

Amended & Restated  
BYLAWS

for

BEDFORD EDUCATION FOUNDATION, INC.  
(A MASSACHUSETTS NON-PROFIT CORPORATION)

DECEMBER 8, 2009

**INCORPORATED: JUNE 27, 1997**

Articles of Amendment filed September 24, 2008  
changing the name from Bedford Business Education Alliance, Inc.

**BEDFORD EDUCATION FOUNDATION, INC.**

**BYLAWS**

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## **Section 1. NAME, PURPOSES, PRINCIPAL OFFICE, AND FISCAL YEAR**

### **1.1 Name and Purpose.**

The name of the Corporation shall be Bedford Education Foundation, Inc., hereinafter referred to as "BEF". The purposes of BEF shall be as set forth in its Articles of Organization.

The Foundation is organized for the purpose of encouraging educational innovation and classroom enrichment through provision of financial assistance and resources to the Bedford Public School system, its professional educational staff and its students in the form of grants.

### **1.2 Structure of Corporation.**

The Corporation shall be non-profit and shall observe all local, state and federal laws that apply to non-profit organizations as defined by the Internal Revenue Code. BEF is organized exclusively for charitable and educational purposes under section 501 c(3) of the Internal Revenue Code, as it may be amended from time to time.

### **1.3 Principal Location.**

The principal office of BEF in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization. The Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon the filing of an Annual Report or change certificate with the Secretary of the Commonwealth.

### **1.4 Fiscal Year.**

The fiscal year of the Corporation shall end the last day of June in each year.

## **Section 2. MEMBERSHIP**

### **2.1 Eligibility.**

There is one class of membership in the Corporation. Members must be Bedford residents or affiliated with the Bedford community. Membership shall not unreasonably be withheld.

### **2.2 Approval for Membership**

Interested individuals shall submit Member information to the President, at which point they shall become members, unless the Directors shall determine that the individual is ineligible for membership, in which case the Clerk shall so notify the applicant.

### **2.3 Dues, Fees and Assessments.**

Membership dues, fees and assessments shall be at such rate as may be from time to time prescribed by the Board of Directors. Dues, if any, shall be assessed at intervals related to the program year.

### **2.4 Termination.**

(a) A member may resign upon written request to the Board of Directors.

(b) A member may be expelled by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Corporation after notice and opportunity for a hearing are afforded the member complained against.

### **2.5 Voting Restrictions of Members.**

Every member in good standing is entitled to one vote in any election, referendum or membership meeting. The Membership shall elect the Directors. No voting by proxy shall be permitted. Membership input to the mission and purpose of the corporation is expected and desired; however, the Board of Directors shall have sole responsibility for amending the Articles of Organization and Corporate Bylaws. A majority vote of a quorum of the membership shall be controlling in a general membership meeting.

### **2.6 Ex-Officio Members**

The Superintendent of Schools of Bedford, Massachusetts, or a designee, shall serve as a nonvoting member of the Corporation for the life of his or her term as Superintendent of Schools of Bedford. The Superintendent's office, located at 97 McMahon Ave., may act as an agent for documents intended for the Corporation but must advise the Board within three (3) business days of any such communication.

The School Committee chairperson or other School Committee member appointed by the Chair shall serve as an ex-officio non-voting member of the Corporation.

### Section 3. MEETINGS

#### 3.1 Annual Meeting.

The annual meeting of the Corporation shall be held the second Tuesday of September of each year. The time and place shall be fixed by the Board of Directors and notice thereof to each member at least ten (10) days before said meeting. Notice may be in the form of email, U.S. mail, fax or telephone.

#### 3.2 Special Meetings.

(a) Special meetings of the Membership may be called by the President at any time or upon petition in writing of any five (5) members in good standing. Notice of special meetings shall be to each member at least ten (10) days prior to such meetings.

(b) Meetings of the Board of Directors may be called by the President or upon written request of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each Director at least one day prior to said meeting.

#### 3.3 Quorums.

At any duly called meeting at least six (6) of the total number of voting Membership must be present in order to constitute a quorum of the Membership. A majority vote of a quorum of the membership shall be controlling in a general membership meeting. Three directors shall constitute a quorum of the Board of Directors. A majority vote of a quorum of the Directors shall be controlling in meeting of the Board of Directors.

