

**By-Laws of  
The Friends of Lowell High School, Inc.  
Version 4.0 VOTED April 13, 2009**

**ARTICLE I NAME AND PURPOSE**

Section 1. Name

The legal name of this corporation is Friends of Lowell High School, Inc., a Massachusetts corporation organized pursuant to Chapter 180 of the Massachusetts General Laws. It may be referred to within these by-laws as the “Organization” or “FLHS”.

Section 2. Purpose

The purposes for which the Organization is formed are to develop, encourage and enhance a sense of pride and spirit at Lowell High School through support of all student activities and to recommend and to assist in the implementation of desirable new programs. FLHS also provides a forum for communication between parents and administrators of news, accomplishments and concerns about academics, clubs, athletics, events and anything else related to Lowell High.

**ARTICLE II MEMBERSHIP**

Section 1. Eligibility

Any person who is interested in the welfare of Lowell High School is eligible for membership and shall be admitted to membership upon remittance of one (1) year’s dues.

Section 2. Dues

The annual membership dues of this Organization shall be established by the Board of Directors annually and shall be payable on or before December 1 of each year. The membership year shall coincide with the academic year – July to June. To be eligible for a FLHS general scholarship, a student or his/her parent must be a member before December 1 of the student’s senior year. Should any parent desire a fee waiver due to financial difficulty, he/she should apply to the headmaster whose decision will be final.

Section 3. Sustaining Memberships

Any business organization which is interested in the welfare of the students of Lowell High School shall be eligible to be a Sustaining Member. A dues schedule for Sustaining Membership shall be established by the Board of Directors. Sustaining Members shall not be entitled to vote on any matter.

- Section 4. Honorary Membership  
The Board of Directors may, from time to time, vote to bestow honorary memberships. Such membership would be for the person's lifetime and would be for non-voting status.
- Section 5. Annual Meeting  
The annual meeting of the Members of the Organization shall be held on the second Monday of April in each year at 7:00PM. This annual meeting may be at such other time or date as the Board of Directors shall choose by March 15 of that year. The annual meeting shall be held at Lowell High School or at such other place within the Greater Lowell area as the President or the Board of Directors shall determine. Notification of any change to the date or place of the meeting must be made in writing via email or other technology to the active members. The election of directors and officers, approval of any changes to these Bylaws and the discussion of any relevant business shall occur at the annual meeting.
- Section 6. Regular Meetings  
Regular Meetings of the Members shall be held at Lowell High School on the 2<sup>nd</sup> Monday of each month at 7:30PM. In the event that the 2<sup>nd</sup> Monday falls on a holiday, said meeting shall be held on another date to be announced at the beginning of the school year. The President shall preside at all Regular Meetings of the Members and in his or her absence, the Vice-President shall preside. In the event of the absence of both the President and the Vice-President, any of the Officers or Directors may be appointed by the Directors to preside.
- Section 7. Special Meetings  
Special Meetings of the Members may be called at any time by the President, the Board of Directors, or five (5) or more Members. Whenever requested to do so by five (5) or more Members, it shall be the duty of the Clerk to call a Special Meeting of the Members, stating the place and purpose of the meeting.
- Section 8. Notice of Meetings  
A written notice of each meeting of the Members, stating the place, date and hour thereof and the purposes for which the meeting is to be held, shall be given by the Clerk or by the person calling the meeting at least ten (10) days before the meeting to all active Members. The notice of standing meetings may be issued via public notice, but Special Meetings shall require written notification by email or other technology.
- Section 9. Quorum  
The presence of twenty-five (25) Members shall constitute a quorum of any meeting of the Members. Less than a quorum shall adjourn any meeting from time to time without further notice.

- Section 10. Voting  
Each member shall have one (1) vote. For those with a “family membership”, up to two family members may vote. Voting by proxy shall not be allowed. Sustaining Members shall not have the right to vote.
- Section 11. Representation  
No member shall make any statement to the media or general public purporting to be the official position of any Committee or of the Organization without the prior approval of the President and/or the Board of Directors.
- Section 12. Cancellation of membership  
A person’s membership status in the Organization may be cancelled by a majority vote of the Board of Directors present at said meeting for the following reasons:  
a) Cause  
b) Inappropriate behavior, including but not limited to misuse of funds  
c) Misrepresentation of the Organization

