

THE ENGLISH HIGH SCHOOL ASSOCIATION OF BOSTON
Founded 1854 – Incorporated 1891

CORPORATE BYLAWS
Amended and Restated on May 16, 2018

ARTICLE I

NAME AND PRINCIPAL OFFICE

Name. The legal name of the corporation shall be “The English High School Association of Boston,” hereinafter referred to as the “Association” or the “corporation.”

Location. The principal office of the Association shall be located at 144 McBride Street, Jamaica Plain, Massachusetts 02130. The directors may change the location of the principal office in The Commonwealth of Massachusetts, provided that no such change shall be effective until a certificate of change or an annual report is filed with the Secretary of State of The Commonwealth of Massachusetts specifying the street address of the new principal office of the Corporation in The Commonwealth of Massachusetts. The Directors may establish other offices and places of business in The Commonwealth of Massachusetts or elsewhere.

ARTICLE II

PURPOSE

The purpose of this Association shall be exclusively charitable and educational, and shall be as stated in the Articles of Organization, as they may be amended from time to time, namely to promote the usefulness and prosperity of The English High School of Boston. In carrying out such purpose, the Association’s activities shall include the promotion and encouragement of public interest in and study of the history of The English High School – America’s Oldest Public High School; the preservation of the integrity, traditions, and spirit of The English High School of Boston; and assistance in the advancement of all students and graduates of the school. No part of the earnings or profits of the Association shall inure to the benefit of any of its members, officers, or other private individuals, except that it is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable and educational purposes as herein set forth.

The Board of Directors is committed to diversity and shall strive to grow its Board from Alumni to encompass differences in ethnicity, gender, language, age, sexual orientation, religion, socio-economic status, thinking styles, experience and education. The

Association is dedicated to fostering a diverse culture to promote innovation, creativity, flexibility, productivity and competitiveness in furthering our object and purpose.

ARTICLE III

MEMBERS

All faculty, past and present, all past pupils of The English High School, and members of its senior class may become Life Members of this Association upon a donation of: a) one dollar (\$1) for the senior class and alumni who are no more than two (2) years removed from graduation; and b) ten dollars (\$10) for all other alumni and faculty of The English High School or on such other terms as may be unanimously approved by the Board of Directors. All past members who have already paid a lifetime membership are grandfathered Life Members of the Association. The members of the Board of Directors and Alumni Committee must be Life Members of the Association and demonstrate a committed interest in the purpose of the Association.

Life Members shall not be members of the corporation within the meaning of Massachusetts General Laws Chapter 180, as it may be amended or replaced, and, except as set forth in these Bylaws or as the Directors may otherwise determine, shall have no right to notice of or vote on any Association matters, nor any other rights, benefits, or responsibilities in connection with the Association.

It is suggested that all Directors contribute no less than \$500 on an annual basis to the Association's Annual Fund, English High School, or the Association's endowment fund.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Responsibilities and Duties of Members of the Board of Directors

The Association relies on the leadership of the Board of Directors to ensure that it is faithfully carrying out the Association's charitable purposes without extravagance or waste and in a manner that is most beneficial to the community.

The general administrative function of the Association shall be vested in the Board of Directors, which shall have and may exercise all the powers of the Association under law, the Articles of Organization, and these Bylaws.

Section 2: Composition of the Board

There shall be a Board of Directors consisting of not less than six (6) and not more than fifteen (15) members (the "Directors"). There shall be no more than two (2) Directors from the same graduating class.

Each Director shall hold office for a period of three (3) years or until his or her successor is chosen and qualified or until he or she dies, resigns, is removed or becomes disqualified. Directors may be re-elected to an unlimited number of successive terms. The Directors may fill any vacancy on the Board, including vacancy resulting from enlargement of the Board, for a term ending at the next annual Association meeting. The Board of Directors may exercise all the powers of the corporation notwithstanding any vacancies in their number.

Section 3: Board of Directors' Duties

The Board of Directors and its members have two primary duties: 1) **the duty of care**, and 2) **the duty of loyalty**. This requires members of the Board to act in good faith and in the best interest of the Association.

Members of the Board of Directors must act to be aware of and informed about every major action the Association takes. They should regularly attend Board meetings and meetings of committees on which they serve. If a Director cannot attend Board meetings in person, he or she may arrange to be included remotely by telephone. Each Director shall ensure he or she receives and carefully reviews materials in order to be prepared to discuss and vote on matters, and shall use his or her own judgment rather than take the word of the president or fellow Board members.

