

BYLAWS

of

JOHN D. O'BRYANT/BOSTON TECHNICAL H.S. SCHOOL ASSOCIATION

January 27, 2005

ARTICLE 1

General Provisions

Section 1.1 Name. The name of this corporation is Boston Technical HIGH/John D. O'Bryant School Association, and shall herein be referred to as "the corporation" or "the association."

Section 1.2 Offices. The principal business office of the corporation shall be, (TBD). The corporation may also have offices at such other places as the corporation may require.

Section 1.3 Fiscal Year. The fiscal year of the corporation shall begin on July 1st and end on the following June 30th of each year.

ARTICLE 2

Statement of Purposes

The corporation is organized for charitable and educational purposes, including, but not limited to preserving the mission and excellence of the Boston Technical HIGH/John D. O'Bryant School (herein referred to as "the School"), to building and maintaining relationships among its alumni and friends, to raising funds for both school and Association activities, and to serving as an effective model of a successful public school-private association partnership. The corporation may, as permitted by law,

engage in any and all activities in furtherance of these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of the Commonwealth of Massachusetts and Section 501(c)(3) of the Internal Revenue Code.

- A. Dedicate itself to the fullest extent of its resources to ensuring that John D O'Bryant High School will continue to serve Boston effectively as an all-city, college preparatory high school with a curriculum grounded primarily in academic study.
- B. Solicit funding thru emails, door to door, individual mailings, corporate solicitations to sponsor and promote activities of past graduating classes through reunions, study groups, and fundraising activities.
- C. Maintain close contact with the school itself, keeping informed of its achievements, problems, and needs.
- D. Assist the John D O'Bryant High School administration in publicizing and interpreting these achievements, problems, and needs to the larger Boston community.
- E. Take an active role in securing the financial and human resources necessary to sustain a curricular, co-curricular, and instructional program of the highest possible caliber at John D O'Bryant High School.
- F. Receive contributions in the forms of gifts, bequests, and dues to carry out its purposes and activities for the John D O'Bryant High School. Such as but not limited to: donating money for computers.
- G. Maintain up-to-date rosters of the Association membership, and keep the membership informed of activities relating to the Association and to the school.
- H. Provide scholarships.
- I. Engage in research, study, and recordation of the history of John D O'Bryant High School, its faculty, and students.

ARTICLE 3

Members

All persons who are graduates of the School or who have attended for not less than two years and whose class shall have graduated, or who have taught at the School for not less than two years, may be members of the Association. In addition, the Board of Trustees of the corporation (herein referred to as "the Board") may extend membership to persons not otherwise eligible who have provided significant support to the School or to the Association. Members shall not be deemed to be corporate members for purposes of the Articles of Organization or Bylaws of the corporation nor shall members have any voting or fiduciary rights or responsibilities of the corporation.

ARTICLE 4

Board of Trustees

Section 4.1 Authority. The business and affairs of the corporation shall be controlled and governed by the Board of Trustees, which shall have the right to exercise all powers of the corporation.

Section 4.2 Election and Composition. A slate of nominees as shall be prepared by the Board shall be elected as trustees each year by the Board at an annual or other meeting of the Board. There shall be no less than seventeen nor more than twenty-one trustees. The president of the corporation, the Head Master of the School, and the immediate past chair of the Board shall serve on the Board *ex officio* with full voting privileges and authority. The chief financial officer of the corporation shall serve *ex officio* on the Board without voting privileges or authority. All elected trustees shall be members of the Association prior to their election as trustees.

Section 4.3 Terms of Office. *Ex officio* trustees shall remain on the Board for so long as they serve in their respective capacities as president of the corporation, Head Master of the School, and/or chief financial officer of the corporation. The term of the immediate past chair of the Board, also serving in an *ex officio* capacity, shall be two years. The term of all other trustees shall be three years and shall commence at the end of the meeting at which the trustees are elected. Trustees, except *ex officio* trustees, shall serve no more than two consecutive terms, but may be eligible for re-election as trustees one year after the expiration of the second three-year term. The Board, by affirmative vote of two-thirds of the entire Board, may waive the two-term limit and nominate a trustee to additional consecutive terms under such extraordinary circumstances as it may determine.

Section 4.4 Meetings. The Board shall hold annual meetings each year and may select the time and place for annual and other meetings of the Board. Other meetings of the Board may be called by the chair or by a majority of the trustees then in office by delivering notice in writing, of the date, time, place, and purpose of such meeting, to all trustees at least seven (7) days in advance of such meeting.

Section 4.5 Quorum and Voting. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. At any meeting of the Board at which a quorum is present, a majority of those trustees present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these bylaws.

Section 4.6 Meetings by Remote Communication. One or more trustees may attend any annual, regular, special, or committee meeting of the Board through telephone, electronic, or other means of communication by which all trustees have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 4.7 Action Without a Meeting. Any action required or permitted to be taken at any Board meeting may be taken without a meeting if consent is provided in writing, setting forth the action as taken, shall be signed by all of the trustees with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the Board.

Section 4.8 Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any trustee under the Articles of Organization, these bylaws, or the laws of Massachusetts, a waiver of notice in writing signed by the trustee, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 4.9 Executive Committee. There shall be an executive committee consisting of the chair, vice chair, treasurer, clerk, president, and Head Master of the School. The executive committee shall have and may exercise the authority of the Board between meetings of the Board, to the extent permitted by law, subject to the ratification of each formal act at the subsequent meeting of the Board. The delegation of authority to the executive committee shall not operate to relieve the Board or any trustee from any responsibility imposed by law.