### **ARTICLE III BOARD OF DIRECTORS**

- Section 1. Powers  
The business of the corporation shall be managed by a Board of Directors who may exercise all of the powers of the corporation except as otherwise provided by law, by the Articles of the Organization or by the By-Laws. The Board of Directors, as the governing body of this Organization, shall have the full responsibility for the conduct and the furtherance of the Organization’s business except for those matters specifically delegated to the President through these By-Laws or by the action taken at duly called meetings of the Members.
- Section 2. Qualifications  
All Directors must be Members in good standing of the Organization.
- Section 3. Election  
The Board of Directors shall consist of fifteen (15) persons, which includes six officers, to be elected by the Members at the Annual Meeting. Each Director shall hold office for a one (1) year term. No Director may serve more than three (3) consecutive terms or portions thereof. The elections for the Board of Directors shall be decided by a plurality of votes cast by the Members.
- Section 4. Vacancies  
Any vacancy on the Board of Directors that arises during the year shall be filled by the Board of Directors.
- Section 5. Nominations/Voting  
At the January meeting of each year, the President shall appoint a Nominating Committee consisting of a chairperson and up to three (3) other Members of the

Organization. No Member of the Nominating Committee shall be eligible to be elected an Officer for a period of six (6) months after termination of his or her service on the Nominating Committee.

The Nominating Committee shall be responsible for the nomination of fifteen (15) Directors, including six officers, for election at the next Annual Meeting. The President shall notify the Members of the organization of the names of the Members of the Nominating Committee. At the February meeting of each year, the Nominating Committee Chairperson shall provide a form by which any member of the Organization who is not delinquent in payment of dues and in good standing may submit his or her application for membership on the Board of Directors. All applications for membership on the Board of Directors shall be submitted to the Chairperson of the Nominating Committee on or before February 28 of each year. Thereafter the Nominating Committee shall nominate fifteen (15) persons to be Directors and shall submit the names of its fifteen (15) nominees to the President and the Clerk of the Organization at the March meeting of each year. In addition, the Nominating Committee shall submit the names of any applicants who were not nominated but who still wish to be listed on the ballot as a candidate for the Board of Directors or as a candidate for any office of the Organization. At the Annual Meeting, a written ballot shall be distributed to all Members of the Organization which shall contain the names of those candidates for the Board of Directors and Officers who have been nominated by the Nominating Committee and the names of those candidates who have not been nominated by the Nominating Committee, but who desire his or her name to be placed on the ballot. The word "Nominee" shall be placed after the name of each nomination of the Nominating Committee. All voting shall be done by said written ballot and the Clerk shall tally the election results at said meeting. A written ballot shall not be required if all positions are unopposed. In this instance, the Clerk shall cast the sole ballot.

Section 6. Regular Meeting

Regular Meetings of the Board of Directors shall be held quarterly at Lowell High School (or such other place as designated by the President) on the 2<sup>nd</sup> Monday in September, November, March and June at 6:30PM. In the event that the 2<sup>nd</sup> Monday falls on a holiday, said meeting shall be held on another date to be announced at the beginning of the school year. The President shall preside at all Regular Meetings of the Board of Directors and in his or her absence, the Vice-President shall preside. In the event of the absence of both the President and the Vice-President, any of the Officers may be appointed by the Directors to preside.

Section 7. Special Meetings

Special meetings of the Board of Directors may be held from time to time at Lowell High School (unless a different place is fixed by the Directors or the President and stated in the notice of the meeting) upon request by the President or upon the request of not fewer than three (3) Members of the Board of Directors. The President shall preside at all Special Meetings of the Board of Directors and

in his or her absence, the Vice-President shall preside. In the event of the absence of both the President and the Vice-President, any of the Officers may be appointed by the Directors to preside.

Section 8. Notice of Meetings

Notice of all meetings of the Board of Directors shall be given to each Director by the Clerk or in the case of the absence, incapacity or refusal of such person, by the President or one of the Directors calling the meeting. Notice shall be given to each Director by email (or such other technology) at least seven (7) days preceding the date of the meeting or by telephone within three (3) days preceding the meeting. A notice of any Regular Meeting of the Board of Directors must contain a brief synopsis of all matters to be acted on. A notice of a Special Meeting of the Board of Directors must specify the purposes of the meeting.

Section 9. Agenda

Any Member of the Organization, other than a Director, who desires to be heard at any regular meeting of the Board of Directors or who desires any matter to be considered by the Board of Directors at any regular meeting, must contact the President or the Clerk of the Organization and inform them as to the matter or matters on which said Member wishes to be heard or wishes the Board of Directors to consider prior to the start of said meeting. No person, other than a Member of the Board of Directors, may address any regular meeting of the Board of Directors unless the procedure stated in the preceding sentence has been fully complied with. The Board of Directors may in particular instance waive this particular requirement.

