

BY-LAWS
of
FRIENDS OF THE AMIGOS SCHOOL, INC

Article I. Name

The name of the Corporation is: Friends of the Amigos School, Inc.

Article II. Purpose

The purpose of the Corporation is to engage in charitable and educational activities in connection with, and in support of the educational activities of the Amigos Public School of Cambridge, Massachusetts and any other public school in Cambridge. The Corporation is founded for educational purposes to provide assistance to the community of the Cambridge Public Schools' Amigos School, and to the school itself, and to advise and consult with those running that school at all levels, with respect to matters of policy and implementation, and to engage in other activities reasonably ancillary to those listed above.

Article III. No Members

The Corporation shall have no members. Any action or vote that Chapter 180 of the General Laws of the Commonwealth of Massachusetts or any other law, rule or regulation, requires or permits members to take shall be taken instead by an action or vote of the same percentage of the Directors of the Corporation.

Article IV. Board of Directors

4.1 Number and Election of Directors. The Board of Directors shall be those persons listed as Directors in the Articles of Organization, who will serve until the first Annual Meeting of the Board of Directors. A Board of no less than five (5) not more than twenty one (21) elected Directors shall be chosen by ballot at the Annual Meeting of the Corporation. Each Director shall hold office for a period of two (2) years and until his/her successor is elected and qualified, or until he/she sooner dies, resigns or is removed or disqualified, except that in the first elected Board of Directors, one-half of the members, as determined by lottery at the first Board meeting, shall serve only one (1) year.

4.2 Additional Directors. In addition to the elected Directors, the Board of Directors shall have the option to select and appoint two (2) more Directors: a representative of the Amigos School designated by the principal of the Amigos School and a representative of the Cambridge Community at large. Any person may be re-elected, without limitation, to serve successive terms as a Director.

4.3 Powers of Directors. The Board of Directors shall have control over and management of the business of the Corporation, and they are hereby vested with such management with all the powers of which the Corporation itself possesses, except such as are conferred by these By-Laws or the laws of this Commonwealth on the Directors or other Officers.

4.4 Meetings of the Board of Directors. The Annual Meeting of the Board of Directors shall be held the first Monday of May. Special Meetings of the Board of Directors shall be held whenever called by the President or Secretary or upon written request of at least one-third of the Directors. All members of the Board of Directors shall be duly notified by mail, email, or fax. Unless otherwise voted by the Board, all Meetings of the Board of Directors will be open to the parents who have a child or children enrolled in the Amigos School and conducted in English and Spanish as required by those attending the Meetings. The minutes of the Board Meetings will be made available in English and Spanish to the parents and Directors.

4.5 Voting of the Board of Directors. At any Meeting of the Board of Directors, the majority of the Directors shall constitute quorum. Voting at any Meetings at which a quorum is present shall be made by a simple majority vote of those Directors' present.

4.6 Executive Committee. The President or the Board of Directors may activate at any time the executive committee and may appoint a chairperson and members of such committee. The members of the executive committee shall serve two-year terms. The executive committee to which the powers of the Board of Directors are delegated shall consist solely of Directors.

Article V. Officers of the Corporation

5.1 The Officers of the Corporation shall be a President, Secretary/Clerk, a Treasurer, and any other Officer that the Board of Directors may from time to time designate. All Officers of the Corporation shall be elected biannually on a staggered election, ½ elected every year by the Board of Directors at the Annual Meeting of the Corporation.

5.2 The President, Secretary/Clerk, Treasurer must be Directors of the Corporation. No person may concurrently hold more than one offices of the Corporation.

5.3 Duties of the Officers. The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including, but not limited to, the powers and duties listed below, and including any powers or duties as may be vested in their respective offices by the Board of Directors or these By-laws.

(a) The President shall be the chief executive Officer of the Corporation, subject to the control of the Board of Directors, shall have general charge and supervision of the affairs of the Corporation. Except as otherwise voted by the Directors of the Corporation, the President shall preside at all meetings of the Directors at which is present.

(b) The Treasurer shall have general charge of the financial concerns of the Corporation. She(he) shall have charge and custody of and be responsible for all funds of the Corporation; shall deposit all such funds in the name of the Corporation in such depositories as may be designated by the Directors of the Corporation; shall at all reasonable times exhibit the books and accounting records to the Directors of the Corporation; shall render a statement of the condition of the finances of the Corporation at all regular Meetings of the Corporation and if called upon to do so, shall render a full financial report to the Directors of the Corporation.

(c) The Secretary/Clerk shall keep an attested copy of the Articles of Organization and of these By-laws, and of their translated copies to Spanish, with a reference on the margin of meetings of Directors in a book to be kept therefore, which book shall be kept at the principal office of the Corporation and shall be open at all reasonable times to be inspected by any Director. The Secretary/Clerk shall also keep accurate minutes of all meetings of the Corporation, and in the absence of the Secretary/Clerk, a temporary Secretary/Clerk shall be appointed to record the proceedings of such meeting(s). The minutes of all the meetings of the Corporation shall be translated to Spanish within a reasonable amount of time and kept in the same manner in the aforesaid book.

Article VI. Resignations, Removals, and Vacancies

6.1 Resignations. Any Officer of the Corporation may resign at any time by giving written notice to the President or Secretary/Clerk. Such resignation shall take effect at the time designated therein, or if no time be specified, the upon its acceptance by the Board of Directors or the Corporation.