Members of the Board of Directors shall ensure that the process of reviewing and selecting officers and directors assures diversity of viewpoints, rotation of officers and directors, active and informed participation, and officers and Directors with an interest in the Association's object and purpose.

Members of the Board of Directors must actively participate in selecting, evaluating, and determining compensation of any consultant or vendor providing services to the Association.

Members of the Board of Directors must ensure that the Association is financially accountable, is safeguarding its property and assets, has mechanisms in place to keep the Association financially sound, operates in a fiscally prudent manner, and is properly complying with restrictions on donations imposed by donors.

In addition to the above internal duties, members of the Board of Directors are expected to embrace certain external duties that will strengthen the affinity for the Association and its work. Such duties include liaison with stakeholders, media and professional networking, fundraising, and serving as an advocate of The English High School.

- a.) Action at Meetings. Except as otherwise required by law, by the Articles of Organization, or by these Bylaws, a majority of the Directors then in office shall

constitute a quorum, but a lesser number may, without further notice, adjourn the meeting at any time. At any meeting of Directors at which a quorum is present, the concurring vote of a majority of those directors present shall decide any matters unless the Articles of Organization, these Bylaws or any applicable law requires a different vote. Directors may participate in a meeting of Directors 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. Voting by proxy shall not be permitted.

- b.) Action by Written Consent. Any action by the Directors or any Committee may be taken without a meeting if a written consent thereto is signed by all the Directors or all the members of the applicable Committee, and filed with the records of the meetings of the Directors. Any such written consent shall be treated for all purposes as a vote at a meeting. Written consent may be given in the form of an e-mail from the Director.

Section 4: Board of Directors Meetings

a.) Annual Meeting. The annual meeting of the Board of Directors, which shall also be the annual meeting of the Association, shall be held in May at The English High School for the purpose of, among any other matters, electing new Directors and officers as necessary. If such annual meeting is omitted in the month herein provided therefore, a special meeting may be held in place thereof, and at such other date, time and location as the Board of Directors shall determine, except that such date shall not be a legal holiday. Any business transacted or elections held at such meeting shall have the same force and effect as if transacted or held at the annual meeting. Notice of the annual meeting setting forth the date, time and location of any such meeting shall be transmitted electronically to all Directors and the Alumni Committee and posted to the Association website at www.englishhs.org not less than fourteen (14) days prior to the date of the annual meeting.

b.) Regular Meetings. Regular meetings of the Board of Directors may be held without call at such places and times as the Board of Directors may from time to time determine. The Board shall strive to establish a yearly meeting calendar, which shall be posted to the Association website at www.englishhs.org and at The English High School of Boston. Notice of any regular meeting shall be transmitted electronically to all of the Directors not less than 48 hours prior to the date of the meeting. If there is a change to a yearly meeting calendar meeting date, the newly established date, time and place shall be transmitted electronically to all of the Directors not less than fourteen (14) days prior to said change.

c.) Special Meetings. Special meetings of the Board of Directors may be held at any time and place when directed by the president or by a majority of the Directors. Notice of a special meeting setting forth the time and place of any such meeting shall be transmitted electronically to all Directors not less than fourteen (14) days prior to the date of said meeting.

d.) Upon written request to the Secretary by any Director, the notices described above shall be delivered by postal mail to such Director.

ARTICLE V

OFFICERS

The officers of the Association shall consist of a president, honorary first vice president, second vice president, treasurer, and secretary and such other officers as the Directors may determine. The officers of the Association shall be members of the Board of Directors and be elected by the majority of the Board of Directors, except that the sitting Headmaster of The English High School shall serve as the Honorary First Vice President without the need for election and shall not be a Director. The elected officers shall constitute the Executive Committee, the meetings of which the honorary first vice president may attend unless they are held in executive session.

ARTICLE VI

DUTIES OF OFFICERS

Section 1: President

The president, who must be a Director, shall be the chief executive officer, shall preside at all meetings of the Association and of the Executive Committee, and shall set the agenda of each meeting. He/she shall carry out all orders of the Board of Directors, unless otherwise determined by the Board. The Board of Directors shall elect the president with a two-thirds vote at the annual meeting. The president will have a term of two (2) years, starting at the annual meeting. No individual person shall serve more than three (3) consecutive terms as president, unless otherwise authorized by a two-thirds vote of the Board of Directors.

Section 2: Honorary First Vice President

The sitting headmaster of The English High School shall be the honorary first vice president and shall not be a Director. He/she should attend meetings of the Association, the Board of Directors, and Board committees and shall keep the Board of Directors informed of the status of: academic goals and objectives; academic performance, partnership and grant programs; school climate; extracurricular activities and sports

programs; and other events that might be of interest. During the third quarter of each calendar year he/she shall submit a statement requesting any support, including financial requests, for scholarships and/or other support to the Board of Directors for its consideration. The headmaster shall present the school's interim or final *Report on Teaching & Learning* at the Association's annual meeting.