Section 4.10 Other Committees. The Board may create such standing and special committees as it determines to be in the best interest of the corporation. The Board shall determine the duties, powers, and composition of such committees, except that the Board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the Board at such meetings as the Board may designate a report of the actions and recommendations of such committees for consideration and approval by the Board. Any committee may be terminated at any time by the Board. Committees may include individuals who do not serve on the Board, however such individuals shall have no formal voting rights or authority on the Board or as to the corporation.

Section 4.11 Compensation. Trustees as such shall not receive any salaries for their services on the Board, but trustees shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation.

Section 4.12 Resignation. Any trustee may resign by delivering a written resignation to the corporation at its principal office or to the chair or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Section 4.13 Removal. Any trustee may be removed, with or without assignment of cause, by a vote of two-thirds of the entire Board at any meeting of the Board. No trustee shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the trustee whose removal is sought. Notwithstanding the notice provision of Section 4.4 above, written notice shall be delivered to all trustees at least fourteen (14) days in advance of a meeting at which removal is sought.

Section 4.14 Vacancies. Any vacancy occurring in the Board shall be filled by the Board. A trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4.15 Advisory and Honorary Trustees. The Board may designate certain persons or groups of persons as advisory or honorary trustees or other such title as the Board may deem appropriate. Such persons shall serve in an honorary capacity and shall have no right to notice of or to attend or vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities of the corporation. Advisory or honorary trustees shall provide advice to the Board and perform such duties as the Board from time to time may request.

ARTICLE 5

Officers

Section 5.1 Officers. The officers of the corporation shall be a chair, vice chair, treasurer, assistant treasurer, clerk, president, and Head Master of the School and such other officers as may be elected in accordance with the provisions of this Article.

Section 5.2 Election and Term. The officers of the corporation shall be elected by the Board at the annual meeting. *Ex officio* officers shall serve as officers for so long as they serve in their respective capacities as president of the corporation, chief financial officer of the corporation, and Head Master of the School. The term of all other officers shall be two years, and each officer shall hold office until a successor shall have been elected and qualified.

Section 5.3 Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board for the unexpired portion of the term.

Section 5.4 Removal. Any officer may be removed from his or her respective office, with or without assignment of cause, by a vote of a majority of the entire Board at any meeting of the Board. No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought. Notwithstanding the notice provision of Section 3.4 above, written notice shall be delivered to all trustees at least fourteen (14) days in advance of a meeting at which removal is sought.

Section 5.5 Chair. The chair shall preside at all meetings of the Board. The chair, or other proper officer or agent of the corporation authorized by the Board, may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed. The chair shall perform all duties incident to the office of chair and such other duties as may be prescribed by the Board from time to time.

Section 5.6 Vice Chair. There shall be a vice chair who shall have such powers and perform such duties as shall be designated by the Board. In the absence or disability of the chair, the vice chair shall assume all powers and perform all the duties of the chair until such time as the Board shall otherwise direct.

Section 5.7 Treasurer. The treasurer, or other proper officer or agent of the corporation authorized by the Board, shall have general oversight and responsibility for the finances of the corporation and shall perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the Board.

Section 5.8 Assistant Treasurer. The assistant treasurer shall be the chief financial officer of the corporation who shall serve on the Board *ex officio* without vote. The assistant treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, shall receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and shall deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board. The assistant treasurer shall have such other powers and perform such other duties as shall be designated by the Board. In the absence or disability of the treasurer, the assistant treasurer shall assume the powers and perform all the duties of the treasurer until such time as the Board shall otherwise direct.

Section 5.9 Clerk. The clerk shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the Board.

Section 5.10 President. The president shall be the chief executive officer of the corporation. As such, the president shall direct the affairs and manage the daily activities of the corporation and shall perform such duties as may from time to time be assigned by the Board. The president shall be selected by the Board and shall serve on the Board *ex officio* with vote.

Section 5.11 Head Master of the School. The Head Master of the School shall be an officer of the corporation and shall serve on the Board *ex officio* with vote.

ARTICLE 6

Corporate Transactions

Section 6.1 Contracts. The Board may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances.

Section 6.2 Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the chair or treasurer, or such other officer or agent of the corporation as from time to time may be determined by the Board. In the absence of such determination of the Board, such instruments shall be signed by the chair or treasurer of the corporation.

Section 6.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, brokerages, or other depositories as the Board shall select.

Section 6.4 Contributions. The Board or any authorized officer or agent may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE 7

Books and Records

The corporation shall keep at the principal office of the corporation correct and complete books and records of account; minutes of the proceedings of the Board; and a register of the names and addresses of the trustees of the corporation. All books and records of the corporation may be inspected by any trustee, or agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE 8

Restrictions on Activities

Notwithstanding any other provisions of these bylaws, no trustee, officer, employee, agent, or any other representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken by an organization exempt under section 501(c)(3) of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding section of any future tax code.

ARTICLE 9

Dissolution

In the event of dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the corporation to the extent assets of the corporation permit, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the Board shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the Commonwealth of Massachusetts.

ARTICLE 10

Conflicts of Interest

Whenever a trustee or officer has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested trustees determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE 11

Personal Liability

No officer or trustee of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or trustee notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or trustee to the extent that such liability is imposed by applicable law (i) for a breach of the trustee's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or trustee derived an improper personal benefit.

ARTICLE 12

Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, trustee, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; 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 such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of trustees who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified officers, trustees, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, trustee, or employee under this Article shall apply to such officer, trustee, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 13

Amendments to Bylaws

These bylaws may be amended or repealed by a majority vote of the entire Board.

(End of Bylaws)