6.2 Removals. At any meeting, the Directors may, by vote of a majority of the Directors, remove from office, any Officer, with or without cause being shown.

6.3 Vacancies. If the office of any Officer becomes vacant by reason of death, resignation, removal, disqualification or otherwise, it may be filled by vote of a majority of the Directors then remaining. An appointee thus filling a vacancy shall hold the office for its unexpired term, subject to the provisions of Section 6.2 (Removals) of this Article.

6.4 Temporary Appointments. In case of the temporary absence or disability of an Officer of the Corporation, a vote of a majority of the Officers remaining may appoint one other person to exercise of the time being, the powers and perform the duties of such Officer, and the authority of such person shall continue until revoked.

Article VII. Indemnification of Officers and Directors

The Corporation will not indemnify Officers and Directors.

Article VIII. Execution of papers. Execution of negotiable instruments.

8.1 Except as the Board of Directors may generally or in particular cases authorize or direct the execution thereof in some other manner, all deeds, leases, transfers and contracts made, accepted or endorsed by the Corporation shall be signed by the President or the Treasurer.

8.2 All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money shall, unless otherwise directed by the Directors of the Corporation or unless otherwise required by law, be signed by any two of the following: President, Treasurer, Secretary/Clerk.

Article IX. Corporate Seal

The seal of the Corporation shall, subject to alteration by the voting of the Board of Directors of the Corporation, consist of a flat-faced circular die with the words, "Massachusetts" and "Corporate Seal", together with name of the Corporation: "Friends of the Amigos School, Inc." and the year of its organization, cut engraved thereon.

Article X. Prohibition Regarding the use of Funds and Distribution of Assets on Dissolution.

No part of the net earnings or receipts of the Corporation shall inure to the benefit of any Director or Officer of the Corporation or any private individual, provided that this shall not prevent the payment to any person of such reasonable compensation for services actually rendered to or for the Corporation affecting one or more of its purposes. No Director, or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Directors, by vote of a majority, upon determining that the affairs of the Corporation should be closed, may authorize a petition for the dissolution of the Corporation to be filed in the Supreme Judicial Court of the Commonwealth of Massachusetts setting forth in substance the grounds of the application for dissolution and requesting the Court to authorize the administration of its funds for such similar public charitable purposes as the Court may determine. In the event that a voluntary dissolution without court supervision shall be authorized hereafter by law, all members of the Board of Directors of the Corporation shall be deemed to have expressly consented and agreed at upon such dissolution or winding up of the affairs of the Corporation, that assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to such benevolent, educational, or scientific institutions or organizations in Cambridge, Massachusetts upon such terms and in such amounts and proportions as the Directors of the Corporation may impose and determine,

to be used by such institutions or organizations receiving the same for such similar or kindred purposes as are set forth in the Articles of Organization of the Corporation and any and all amendments thereto.

Article XI. Fiscal Year

Except as from time to time otherwise provided by the voting Directors of the Corporation, the fiscal year of the Corporation shall be the twelve months, ending the last day of June, and starting the first day of July, in each year.

Article XII. Amendments

These By-laws, except so far as they embody requirements of the law or provisions of the Articles of Organization, may be altered, amended or repealed at any Annual or Special Meeting of the Board of Directors by a vote of a majority at said Meeting, provided notice of the Meeting specifies the subject matter of the proposed alteration, amendment, or repeal of the Articles of these By-laws to be affected thereby.

Article XIII. Compensation

The Officers and Directors shall not receive compensation for their services to the Corporation, but may be reimbursed, if approved in advance by the Board of Directors, for reasonable expenses incurred in the performance of their duties. Compensation for Officers and Directors will be contingent on available funds. Consultants will also be remunerated based on the availability of funds and the decision of the Board of Directors for services which need to be provided.

Article XIV. Custodian and Agents

The Board of Directors shall have power in its discretion, from time to time, (a) to employ a bank or trust company or brokerage firm as custodian of any funds or securities of the Corporation and to delegate to such custodian such powers as it may deem appropriate, including the power to make payments from and execute checks drawn on the funds of the Corporation; (b) to employ clerks, accountants, legal counsel, investment counsel and any special services and to delegate the power to make investment changes on a discretionary basis; and (c) to pay compensation for any expenses of all such services in addition to the expenses of the Directors. Each such custodian, employee or agent shall retain his or her authority at the pleasure of the Board of Directors.

Article XV. Personal Liability

The Directors and Officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such

contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Article XVI. Non-Discrimination

The Corporation is committed to a policy of equal opportunity. The Corporation complies with all applicable laws and regulations regarding employment and ensures that there will be no discrimination on the basis of race, color, religion, gender, sexual orientation, national origin, age, disability, ancestry or any other legally prohibited basis in its selection of Directors, Officers, employees or agents, applicants for employment, grant recipients or students. The Board of Directors and all Officers and employees are required to implement this policy.

Article XVII. Restriction on Activities of Representation

Notwithstanding any other provision to these By-laws, no Officer or Director 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 or Section 501(c)4 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article XVIII. Interpretation

Any reference in these By-laws to any gender or number shall not, unless the context otherwise requires, affect the construction hereof and the same shall be interchangeable with any other gender or number, as the case may be.

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