Section 3: Second Vice President

The second vice president must be a Director and shall assume the place and duties of the president in his/her absence. In event of death, resignation, or removal from office of the president, the second vice president shall automatically become president. The Board of Directors shall elect the second vice president with a two-thirds vote at the annual meeting. The term of service is two (2) years and is concurrent with that of the president. No individual person shall serve more than three (3) consecutive terms as second vice president, unless otherwise authorized by a two-thirds vote of the Board of Directors.

Section 4: Treasurer

The treasurer must be a Director and shall receive all dues and other funds, and any evidence of indebtedness, which may come to the Association. He/she shall pay such bills as may be authorized by the Board of Directors or by the Executive Committee. All nonrecurring bills over one thousand dollars (\$1,000) shall be paid by the treasurer under authorization of least two (2) members of the Executive Committee.

The treasurer shall be a member of the Finance Committee in accordance with Article XIV hereof.

The treasurer shall render financial reports to the Executive Committee as requested and to the Board of Directors at its monthly meetings. At the annual meeting he/she shall present a report of all receipts and disbursements for the twelve (12) month period ending on December 31 of the prior calendar year. He/she shall sign all checks drawn on any operating account of the Association, and if he/she is unable to do so, the president, with approval of the Executive Committee, may sign for him/her. The treasurer shall be responsible for ensuring an annual accounting of the Association's assets and liabilities by an independent certified public accountant, which shall be appointed annually by the Board of Directors. The term of service of the treasurer shall be two (2) years and is concurrent with that of the president. No individual person shall serve more than four (4) consecutive terms as treasurer, unless otherwise authorized by a two-thirds vote of the Board of Directors.

All financial affairs of the Association shall be audited upon the expiration of the term of the treasurer by an independent certified public accountant engaged by the Executive Committee.

Section 5: Secretary

The secretary must be a Director, shall attend all meetings, and shall keep a complete roll of officers and members of the Board of Directors and a faithful record of all correspondence, proceedings and activities of the Association and of the Executive Committee. He/she shall advise new members of their election, shall notify the treasurer of the election, death, withdrawal or expulsion of directors, and shall issue to all Directors due notice of meetings in accordance with Article IV, Section 4. The term of service is two (2) years and is concurrent with that of the president. No individual person shall serve more than four (4) consecutive terms as secretary, unless otherwise authorized by a two-thirds vote of the Board of Directors.

ARTICLE VII

SELECTION OF DIRECTORS

Section 1: Directors

All persons considered for membership to the Board of Directors shall be reviewed, selected and nominated by the Governance & Nomination Committee. Ten (10) or more Life Members of the Association may recommend a person for membership to the Board of Directors by submitting a nomination to the Board of Directors at least forty-five (45) days prior to the annual meeting. The Governance & Nomination Committee must review and approve a prospective candidate at least thirty (30) days prior to the annual meeting. New Directors shall be elected to the Board by a majority vote of the Board of Directors at the annual meeting in accordance with Article IV, Section 4.

Candidate selection shall be based on membership in the Association, character, merit, community profile, strength of internal and external networks (business and/or alumni) as well as demonstrated interest in and dedication to the object and purpose of The English High School Association of Boston.

ARTICLE VIII

BOARD COMMITTEES

The following Board committees shall support the Board of Directors in governing the Association:

- Governance & Nomination Committee

- Executive Committee
- Finance Committee
- Investment Committee

The Board may also establish other committees. The Board of Directors may dissolve all committees without the need for amendment of these Bylaws. The Board of Directors shall select committee members among the Directors, and the president will select the chair of each committee. The Board may delegate to the committees, to the extent permitted by law, the Articles of Organization or these Bylaws, such powers and duties thereto as the Board of Directors may deem advisable. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee unless otherwise determined by the Board. Any committee may, subject to the approval of the Board of Directors, make further rules for the conduct of its business. However, unless otherwise provided by a vote of the Board of Directors or by rules established by the Board of Directors, the business of any committee shall be conducted as nearly as possible in the same manner as is provided in these Bylaws for the Board of Directors. The members of any committee shall remain in office at the pleasure of the Board of Directors. All committee chairs shall submit a copy of all meeting minutes to the president and secretary within fourteen (14) days following a meeting.

