# BY-LAWS OF KINGSTON EDUCATION FOUNDATION

**ARTICLE I**
**Name**

The name of the corporation is the KINGSTON EDUCATION FOUNDATION, inc

**ARTICLE II**
**Objective / Mission**

The Kingston Education Foundation is organized exclusively for charitable purposes under Section 501(C)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The Foundation stimulates excellence in the Kingston Elementary School System (K-6 public) by awarding grants for projects and purchases that support science and technology and by raising the profile of public education in Kingston.

**ARTICLE III**
**Offices**

Except as from time to time otherwise provided by the Board of directors, the principal office of the corporation shall be at the address of the current Clerk.

**ARTICLE IV**
**Fiscal Year**

Except as from time to time otherwise provided by the Officers of the Board, the fiscal year of the corporation shall end on the 31st day of December in each year.

**ARTICLE V**
**The Corporation**

Section 1. Membership. The membership of the corporation shall consist of those actively supportive of the foundation's purposes and goals. Individuals will be considered members after they have been nominated by an existing member and a positive majority vote by directors in attendance at a Board meeting

Section 2. Resignation. Any member of the corporation may at any time resign by written resignation addressed and delivered to the President or Clerk of the corporation.

Such resignation shall become effective as of date delivered or as otherwise stated therein.

Section 3. Removal. Any member of the corporation may be removed from membership at any time without cause by a vote of two-thirds of the Members present and voting at a duly called meeting of the Members or by a majority vote of the Officers present and voting at a Board meeting.

**ARTICLE VI**
**Meetings of the Corporations**

Section 1. Annual Meeting. The annual meeting of the Members of the Corporation shall be held on the fourth Monday in June each year or, if such a date shall be a legal holiday, on the next succeeding full business day, at such time and place, as shall be stated in the notice of the meeting, and as the President or Clerk shall determine. The purposes for which the annual meeting are to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-Laws, may be specified by the Officers or the President. If no annual meeting is held, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

Section 2. Special Meeting. Special meetings of members may be called by the President or by a majority of the Board of Directors, and shall be called by the Clerk or, in case of the death, absence, incapacity or refusal of the Clerk, by any other Director, upon written application of three or more Members.

Section 3. Place of Meetings. All meetings of members shall be held at the principal office of the corporation unless a different place is fixed by the President and stated in the notice of the meeting.

Section 4. Notice of Meetings. Public notice of all meetings of members, whether annual or special, shall be given by the person or persons entitled to call meetings under the provisions of these By-Laws, which notice shall state the purposes for which the meeting is called, and the place, day and hour of the meeting. A minimum notice of 1 week is required for posting of all annual or special meetings.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum. Less than a quorum may adjourn a meeting of the Members from time to time without further notice until a quorum is present.

Section *6*. Voting. Each member shall have an equal vote in the conduct of the *F*oundation's business at the annual or special meeting where action is required by all members. Members do not have any voting rights at regular Board meetings throughout the year.

Section 7. Action at Meeting. A majority of the Members present and entitled to vote,

on a matter except where a larger vote is required by law, by the Articles of Organization, or by these By-Laws, shall decide any matter to be voted on by the members. Any election by members shall be determined by a plurality of the votes cast by the members *present and* entitled to vote at the election. No written ballot shall be required for such election unless requested by a member present at the meeting and entitled to vote in such election.

**ARTICLE VII**
**Officers and Board of Directors**

Section 1. Enumeration. The officers of the corporation shall consist of a President, Vice President, Treasurer and Clerk / Secretary. The President is the Chairman of the Board of Directors. The Vice President, Treasurer and Clerk /Secretary are all on the Board of Directors.

Section 2. Election. The President, Vice President, Treasurer and Clerk / Secreatary shall be elected annually by the members at the first meeting of the Members or special meeting in lieu thereof.

Section 3. Tenure. Except as otherwise provided by law, the Articles of Organization and these By-Laws, the Treasurer and Clerk shall hold office until the next annual meeting of Members or special meeting in lieu thereof and until their respective successors are chosen and qualified and the President and Vice President shall hold office until the first meeting of the Board following such Members' meeting and until his or her successors are chosen and qualified.

Section 4. Resignation and Removal. Any officer may resign by delivering his or her written resignation to the corporation at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.
Officers elected by the Members may be removed from office without cause by a vote of a majority of the Members. A member of the Board of Directors may be removed by a majority of the Officers "for cause" by a majority vote. No officer shall be removed in any other manner.
"Cause" shall mean: 1)failure to reasonably and competently perform the duties of the office and/or 2) conviction of a crime. Vacancies so created may be filled by the members at a special meeting. Successors so elected shall hold office for the unexpired term subject to the provisions the these By-Laws.

Section 5. Delegation of duties. In case of the death, absence or inability to act of any officer of the corporation, the Board may delegate all or any part of the powers of such officer to any other officer.