Section 10. Quorum

The presence of nine (9) Directors shall constitute a quorum at any meeting of the Board of Directors. Less than a quorum may adjourn any meeting from time to time without further notice.

Section 11. Voting

Each Director shall have one (1) vote. Voting by proxy shall not be allowed. All matters shall be decided by a majority of the votes cast.

Section 12. Removal

If a Director is absent from two (2) Regular Meetings of the Board of Directors during any twelve (12) month period said Director may be deemed to have forfeited his or her seat. The Board of Directors may remove any Director by vote of two-thirds of the Directors present at said meeting, provided that a Director may be removed only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon. Reasons for removal include, but are not limited to, the following:

- a) Cause
- b) Inappropriate behavior, including but not limited to misuse of funds
- c) Misrepresentation of the Organization

- d) Lack of attendance: if such person misses 2 consecutive meetings, except for reasonable circumstances.

Section 13. Committees

The Directors may, by vote of the majority of the Directors in attendance, establish such Committees as are, in the opinion of the Board of Directors, necessary and/or appropriate for the furtherance of the corporate purposes.

Section 14. Representation

No Director shall make any statement to the media or general public purporting to be the official position of the Board, any Committee or of the Organization without the prior approval of the President and/or a majority of the Board of Directors.

## **ARTICLE IV OFFICERS**

Section 1. Designation

The Officers of the Organization shall consist of a President, a Vice President, a Treasurer, an Assistant Treasurer, a Clerk, an Assistant Clerk, and other such Officers as the Directors may from time to time determine. The Officers together shall form an Executive Committee of the Organization, which can make decisions if convening a Board of Directors meeting is infeasible for the matter at hand; a quorum of four is required for any Executive Committee decision. Any decision voted by the Executive Committee needs to be ratified at the subsequent Board of Directors meeting.

Section 2. Election

All Officers shall be elected annually by the Members at the Annual Meeting. Each Officer shall hold office for a term of one (1) year. No Officer may serve in the same office for more than two (2) consecutive years. In the event that the Nominating Committee finds an inadequate number of people interested in filling vacancies on the Board of Directors or in holding Officer positions, the Committee, with the approval of a majority of the Members casting a vote, shall be allowed to suspend the term limit for the position(s) affected, extending an incumbent's term for one additional year.

Section 3. Qualification

Each Officer must also be a Director and a Member in good standing of the Organization.

Section 4. Vacancies

Vacancies in any office shall be filled for the unexpired term by the Board of Directors.

Section 5. Removal

The Directors may remove any Officer for the following reasons

by a vote of two-thirds of the Directors present at said meeting, provided that an Officer may be removed only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

- a) Cause
- b) Inappropriate behavior, including but not limited to misuse of funds
- c) Misrepresentation of the Organization
- d) Lack of attendance: if such person misses 2 consecutive meetings, except for reasonable circumstances.

Section 6. President

The President shall be the Chief Executive Officer of the organization and shall, subject to the direction of the Board of Directors, have general supervision and control of its business. The president shall preside at all meetings of the Members and at all meetings of the Directors. The President shall sign all contracts and agreements on behalf of the Organization after the same have first been approved by the Board of Directors. The President shall also serve as an ex officio member of all Committees. The President shall also serve as a signatory on all checks, deposits and financial accounts. The President must be bonded.

Section 7. Vice-President

The Vice-President shall have such powers as the Directors may from time to time designate. In addition, the Vice-President, in the absence of the President, shall preside at all meetings of the Board of Directors and at all meetings of the Members. The Vice-President shall also maintain adherence to Roberts Rules of Order at all meetings of the Board of Directors and meetings of the Members. The Vice-President shall chair the FLHS Scholarship Committee unless disqualified due to family relationships.