### Section 4. BOARD OF DIRECTORS

#### 4.1 Membership and Election.

The Board of Directors shall consist of at least five (5) voting Members. The incorporator shall elect the initial Directors for a term expiring at the end of the fiscal year. At each annual meeting of the members, the members shall elect Directors for the next Fiscal Year from a slate presented by a nominating committee. The term of the new Directors shall begin on the first day of the fiscal year immediately following such annual meeting.

#### 4.2 Powers.

The business of the Corporation shall be managed by a Board of Directors who may exercise all the powers and duties conferred upon them by law, by the Articles of Organization, or by these Bylaws. The Board of Directors shall have sole responsibility for amending the Articles of Organization and Corporate Bylaws and for formulating and adopting policies and procedures of the Corporation. The Directors shall elect the Officers of the Corporation. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

#### 4.3 Removal.

A Director may be removed with or without cause by a vote of three-fourths of the Directors then in office. A Director who logs three (3) unexcused absences may be removed

by a majority vote of the remaining Board members. A Director may be removed for cause only after reasonable notice and opportunity to be heard, absences excluded.

#### **4.4 Resignation.**

A Director may resign by delivering his written resignation to the Clerk, to a meeting of the Directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

#### **4.5 Vacancies.**

Any vacancy in the Board of Directors may be filled by the remaining Directors by election at an annual or special meeting of the Directors. Each successor shall hold office of the unexpired term and until his/her successor is elected and qualified or in each case until he sooner dies, resigns or is removed. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

### **Section 5. OFFICERS**

#### **5.1 Number and Election.**

The officers shall be the President, Vice President, Treasurer, Secretary/Clerk, and such other officers, if any, as the Directors may determine. Officers shall be elected for a one-year term by the Directors at the annual meeting of the Directors.

#### **5.2 President.**

The President shall preside at all membership and Director's meetings. S/he shall be the chief executive officer, subject to the control of the Directors, shall have general charge and supervision of the affairs of the Corporation and its day-to-day operations. S/he shall be primarily responsible for executing such policies and procedures that may from time to time be established by the Board of Directors. S/he shall present a report at the annual meeting of the members on the operations of the Corporation during the preceding year. S/he shall, with the assistance of the Treasurer, prepare and submit an annual budget to the Board of Directors for its approval and be responsible for the proper execution thereof. S/he shall perform such other and have such other powers as may be designated by the Board of Directors. S/he may sign, in the name of the Corporation, contracts or other instruments authorized either generally or specifically by the Board and shall have general supervision of the affairs of the Corporation. The President shall prepare an advance agenda for all meetings.

#### **5.3 Vice-President.**

The Vice-President (which position shall be optional) shall have and may exercise all of the powers and duties of the President during the absence of the President or in the event of his/her inability to act and shall have such duties and powers as the Directors may from time to time designate.

#### **5.4 Treasurer.**

The Treasurer shall be the chief financial officer and the chief accounting officer. S/he shall be in charge of its financial affairs and shall safeguard all funds, securities and valuable papers and shall keep full and accurate records thereof. S/he shall also be in charge

of its books of account, accounting records and its accounting procedures. S/he shall file all reports of a financial nature that are required to be filed by the Corporation with any public authority including the Commonwealth of Massachusetts and the Internal Revenue Service. The Treasurer shall be responsible for maintaining detailed records of the source and amount of payment. Funds unused in the current year shall be noted on the books and carried forward to subsequent years.

The Treasurer shall report on the financial affairs of the Corporation at each meeting of the Board of Directors and at the end of each fiscal year shall prepare an annual financial statement showing the receipts and expenses of the Corporation for such fiscal year for presentation at the annual meeting of the members. S/he shall assist the President in the preparation of an annual budget for submission to the Board of Directors. In addition, s/he shall have such other duties and powers as may be delegated to her/him from time to time by the Board of Directors.

#### **5.5 Secretary.**

The Secretary shall record and maintain records of all proceedings of the Directors and membership meetings in a book or series of books kept for that purpose. Such book or books shall also contain the Articles of Organization and By-Laws of the Corporation and the names of all current Directors and officers and the usual residential address of each. S/he shall conduct all correspondence not otherwise delegated specifically. The Secretary or her/his delegates shall properly notify the Directors of a meeting of the Directors whenever notice of such meetings is required by these By-laws. If the Secretary is absent from any meeting of the Directors a Temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

#### **5.6 Other Officers.**

Each other officer that may be elected by the Board of Directors shall perform such duties and have such powers as may be designated from time to time by the Board of Directors. Each officer shall, subject to these By-Laws, and in addition to the duties and powers specifically set forth in these By-Laws, have such duties and powers as are customarily incident to his office. Each other officer may, but need not, be a member of the Board of Directors and may, but need not be a Member.

