

**BYLAWS OF PARENTS IN EDUCATION OF
FOXBOROUGH REGIONAL CHARTER SCHOOL**

Article I

NAME

The name of this organization shall be the Parents in Education of the Foxborough Regional Charter School, hereon in called PIE.

Article II

AUTHORITY

This organization is organized as a Corporation under the laws of the Commonwealth of Massachusetts.

Article III

PURPOSE

PIE has the following objectives:

1. To cultivate a strong unity between students, school, and the FRCS community.
2. To encourage parent and FRCS community participation and volunteerism in school related activities.
3. To serve as a resource for providing educational, enrichment and social programs to students at FRCS.
4. To foster communication and understanding between FRCS staff, families, students and the community it serves.
5. To organize PIE activities and events.
6. To raise funds to support the above stated activities.

PIE is not the forum for the discussion of the actions of individual school personnel, curriculum matters, students, parents, or other individual members of the school community.

Article IV

RESPONSIBILITIES

The responsibilities of PIE shall be:

1. To operate with the cooperation of the school staff and within the policies and procedures of FRCS;
2. To take matters for consideration at the request of the school administration or by members of PIE itself;
3. To be non-sectarian, non-commercial and politically non-partisan;
4. To maintain the self sufficiency of PIE programs and events through various forms of fundraising, approved by the Friends of FRCS Foundation;
5. To review and amend at least annually the Bylaws and internal operating policies and procedures;
6. To not become a policy making body or manage or direct the school administration. It is assumed, however, that through improved communication and understanding the school administration will be in a position to reflect the demonstrated needs and desires of the PIE membership; and
7. To not fund FRCS general operating budget.

Article V

MEMBERSHIP

Officer and Membership Criteria

- A parent or guardian of a child currently attending FRCS is considered a voting member; and
- Administration and staff are not eligible to be voting members, unless they are a parent of an existing student at FRCS.
- No member of FRCS Administration is eligible to hold a PIE board position.

Article VI

OFFICERS

Section 1: Titles and Responsibilities

The officers of PIE shall consist of President, First Vice President, Second Vice President, (if needed), Treasurer, Recording Secretary, and Corresponding Secretary, as elected annually by the membership. These positions can be shared by 2 people, if desired. These officers in aggregate, will be referred to as the "Board," "Board of Directors" "Directors" or "Officers" in the remainder of this document. These terms may be used interchangeably.

Section 2: Nominations and Elections

All nominations will be held at the May PIE meeting. Persons nominated for President must have served at least one term as a board member or chaired an event within the last three years before the nomination. If no one with these qualifications is nominated, the board can chose to nominate someone they feel is qualified for the position. Nominations will be closed at the end of this meeting. No other nominations will be accepted, unless there is an office in which no one has offered to run. In this case only, nominations may be opened for this (these) office(s) only. Elections will be held during the June meeting. No officer may simultaneously hold more than one Board position. However, in the event of a resignation or vacancy, a board member may be designated the interim officer.

Section 3: Special meetings

A special meeting of the Board of Directors may be called by at least two current board members. Reasonable notice must be given to each board member as to the time, place and agenda of the special meeting. Special meetings for all purposes will be treated as regular meetings with all the privileges of voting.

Section 4: Responsibilities

- o President and Vice President(s): Unless otherwise determined by the Board of Directors, the president shall be the Chief Executive Officer of the corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the

corporation. If no Chairman of the Board of Directors is elected, the President shall preside at all meetings of the Directors, except as the Directors otherwise determine. The President shall have such other duties and powers as the Directors shall determine. Any Vice President shall have such powers and shall perform such duties as the Board of Directors may, from time to time, designate. The president and vice-presidents shall oversee and report monthly on any committee for which the board determines they should be responsible.

- o Treasurer: The Treasurer shall maintain a permanent record of PIE financial reports and bank statements. The Treasurer shall have the following specific responsibilities:
 - o Maintain an accurate record of all expenditures of PIE;
 - o Receive all funds for PIE and, following proper procedure, cause these funds to be deposited in the FRCS PIE account;
 - o Be a signing officer;
 - o Provide a report of all receipts and expenditures at each monthly PIE Meeting;
 - o Have books ready for inspection/audit annually;
 - o Prepare the annual budget to be voted on by the membership each June;
 - o Serve as a voting member of PIE;
 - o Oversee and report monthly on any committees for which the board determines the treasurer should be responsible.

