

Greater Lowell Technical Parent Corporation – EIN 81-5168841

BY-LAWS

OF

GREATER LOWELL TECHNICAL PARENT CORPORATION

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ARTICLE 1. NAME AND LOCATION

The name of the organization shall be GREATER LOWELL TECHNICAL PARENT CORPORATION, registered in the Commonwealth of Massachusetts with an office located at 250 Pawtucket Blvd., Tyngsboro, Massachusetts 01879, and at such other places as shall be designated by the board of directors from time to time by resolution.

ARTICLE 2. PURPOSE

2.1 To promote open communication and understanding between parents and staff of the Greater Lowell Technical High School. Our efforts serve to enhance and maximize the education of every child while aiding them in achieving their highest potential.

The Greater Lowell Technical Parent Corporation sponsors assistance to teachers in classroom setting, holds fundraisers for supplemental educational materials and experiences, supports school and family social interaction, and provides a non-biased forum for sharing information on issues that impact our children.

It is our belief that the team effort of a parent teacher organization offers the best possible learning environment for our children.

To accept donations of money to be used in the conduct of the business of Greater Lowell Technical Parent Corporation and to do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance thereof, and to do every other act or thing incidental or appurtenant to, growing out of, or connected with the purposes, powers or objects set forth in these Articles of Organization, whether along or in conjunction with others; to possess all the rights, powers and privileges now or hereafter conferred by the laws of the Commonwealth of Massachusetts upon a not-for-profit corporation organized under the laws of the Commonwealth of Massachusetts, and in general, to carry on any of the activities and to do any of things herein set forth to the same extent and as fully as a natural person might or could do, provided that nothing herein set forth shall be construed as authorizing Greater Lowell Technical Parent Corporation to possess any purpose, object or power, or to do any act or thing forbidden by law to a not-for-profit corporation organized under the laws of the Commonwealth of Massachusetts.

2.2 Greater Lowell Technical Parent Corporation has not been formed for the making of any profit or personal financial gain. No part of the net earnings of Greater Lowell Technical Parent Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that Greater Lowell Technical Parent Corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2.1 hereof. No substantial part of the activities of Greater Lowell Technical Parent Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Greater Lowell Technical Parent Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

2.3 The organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. In the conduct of its business, Greater Lowell Technical Parent Corporation shall not discriminate on the basis of race, color, religion, national origin, sex, marital status, age, or whether a person is receiving public assistance or alimony.

2.4 Notwithstanding any other provision of these By-Laws, Greater Lowell Technical Parent Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3. MEMBERS

Greater Lowell Technical Parent Corporation shall have one class of members. Any action or vote required or permitted by M.G.L. ch. 180 to be taken by members shall be taken by action or vote of the same percentage of directors in accordance with M.G.L. ch. 180, Paragraph 3.

ARTICLE 4. BOARD OF DIRECTORS

4.1 Duties. The business and affairs of Greater Lowell Technical Parent Corporation, including the election of Officers, shall be conducted by the Board of Directors, except as otherwise stated in the by-laws.

4.2 Number. The Board of Directors may consist of eight (8) directors. The Board of Directors, by resolution, may add additional ex-officio members, who shall be entitled to participate in meetings but may not vote. The Directors, by a majority vote at any annual meeting of the Directors, may increase or decrease the number of Directors.

4.3 Term. Directors shall hold office for staggered one-year terms or until the director sooner dies, resigns or is removed. The terms for the initial directors shall be determined by the incorporator and, to permit for the staggering of terms, the incorporator may provide for terms of one, two or three years. Thereafter, directors shall be assigned terms by the board of directors upon their election so that approximately one-third of the board

stands for election each year.

The initial Directors were named in the Articles of Organization and shall hold office until the first annual meeting.

4.4 Vacancies. Vacancies occurring on the Board of Directors due to death, resignation, removal or other causes shall be filled by a majority vote of the remaining members of the Board of Directors. A director so elected shall serve the remaining term of the position filled.

4.5 Annual Election of Directors. Any director of Greater Lowell Technical Parent Corporation may nominate other candidates for the available director positions, provided that the nominees agree to serve if elected. At the conclusion of nominations, the Board of Directors shall vote for each position by secret written ballot.

4.6 Organizational Meetings of the Board. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate.

4.7 Special Meetings. Special meetings of the Board may be called by the President or by at least one-half of the directors. Written notice of any special meeting of the Board shall be mailed and sent to each director at least five (5) days prior to the meeting. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

4.8 Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any properly called meeting of the board.

4.9 Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of Greater Lowell Technical Parent Corporation who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

4.10 Emergency Action. Should action be required when it is not possible to assemble the Board of Directors in a properly called meeting or when the Executive committee explicitly cannot assume the powers of the full board, written or oral approval of the proposed action by a board majority may be obtained in a poll of the entire Board of Directors authorized by the President or majority of the Executive committee. Any action so taken shall be recorded in the minutes of the next properly called board meeting.