Section 8. Treasurer

The Treasurer shall be the Chief Financial Officer of the Organization. He or she, subject to the Direction of the Board of Directors, shall have general charge of the financial affairs of the Organization. He or she shall have custody of all funds and valuable documents of the Organization except as the Directors may otherwise provide. He or she may endorse for deposit or collection all checks, notes, etc. payable to the Organization or its Order. He or she shall cause to be kept accurate accounts of all of the Organization's financial transactions. The Treasurer shall sign all checks and drafts for the disbursements of funds of the Organization provided said disbursements have first been approved by the appropriate committee. He or she shall be responsible for the preparation and filing as required by law of such returns and financial reports of all accounts of the Organization. The Treasurer shall maintain a general account and such other bank accounts as may from time to time be approved by the Board of Directors. The accounts may be invested at the discretion of the the Finance Committee relying on the advice and discretion of an investment professional. Funds from the scholarship account may never be transferred to any other account of the

Organization. The Treasurer shall also file an annual written report at the Annual Meeting of the Members and provide reports at such other times as requested by the Board of Directors. The Treasurer must be bonded.

Section 9. Assistant Treasurer

The Assistant Treasurer shall have such powers as the Directors may from time to time designate. The Assistant Treasurer shall serve as a signatory on all checks, deposits and financial accounts. He or she shall compile the Annual Report of the Organization. He or she shall maintain an accurate list of contact information for the chairperson of each committee. The Assistant Treasurer must be bonded.

Section 10. Clerk

The Clerk shall act as a Correspondence Secretary for the Organization. The Clerk shall also be responsible for keeping records of the Minutes of the meetings of the Members and Directors.

Section 11. Assistant Clerk

The Assistant Clerk shall be responsible for sending out notices of all annual, regular, and special meetings of the Members and of the Board of Directors, and shall also keep a record containing the names and addresses of every Member of the Organization. The Assistant Clerk shall also be responsible for keeping records of the Minutes of the meetings of the Members and Directors in the absence of the Clerk.

Section 12. Indemnification

Each person now or hereinafter a Director or an Officer of this corporation shall be indemnified by this corporation against all expenses and losses reasonably incurred or suffered by him or her in connection with any claim, action, suit, or proceedings, civil or criminal, actual or threatened, to which he or she may be made party by reason of his or her being or having been such a Director or Officer as aforesaid, or by reason of his or her alleged acts or omissions as such Director or Officer, except with respect to any matter as to which he or she shall have been 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, provided, however, that the corporation may compromise and settle any such claim, action, suit, or proceeding and pay such expenses and losses, if such settlement and payment appear to be for the best interest of the corporation in the judgment of a majority of the disinterested members of the Board of Directors, whose judgment on the matter shall be final.

## **ARTICLE V COMMITTEES**

Section 1. Governance Committees

The Organization shall have the following Governance Committees whose purpose is to ensure the effective operation of the Organization. They shall be



constituted in June of each year and their members shall serve for a term of one (1) year. In addition to the committees described below, governance committees may be from time to time, established by vote of the Board of Directors. Each Governance Committee shall consist of no less than three (3) members, at least one of whom must be a Director. The Chairperson and members of each Governance Committee shall be appointed by the Board of Directors. No member shall serve on the same governance committee for more than three consecutive years. At least one member of each governance committee should attend the monthly meetings of the Organization to ensure that communication and coordination across committees occurs. Minutes should be kept of each meeting and filed with the Clerk.

Section 1A. Finance Committee

The primary objective of the Finance Committee shall be to prepare and submit to the Board of Directors annually, no later than September of each fiscal year, a budget for the operating fund of the Organization. Each Budget shall include a description of all projected income and all projected expenditures. The Finance Committee shall make such recommendations to the Board of Directors concerning financial matters affecting the Organization as may be from time to time necessary or appropriate. The Finance Committee shall furnish such reports to the Board of Directors as may be from time to time requested by the Board of Directors. The Finance Committee shall oversee the invested funds of the Organization, setting and monitoring an investment policy using professional advice from a reputable advisor. The Finance Committee shall submit to the Board of Directors a written report of its activities for said year. The Finance Committee shall consist of five members including the Treasurer, Assistant Treasurer and President who serve in an ex officio capacity with voting rights. Members of the Finance Committee should have some professional or educational background in finance. The Finance Committee should meet no less than quarterly.

Section 1B. Audit Committee

The primary objective of the Audit Committee shall be to inspect and examine all of the Organization's financial books and records on a regular basis, but no less than an annual basis. It shall also have the power, subject to approval by the Board of Directors, to engage qualified accountants as may, from time to time, be necessary or appropriate. The Audit Committee should review the findings of anyone inspecting the financial records and ensure that action is taken to ensure the successful operation of the Organization. The Audit Committee should be composed of at least two people who shall submit to the Board of Directors a written report of its activities for said year. Members of the Audit Committee should have some professional or educational background in finance and may not include anyone who has check signing authority for the organization or

their family members. The Audit Committee should meet no less than annually and report to the Board of Directors after the audit is complete.