- o Recording Secretary: The Recording Secretary shall maintain a permanent record of all PIE meetings through meeting minutes. The Recording Secretary shall have the following specific responsibilities:
 - o Ensure that adequate and accurate minutes are maintained and distributed to the school community;
 - o Record attendance of PIE officers at all meetings;
 - o Keep an updated roster of Officers, subcommittees, chairpersons, etc.;
 - o Be responsible for overseeing the updating and maintaining of PIE's Bylaws at least annually;
 - o Maintain a record of the officers terms and expiration dates;
 - o Serve as a voting member of PIE; and

- o Oversee and report monthly on any committees for which the board determines the recording secretary should be responsible.
- o Corresponding Secretary: The Corresponding Secretary shall maintain a permanent record of all PIE correspondence and press releases. The Corresponding Secretary shall have the following specific responsibilities:
 - o Be responsible for press releases and marketing materials;
 - o Prepare and distribute correspondence;
 - o Serve as a voting member of PIE;
 - o Oversee and report monthly on any committees for which the board determines the corresponding secretary should be responsible.
- o Clerk: The Clerk shall record and maintain records of all proceedings of the Directors in a book or books kept for that purpose and shall have custody of the seal of the Corporation. If the Clerk is absent from any meeting of Directors, a Temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting. The role of clerk shall be fulfilled by the recording secretary unless otherwise indicated by the Board of Directors.
- o Other Powers and Duties: Each Executive Officer shall, subject to these Bylaws, have, in addition to the duties and powers specifically set forth in these Bylaws, such duties and powers as are customarily incident to his/her office, and such duties and powers as the Board of Directors may, from time to time, designate.
- o Other Officers: Other Officers shall have such duties and powers as may be designated from time to time by the Directors.

Section 7: Resignations

Any officer may resign by delivering his/her written resignation to the Recording Secretary. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance hereof shall not be necessary to make it effective.

Section 8: Suspension or Removal

An officer may be suspended or removed with or without cause by vote of a majority of officers then in office at any special meeting called for such purpose or at any regular monthly meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

Section 9: Attendance

Any officer who misses three (3) consecutive monthly meetings of PIE shall be removed unless reasonable excuse is provided.

Section 10: Filling Vacancies

In case of a vacancy created by a resignation or termination of an elected officer of PIE, other than President or First Vice President, elections shall be held at the next monthly meeting. The officer shall be elected by ballot by a majority vote of the membership to serve the remainder of the term of the vacated office. If a vacancy in the office of President occurs, the First Vice President will then act as President for the remainder of that term. If a vacancy in the office of First Vice President occurs, the Second Vice President will act as First Vice President for the remainder of that term.

Article VII

COMPENSATION

SECTION 1: Directors and Officers.

No Director or Officer shall receive pecuniary compensation for serving as such. Directors and Officers may be reimbursed for reasonable expenses incurred in connection with the affairs of the Corporation.

SECTION 2: Employees.

Employees and other agents shall receive such compensation as the Board of Directors may determine. The Board may delegate the power to fix the salary or other compensation of any employee or agent not appointed by resolution of the Board of Directors.

Article VIII

Committees

Section 1: Establishing Committees: The Officers of PIE may from time to time establish standing or special subcommittees for any purpose deemed desirable, and assign to a standing or special subcommittee any appropriate subject for study. Each subcommittee chairperson shall remain in office at the pleasure of the Officers of PIE. In order to maintain communication, each subcommittee will be assigned to an elected officer.

Article IX

INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a trustee, Director or Officer of the corporation or of any of its subsidiaries, or who at the request of the corporation may serve or at any time has served as a trustee, Director or Officer of, or in a similar capacity with, another organization or an employee benefit plan, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the corporation, or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or, to the extent such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the corporation of expenses incurred in defending a

civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation if such person acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests, in such subsidiary or organization to whom he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a Director of the corporation approves the payment of indemnification, such Director shall be wholly protected, if:

- (i) The payment has been approved or ratified (1) by a majority vote of a quorum of the Directors consisting of persons who are not at that time parties to the proceeding, or (2) by a majority vote of a committee of one or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection Directors who are parties may participate); or
- (ii) The action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the Directors or in the manner specified in clauses (1) or (2) of subparagraph (i); or
- (iii) The payment is approved by a court of competent jurisdiction; or
- (iv) The Directors have otherwise acted in accordance with the applicable legal standard of conduct.