4.11 Compensation. No Director or officer or any member of a committee shall receive at any time any of the net earnings or profit from the operations of Greater Lowell

Technical Parent Corporation. However, this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for Greater Lowell Technical Parent Corporation. Such compensation shall be fixed by the Board of Directors from time to time.

4.12 Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of Greater Lowell Technical Parent Corporation.

4.13 Indemnification. Greater Lowell Technical Parent Corporation shall indemnify, defend and save harmless the Directors and its Officers, from and against any and all damages, liabilities, actions, suits, proceedings, claims, demands, losses, costs, expenses, recoveries and judgments of every nature and description (including reasonable attorneys' fees) brought or recovered against them that may arise in whole or in part out of or in connection with the By-Laws and Articles set forth herein, or out of any act or omission by the Greater Lowell Technical Parent Corporation.

4.14 Removal. A director may be removed from office at any time for cause, including lack of attendance or participation, when it is reasonably believed that the best interests of Greater Lowell Technical Parent Corporation would be served by such removal, and provided that a majority vote of the remaining directors shall consent. Should any director be absent from three (3) consecutive meetings without proper notice to the executive committee, the director shall be removed from office unless a majority of the remaining directors votes otherwise. After a director is absent from two (2) consecutive meetings without proper notice, the Clerk shall notify the director of the impending removal.

4.15 Annual Meeting. A meeting in September shall be designated by the President of the Board as the Annual Meeting of Greater Lowell Technical Parent Corporation. The Annual Meeting shall be for the purpose of reporting on the condition of Greater Lowell Technical Parent Corporation, approval of the Annual Action Agenda, electing board members and officers, and conducting such other business as may properly come before the Board of Directors.

4.16 Committees. The directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise determine, the Executive Committee (if any) shall have the power to act on all matters requiring prompt action between meetings of the directors except for such matters as are specified in Section 55 of Chapter 156B. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

4.17 Ad hoc Committees. The President may establish ad hoc committees at any time. The President shall appoint the chairperson of all such committees from the membership of the Board of Directors of Greater Lowell Technical Parent Corporation with the approval of the Board of Directors. All committee appointments shall terminate upon the election of a new President, unless specifically determined otherwise at the Annual meeting. All committees shall function within the guidelines and budgets established by the Board of Directors.

4.18 Records. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of Greater Lowell Technical Parent Corporation.

ARTICLE 5. OFFICERS

5.1 Officers. The officers of Greater Lowell Technical Parent Corporation shall consist of a President, Clerk and Treasurer. Officers of Greater Lowell Technical Parent Corporation need not, but may, be members of the Board of Directors.

5.2 Executive Committee. The Executive Committee shall be composed of the officers of Greater Lowell Technical Parent Corporation, as specified herein, and the immediate past President, and shall have the full authority to undertake the duties and powers of the board except as these by-laws specifically state otherwise. All actions of the Executive Committee shall be reported to the board at its next meeting.

5.3 President. The President shall hold office for three (3) years and shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee.

5.4 Clerk. The Clerk shall hold office for two (2) years and shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of Greater Lowell Technical Parent Corporation. The Clerk shall maintain the minutes of the Board of Director's meetings and all committee meetings.

5.5 Treasurer. The Treasurer shall hold office for two (2) years and shall be responsible for conducting the financial affairs of Greater Lowell Technical Parent Corporation as directed and authorized by the Board of Directors and Executive Committee, and shall make reports of corporate finances as required, but no less than at each meeting of the Board of Directors and Executive Committee.

5.6 Immediate Past President. The immediate past president of Greater Lowell Technical Parent Corporation shall provide guidance to the President, Executive Committee and Board, as appropriate on matters continuing from his/her term as President and shall remain a member of the Board for the following year.

ARTICLE 6. FISCAL YEAR OF GREATER LOWELL TECHNICAL PARENT CORPORATION

The fiscal year of Greater Lowell Technical Parent Corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE 7. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, as revised from time to time, shall be the parliamentary procedure used at all official meetings of Greater Lowell Technical Parent Corporation and any of its designated bodies, except as otherwise set forth herein.

ARTICLE 8. AMENDMENT

These By-Laws may be amended by an affirmative vote of two-thirds (2/3) of the Board of Directors at any regular meeting or special meeting called for that purpose. The text of the proposed change shall be distributed to all Directors at least ten (10) days before the meeting.

ARTICLE 9. DISSOLUTION

Upon the dissolution of Greater Lowell Technical Parent Corporation, assets shall be distributed for one or more exempt purposes within 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ADOPTED this 6th day of February 2017.

Brian Folven, President