Section 1C. Membership Committee

The primary objective of the Membership Committee is to encourage people to join the Organization. This will be done by talking to parents or community groups, making presentations at parent orientations, updating and distributing marketing materials and identifying other ways to reach potential members. This committee may enlist the assistance of other members as appropriate to represent the Organization in this outreach effort. This committee shall be appointed in June and should have at least 3 members.

Section 1D. Scholarship Committee

The primary objective of the Scholarship Committee is to choose the recipients of the FLHS General Scholarships. This committee should have at least 3 members, none of whom may have a relative (sibling, child, niece or nephew) who is a senior. The Scholarship Committee shall meet no less than annually. Scholarship awards will be decided by a majority vote of the committee.

Section 1E. Nominating Committee

The primary objective of the Nominating Committee is to nominate members who are qualified and interested in serving as a director or an officer. Members of the Nominating Committee may not be elected to serve as an officer in any year in which they serve on this committee. This committee shall meet no less than annually.

Section 2. Extracurricular Committees

Extracurricular Committees shall represent the various extracurricular activities of the students of Lowell High School. Additions and/or deletions to the Extracurricular Committees may be proposed by any member, subject to approval by a majority vote of the Board of Directors at the September meeting. The primary objective of these committees is to raise funds to support the activities, subject to MIAA or other supervisory constraints, and provide scholarships to participants who meet its designated eligibility criteria. At least one member of each extracurricular committee should attend the monthly meetings of the Organization to ensure that communication and coordination across committees occurs. These committees meet as necessary to accomplish their business.

Section 3. Advisory Committees

The primary objective of the Advisory Committees is to work with the school staff on issues of concern to ensure that members have input to the operation of the school. At least one member of each advisory committee should attend the monthly meetings of the Organization to ensure that communication and

coordination across committees occurs. These committees shall meet no less than quarterly.

Section 4. Special Purpose Committees

Special Purpose Committees shall be convened upon approval by the Board of Directors to accomplish specific short-term tasks or projects for the Organization.

Section 5. Removal from Committees

Any chairperson or member of any committee can be removed by majority vote of the Board of Directors present at said meeting for the following reasons:

- a) Cause
- b) Inappropriate behavior, including but not limited to misuse of funds
- c) Misrepresentation of the Organization
- d) Lack of attendance: if such person misses 2 consecutive meetings, except for reasonable circumstances.

## **ARTICLE VI MISCELLANEOUS**

Section 1. Fiscal Year

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Organization shall be twelve months ending the 30<sup>th</sup> day of June.

Section 2. Seal

The seal of the Organization, shall be subject to alteration by Board of Directors, bear its name, the word "Massachusetts" and the year of its incorporation.

Section 3. Procedure

Roberts Rule of Order Newly Revised (latest edition) shall be the parliamentary authority for all matters of procedure, not specifically covered by law, these By-Laws, or the Articles of Incorporation.

Section 4. Amendments

These By-Laws may be amended at any annual or special meeting of the Members of the Organization duly called and held for that purpose by a two-thirds (2/3) vote of the Members present and voting, provided notice of the proposed change is given in the notice of the meeting.

Section 5. 80-20 Rule

All funds raised by any committee shall be promptly delivered to the Treasurer or Assistant Treasurer. At least eighty percent (80%) of the net funds raised by the Committee shall be credited to said Committee's account by the Treasurer. Provided said Committee has a credit balance, the Committee can expend said credit balance without approval by the Board of Directors in the following manner: A voucher, in a form approved by the Treasurer, shall be signed by the Chairperson of the Committee, Upon submission to the Treasurer of said voucher,

along with original invoice from payee, the Treasurer shall disburse the funds to the payee named in the voucher within 3 weeks of submission. The remaining 20% of the net funds raised shall be credited to the FLHS Operating account.

Section 6. Bylaws Review

These Bylaws should be reviewed at least every five years to ensure that provisions are relevant and meaningful to the Organization and its Members.

Section 7. Scholarship Naming

One-time contributions of \$750 (or the amount equivalent to that of the General Scholarships) will constitute a one-year named scholarship. Any ongoing annual contribution of the given amount of the scholarship will retain that named scholarship for each year the donation is received. A one-time donation to be given out over a number of years should comply with the Scholarship Endowment Policy. The Board of Directors must vote to accept such donations.