Governance & Nomination Committee

The Governance & Nomination Committee shall consist of the duly elected second vice president, who shall act as chairman and three other members of the Board of Directors. The second vice president shall serve on the Governance & Nomination Committee for the duration of his/her elected or appointed term. The at-large members of the Committee shall serve as follows: one shall serve a term of one (1) year; one with a term of two (2) years; and one with a term of (3) three years. Members of the Governance & Nomination Committee may serve up to three (3) consecutive terms unless otherwise authorized by a two-thirds vote of the Board of Directors.

The Governance & Nomination Committee shall be appointed by majority vote of the Board of Directors annually at the annual meeting to be held on the second Wednesday of May. The Governance & Nomination Committee shall be responsible for soliciting from the general membership of the Alumni a list of potential candidates for the Board of Directors. The Governance & Nomination Committee shall make its recommendation considering the diversity of The English High School, and make such selection(s) without regard to gender, race, or ethnic origin. The Governance & Nomination Committee shall select suitable candidates for each open office for that year and recommend, based upon a majority vote of the Governance & Nomination Committee

an approved list of candidates for the Board of Directors and officers to be filled in that year. The Governance & Nomination Committee shall provide the approved list of candidates to the Board of Directors for open offices at least thirty (30) days prior to the annual meeting.

Executive Committee

The Executive Committee shall consist of four (4) members: the president; the second vice president; the treasurer; and the secretary. The honorary first vice president may attend meetings of the Executive Committee unless such meeting is held in executive session, i.e. limited to committee members. The Executive Committee shall advise the president and the honorary first vice president as well as the Finance and Investment Committees on matters that affect The English High School of Boston and the English High School Association of Boston. The Executive Committee may act on behalf of the full Board of Directors between meetings of the Board of Directors if necessary to carry out the operations of the Association, except for such acts that are permitted by law, the Articles of Organization, or these bylaws to be taken only by the full Board of Directors.

Finance Committee

The Finance Committee shall be responsible for the management of the Association's finances as well as the accounting and financial reporting system. The Finance Committee is responsible to ensure there exists a system of internal controls to protect all of the assets of the Association. All financial reporting, including financial statements, reports and accompanying supporting documentation, and all receipts and expenditures, both operating and capital, are accounted for by a series of financial reports. The Committee ensures that all financial reporting is in compliance with the accounting and auditing standards as prescribed by the American Institute of Certified Public Accountants (AICPA). The Committee will ensure that all federal and state tax returns and required regulatory filings are executed in accordance with all laws and regulations.

The Finance Committee will work in conjunction with the independent accountant(s) that is appointed annually by the Board of Directors to ensure the year-end financial statements and its supporting documentation have been compiled. The treasurer will prepare mid-year financial statements, which he/she will present to the Board of Directors at the July Board meeting. Each member of the Board of Directors will receive an individual copy of the mid-year as well as the year-end financial statements as prepared by the independent accountant(s).

The treasurer of the Association shall be a member of the Finance Committee for his/her term of office. The Finance Committee shall consist of five (5) members of the Board of Directors, each of which shall possess qualifications relevant to the duties set

forth herein. The terms of office of the committee members shall be three (3) years. Committee members may serve any number of successive terms if so elected by the Board of Directors.

The treasurer, acting on behalf of the Finance Committee, shall receive any and all moneys, gifts, securities or other assets given to the Association. If the donor has expressed in writing an intent that such donation be held by the Association as a permanent endowment or if such donation is specifically designated by the donor for the endowment fund, the treasurer shall forward such funds to the chair of the Committee for investment as the Committee determines. The Association shall acknowledge all gifts in writing. The treasurer shall on a quarterly basis provide to the Finance Committee a detailed accounting of all gifts and disbursements. A detailed accounting of the Finance Committee shall also be provided to the Board of Directors at the monthly meeting. The annual financial report shall be made available to any Life Member of the Association upon written request to the treasurer.

Investment Committee

The Investment Committee shall be responsible for the investment and protection of the Association's endowment funds, consistent with its obligations under UPMIFA or its successor and subject to the oversight of the Board. The committee shall be responsible for the evaluation and selection of the firm that will manage the endowment funds on a day-to-day basis. The committee will establish the investment philosophy for investing the endowment funds both short- and long-term, subject to approval by the Board.

The Investment Committee shall consist of four (4) members of the Board of Directors, each of which shall possess qualifications relevant to the duties set forth herein. The terms of office of the committee members shall be three (3) years. Committee members may serve any number of successive terms if so elected by the Board of Directors. No member of the Investment Committee may have a personal investment or familial relationship or any form of a conflict of interest with the investing organization. The committee shall ensure a philosophy of investment diversity always exists within the investment portfolio.