Other officers may include advisors including expertise in accounting, legal services and members at large. An at-large advisor may serve as an alternate to the voting at-large member in his or her absence.

#### **5.7 Reimbursement.**

Any Director who expends money on behalf of the Corporation shall be reimbursed for such expense not exceeding \$500, provided documentation of the expense is provided to the Treasurer. Approval of such reimbursement less than \$500 shall be granted by any Director, other than the Director to be reimbursed, who may direct the Treasurer to make such reimbursement, which shall not be unreasonably withheld. Expenses greater than \$500 shall require Board approval prior to incurring the expense. Larger expenses may also be ratified by the Board at a later meeting in the event that timing is critical.

### **5.8 Vacancies.**

Any vacancy of the Officers may be filled by the Directors by election at an annual or special meeting of the Directors. Each successor shall hold office of the unexpired term and until his/her successor is elected and qualified or in each case until he sooner dies, resigns or is removed. The Officers shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

### **5.9 Removal**

An Officer shall be removed by as majority vote of a quorum attending a meeting called for that purpose; however, cause shall be shown and is required to remove any Officer and a majority of those Directors present at said meeting must make a determination that good cause has been shown for the removal of an Officer.

## **Section 6. COMMITTEES**

The Board of Directors may appoint such committees as it deems advisable to conduct the affairs of the Corporation. Such committee or committees shall have such duties and powers as may, from time to time, be delegated to them by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies, carry out business and hearings, make recommendations to the Board and to carry on and execute such activities as may be delegated to them by the Board.

### **6.1 Nominating Committee**

The President shall appoint a nominating committee each year. The committee shall be comprised of at least three (3) Directors and shall be responsible for preparing a slate of Officers and Directors for consideration at the next annual meeting.

### **6.2 Finance Committee**

The Finance Committee shall advise the Board, every quarter, with respect to the financial condition and financial policies of the organization. It shall suggest ways and means of conserving and increasing the membership and revenues of the Corporation.

The President, Treasurer and the Finance Committee shall be responsible for assisting the Corporation administration in establishing the budget necessary to meet the requirements of the Corporation's program of work and for determining the ways and means by which budget requirements are met.

As soon as possible, and within three months of the beginning of the fiscal year, the Finance Committee, in conjunction with the Treasurer, shall present a budget of estimated income and expenses and submit it to the Board. As passed by the Board, this budget shall serve as the appropriation measure for the Corporation. No committee may exceed its appropriation without prior consent of the Board.

### **6.3 Fund Raising Committee**

The Fund Raising committee shall oversee the raising of funds for the BEF. The Fund



Raising Committee shall be responsible for continuing existing successful event and initiating new BEF sponsored fund raising events.

A subcommittee of the Fundraising Committee may be appointed to focus on establishing relationships with Bedford alumni as a source of funding.

#### **6.4 Grant Giving Committee**

The Grant Giving Committee shall be responsible for the determination of equitable (among the schools) dissemination of BEF resources; assessment of grant applications; determination of which grants should be awarded and the dollar amount for which any given grant will be funded and receiving of grant recipients end of year reports and reporting to funding sources the impact of gifts. The Grant Giving Committee will function within the fiscal limits/guidelines that are established by the BEF Board.

#### **6.5 Ad Hoc Committees**

The President, by approval of the Board, may create ad hoc committees, appoint committee members and committee chairmen. The President may appoint such ad hoc committees and their chairpersons as deemed necessary to carry out the program of the Corporation.

### **Section 7. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION**

**The Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the Corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibility.**

### **Section 8. PERSONAL LIABILITY**

The Directors and officers 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 claims 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.

The Corporation may, by resolution of the Board, defend with Counsel selected by the Board, indemnify and hold harmless any and all current or former officers, directors and employees against claims arising out of the Director's actions as a Director in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the Corporation excepting willful and wanton negligence or misconduct in the performance of duty as to such matters.

## **Section 9. MISCELLANEOUS PROVISIONS**

### **9.1 Execution of Instruments**

All contracts, deeds, leases, transfers, bonds, notes and other obligations authorized to be executed by an officer of the Corporation in its behalf shall be signed by the President or the Treasurer except as the Board of Directors may generally or in particular cases otherwise determine by vote or resolution.