Any indemnification or advance of expenses under this section shall be paid promptly, and in any event within thirty days, after the receipt by the corporation of a

written request therefor from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such thirty day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

The right of indemnification under this section shall be contact right inuring to the benefit of the Directors, Officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this section shall adversely affect any right of such Director, Officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a Director, Officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the trustees, Directors, Officers and other persons associated with constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such Director, Officer or other persons may be entitled. Nothing contained in this section shall affect any rights to indemnification to which corporation employees or agents, other than Directors, Officers and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise by law.

ARTICLE X

SEAL AND FISCAL YEAR

SECTION 1. Seal.

The corporation shall have a seal in such form to be decided, from time to time, by the Board of Directors.

SECTION 2. Fiscal Year.

The fiscal year of the Corporation shall coincide with the calendar year.

Article XI

Meetings

Section 1: Meetings:

- o Regular meetings of the PIE shall be held monthly. Additional meetings may be called. Calendar dates will be set prior to start of the new school year.
- o Meetings will be aligned with FRCS Calendar so as not to conflict with building and organization meetings to the greatest degree possible.
- o Special meetings of the membership may be held at any time. Special meetings of the membership may be called by at least two current officers of PIE. Reasonable notice of the time and place of the special meeting shall be given to the members. Special meetings for all purposes will be treated as regular meetings with all the privileges of voting.

Section 2: Structure of Meetings:

All meetings of PIE shall be open to all interested parties. The President may recognize non-voting members and allow them to speak at the President's discretion.

Section 3: Notice of meetings:

No call or notice shall be required for regular meetings of

members and officers, provided that reasonable notice of the first regular meeting and the monthly meetings thereafter be given. Notice of cancellation of any meeting shall be made at least 24 hours in advance by the President or her/his designee except in cases of emergency.

Section 4: Quorum

A quorum shall consist of a majority of the members and officers present at a meeting. All actions require a simple majority of those present and voting to be enacted, unless otherwise stated in these Bylaws.

Section 5: Voting

- Each member and officer shall be entitled to one vote and may cast that vote on each matter submitted to PIE. Voting shall be by a show of hands unless by secret ballot at the request of any voting member. Matters guided by suggestions from parents and/or staff brought to vote, following discussion, shall adhere to the PIE purpose and mission as defined in Article III. Proxy voting and absentee ballots shall not be permitted.
- The President shall be allowed to vote but may not bring a motion to the floor.
- A vote of the members is required if any expenditure will exceed \$250. If a budgeted expenditure will not exceed \$250 then a vote by the current board officers is all that is required.

Article XII

Code of Conduct

1. PIE is not the forum for the discussion of the actions of individual school personnel, curriculum matters, students, parents, or other individual members of the school community.
2. A PIE Officer who is approached by a parent with a concern relating to an individual is in a privileged position and must treat such discussion with discretion, protecting the confidentiality of the people involved.
3. A member who accepts an officer position shall:
 - Uphold the Bylaws, policies and procedures of PIE
 - Perform her/his duties with honesty and integrity.
 - Work to ensure that the well being of students is the primary focus of all discussions.

- Respect the rights of all individuals.
- Endeavor to represent the views of PIE rather than his or her own personal views.
- Take direction from the members, ensuring that representation processes are in place.
- Encourage and support parents and students with individual concerns to act on their own behalf and provides information on the process for taking forward concerns.
- Strive to be informed and only pass on information that is reliable and correct, and
- Respect all confidential information.

Article XIII

MISCELLANEOUS PROVISIONS

SECTION 1. Execution of Instruments.

Unless otherwise determined by the Board of Directors, all deeds, leases, contracts, assignments, instruments of transfer, proxies, and other instruments, whether or not under seal, and all checks, acceptances, promissory notes, bills of exchange and other orders for the payment of money, shall be signed by the Treasurer or by the President.

SECTION 2. Governing Law.

All matters not specifically mentioned herein shall be governed and controlled by applicable laws of The Commonwealth of Massachusetts.

Article XIV

Amendment of Bylaws

These bylaws may be amended by a majority vote of the Directors present and qualified to vote at any meeting of the Directors, provided that written notice of the time and place of such meeting, and the substance of the proposed amendment, shall be mailed or emailed to each Director at their last known address or reviewed at a prior regular or special meeting at least seven (7) days in advance of such meeting.