Section 6. President and Vice President. The President shall be the chief executive officer of the corporation and shall have general supervision and control of its business. Unless otherwise provided by the directors or these By-Laws the President shall preside,

when present, at all meetings of members and of the board.
Any Vice President shall have such powers and duties as may be assigned to him or her from time to time by the President and the board of Directors.

Section 7. Treasurer. The Treasurer shall have general charge of the financial affairs of the corporation, and shall have the care and custody of all funds, securities and valuable documents of the corporation, except as the Directors may otherwise provide. The Treasurer shall be authorized to spend the *Foundation* funds for all budgeted items and up to the sum of *$50.00 for non-budgeted items* as deemed proper and necessary for the Corporations' purposes. The Treasurer shall keep or cause to be kept accurate books of account which shall at all times remain the property of the corporation and shall perform all acts incident to the office of Treasurer and shall perform such additional duties as the Directors or the President may designate.

Section 8. Clerk and Secretary. The Clerk shall keep a record of all proceedings of the Members and of the board meetings. In the absence of the Clerk from any meeting of Members or of the Board, a Temporary Clerk designated by the person presiding at the meeting shall perform the duties of the Clerk.

Section 9. Other Powers and Duties. Each officer shall, subject to these By-Laws, have, in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as the Board may from time to time designate.

Section 10. Voting. Each member of the Board of Directors shall have 1 vote at all Board meetings. Binding arbitration shall be used in the event of a voting stalemate (tie).

Section 11. Other Members of Board of Directors. The existing Board of Directors may create additional Director positions deemed necessary for general operation of the foundation. Other Directors are appointed by the sitting Board until the next election. At the next annual meeting, the new position will be filled via election of the members. The term for other directors is 1 year.

Section 12. Compensation. No members of the Board of Directors, including officers, will be compensated for time and service provided to the Foundation.

**ARTICLE VIII**
**Miscellaneous Provisions**

Section 1. Seal. The seal of the corporation, if desired, shall bear its name, the word "Massachusetts" and the year of its incorporation.

Section 2. Execution of Instruments. All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the corporation in its behalf shall be signed by the President or the Treasurer, except as the Board may generally or in particular cases otherwise determine.

Section 3. Corporate Records. The original, or attested copies of the Articles of Organization, By-Laws and records of all meetings of the Incorporators and Members shall be kept by the Historian at the residence of said Historian or such other place as the Directors may determine. Said copies and records need not all be kept in the same place.

Section 4. Articles of Organization. References in these By-Laws to the Articles of Organization shall refer to the Articles of Organization of the corporation as amended and in effect from time to time. All provisions of these By-Laws for the regulation and management of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization.

Section 5. Conflict of Interest Policy. Foundation officers do not receive compensation, but there may be a time that the Foundation will hire a consultant or other contractor. The provisions in the policy (attached) ensures that all officers and directors of the Board are aware of potential conflicts of interest.

**ARTICLE IX**
**Amendments**

A by-law may be repealed by passing a by-law to that effect. These Bylaws of the corporation may be amended by the affirmative vote of a majority of the Board members and two thirds of the membership in attendance at a meeting, provided that no vote may be taken on the proposal to amend the Bylaws unless notice was given in advance and the proposed amendment was presented to the membership at a meeting at least one week and no more than three weeks prior to the day on which a vote is to be taken on the proposed amendment.

**ARTICLE X**
**Order of Business**

Deviation from the regular order of business is obtained by a favorable vote on a motion to suspend the rules, or if there is no objection, to a request of the Presiding Officer to change the order of business. The following is the regular order of business:

1) Call to order
2) Attendance
3) Open forum
4) Reading or disposition of minutes from the prior meeting
5) Treasurer's report
6) Committee reports
7) Unfinished general business
8) Nominations and elections (when applicable)
9) New general business
10) Closing announcements
11) Executive Session (if applicable)

**ARTICLE XI**

**Motions**

Steps in handling motions:

1) Member addresses the presiding officer
2) Presiding officer recognizes the member
3) Member makes motion
4) Another member seconds the motion
5) Presiding officer states motion to the assembly
6) Members may discuss the motion if debatable
7) Discussion is terminated and presiding officer restates the motion to the assembly
8) Presiding officer takes the vote
9) Vote results are announced

## ARTICLE XII
## Executive and other Committees

The Board of Directors may meet as an Executive committee in private session for the purpose of discussing contractual issues, personal issues, or other issues related to the privacy of individuals.
The Board of Directors has the ability to appoint committees and sub-committees. The Board will appoint the chairperson(s) of said committees and sub-committees. All committees and sub-committees must report to the Board through the chairperson(s). No action may be taken by committees without the prior approval of the Board.

## ARTICLE XIII
## Dissolution of Kingston Education Foundation

The Board of Directors may dissolve the Foundation only through a majority vote open to all members at the Annual Meeting or a Special Meeting. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose.