIII. CHANGE OF BY-LAWS**

These By-laws may be changed, amended, or repealed by a two-thirds vote of the Directors present and voting at any legal meeting of the Board of Directors, provided that in the call for the meeting notice shall be inserted giving the text of the change or amendment and, in case of a repeal, the text of the By-laws proposed for substitution.