The Investment Committee shall be responsible for monitoring the performance of any of the Association's funds and shall provide to the Board of Directors a detailed accounting of the performance of any investments to the Board of Directors semi-annually. The Investment Committee shall distribute the endowment funds allocated for use during any fiscal year in accordance with the Association's spending policy in a manner to promote the usefulness and prosperity of The English High School. The

Association may not expend any portion of the principal of the Association's endowment funds without a two-thirds vote of the Board of Directors. Any such expenditure may be made only in accordance with the Uniform Prudent Management of Institutional Funds Act ("UPMIFA"), Mass. G. L. c. 180A or its successor.

The terms and costs associated with the investing will be presented to the Investment Committee as well as the full Board of Directors at least once a year for disclosure purposes. The Committee shall make a full written report of their investment philosophy and goals as well as income at the annual meeting, which shall recite in detail, in accordance with generally accepted accounting practices, all receipts and expenditures and a full accounting of any invested funds. At such time, the committee shall also provide to the Board of Directors a projection as to projected costs associated with the administration of the Association's endowment during the following year.

The Investment Committee shall provide the Board of Directors annually with an allocation from the endowment fund, based on the budgeted priorities and needs certified by the Board of Directors, calculated in good faith in accordance with a mutually agreeable spending plan, available for expenditure by the Board of Directors in the following fiscal year, and subject to endowment fund income available for expenditure.

The Investment Committee shall cooperate with the treasurer and the accountant(s) selected by the Board of Directors in their preparation of audited financial statements described in these Bylaws.

The Investment Committee shall have full power and authority to invest and keep invested all such funds, with the power to sell, exchange, or transfer all or any part of any of the endowment funds upon such terms and conditions deemed expedient. The Committee shall have the power to execute and deliver stock assignments, powers of attorney, and proxies, after consultation with the Executive Committee. The Committee shall provide written notice of such action to the treasurer and the president of the Association, within ten (10) days of such action.

ARTICLE IX

Alumni Committee

The Alumni Committee of the Association, which is not a committee of the Board of Directors, will be comprised of up to twenty-one (21) Association Life Members who will elect a chair and vice chair bi-annually. The Alumni Committee's main purpose is to assist the Association with volunteer services such as school sports and extracurricular events, mentorship and tutoring programs, networking, affinity building, etc. as well as

serve on Association committees. The committee will help the Board of Directors develop and shape and manage Association goals and policies. A Committee member's term of service is two (2) years and is concurrent with that of the chair and vice chair. No individual may serve more than four (4) consecutive terms, unless otherwise authorized by a two-thirds vote of the Alumni Committee. Alumni Committee meetings are open to all Association Life Members, and notice of the Alumni Committee meeting setting forth the date, time and location shall be mailed or transmitted electronically to all committee members and the Board of Directors, not less than 14 (fourteen) days prior to the date of the meeting.

ARTICLE X

PERIODIC REVIEWS

Section 1: To ensure the Association operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews by the Board of Directors shall, at a minimum, include the following subjects:

- a.) Whether compensation arrangements and benefits are reasonable, comply with the Internal Revenue Service and market standards, and are the result of arm's-length bargaining; and
- b.) Whether any partnership or joint venture arrangements, and arrangements with other organizations, conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Association's charitable purposes and do not result in inurement or impermissible private benefit.
- c.) A full review of federal Form 990 in preparation for annual filing.
- d.) In conducting the periodic reviews, the Board may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI

AMENDMENTS

Except as may otherwise be required by law or the Articles of Organization of the corporation, these Bylaws may be amended by a majority vote of the Directors present and constituting a quorum at any annual, regular or special meeting of the Board of

Directors in accordance with Article IV, Section 4; provided, however, that no such alteration, amendment or repeal, or adoption of new Bylaws, shall in any way authorize or permit the corporation to be operated other than exclusively for charitable purposes or for any purpose or in any manner that would deprive it of exemption from payment of federal or state income taxes.

ARTICLE XII

RESIGNATION AND REMOVAL OF DIRECTORS

Any Director may resign by delivering a written resignation to the president or the secretary at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Director may be removed from office with or without cause by a vote of not less than two-thirds of the Directors then in office. A Director may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors.

ARTICLE XIII

SEAL

The seal of this corporation shall be inscribed with the words: *The English High School Association of Boston, Incorporated 1891.*

ARTICLE XIV

FISCAL YEAR

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Association shall end on the last day of December in each year.