### **9.2 Corporation Records**

The original, or attested copies, of the Articles of Organization, By-Laws, and records of all meetings of the incorporators and the Board of Directors, which shall contain the names and the record address of all Directors and officers, shall be kept in Massachusetts at the principal office of the Corporation or at an office of its Clerk. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any Director or officer for any proper purpose but not to secure a list or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a director or officer, relative to the affairs of the Corporation. Except as may be otherwise required by law, by the Articles of Organization, or by these By-Laws, the Corporation shall be entitled to treat the record address of a Director or officer as shown on its books as the address of such person for all purposes, including the giving of any notices; and it shall be the duty of each such person to notify the Corporation of her/his latest mailing address.

### **9.3 Disbursements**

No obligation or expense shall be incurred and no money shall be appropriated without prior approval of the Board. Upon approval of the budget, the Executive Committee is authorized to make disbursements on accounts and expenses provided for in the budget with the approval of the President. Disbursements shall be by check. Checks of Two Thousand Five Hundred and 00/100 (\$2,500.00) Dollars or more must be signed by both the President and Treasurer. In the absence of the Treasurer or President, the designated Vice President (s) may co sign the check.

### **9.4 Evidence of Authority**

A certificate by the Secretary, or Acting Secretary as to any action taken by the Directors or any officer or representative of the Corporation shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

### **9.5 Ratification**

Any action taken on behalf of the Corporation by a director or any officer or representative of the Corporation that requires authorization by the Board of Directors shall be deemed to have been duly authorized if subsequently ratified by the Board of Directors, if action by it was necessary for authorization.

### **9.6 Earnings and Restrictions on Activities**

No part of the net earnings of BEF shall inure to the benefit of, or be distributed to, the members, directors, officers of, or other private persons associated with BEF, except that BEF 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 these By-laws. No substantial part of the activities of BEF shall be the carrying on of propaganda, or otherwise attempting to influence legislation. BEF shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these By-laws, the Corporation is organized and shall be operated exclusively for charitable educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. BEF 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 (b) by a corporation, contributions to which are deductible under Section 509(a)(2) of the Code, or corresponding provisions of future U.S. Internal Revenue Law.

### **9.7 Articles of Organization**

All references in these By-Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended, and in effect from time to time.

### **9.8 Corporate Seal**

The Directors may adopt and alter the seal of the Corporation.

### **9.9 Parliamentary Authority**

The current edition of "Robert's Rules of Order" shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the charter or bylaws of the Foundation.

## **Section 10. AMENDMENTS**

The power to make, amend, or repeal these By-Laws, in whole or in part, shall be in the Directors. Unless a larger percentage is required by law, the Articles of Organization or any other provision of these By-Laws may be exercised by the Directors at any meeting of the Directors by vote of two-thirds of the Directors present at such meeting and entitled to vote thereat, provided that the notice for such meeting indicated a change in the By-Laws was to be considered (but it shall not be necessary that such notice contain the subject matter of the proposed By-Law change, unless the same shall be required by law, by the Articles of Organization, or by these By-Laws).

## **Section 11. DISSOLUTION**

Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all justified liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed, shall be disposed of, exclusively for such corporate purposes, by or as directed by a court of competent jurisdiction in Massachusetts.

## BEF MISSION STATEMENT

The Bedford Education Foundation (BEF) promotes classroom innovation and empowers teachers and students to meet the growing challenges of the 21st century. Through direct grants to individual classroom teachers and school administrators, and by collaborating with other established school organizations, the BEF is dedicated to enhancing classroom curricular creativity and innovation in the Bedford Public Schools. The BEF provides a unique and effective vehicle for the community at large to utilize its fiscal and intellectual capital to ensure that creativity and innovation are staples of any student's experience in the Bedford Public Schools.

Many teachers have excellent ideas that would improve the classroom learning environment. Unfortunately, the capacity of the typical school budget and the budgets of existing parent groups to fund creativity and innovation is limited. The BEF, as a source of resources and grants, focuses on filling this void. With mechanisms that harness the fiscal and intellectual capital of Bedford's parents and business community, and by serving as a bridge between the business/parent community and the Bedford Schools, our mission is to nurture the innate creativity of Bedford's teachers as they and their students do the hard work inherent in learning. We are fortunate to live in a community committed to public education, rich in expertise, and generous in donating to worthwhile community efforts. We are counting on this tradition to provide the human resources critical to our success.