

HARVARD CELEBRATION - BYLAWS

Harvard, Massachusetts

Date: October 26, 2018

ARTICLE I: GENERAL

The name of this organization is Harvard Celebration (“Celebration”). It is an association of volunteers who organize and conduct substance-free events, such as a post prom gathering, in Harvard, Massachusetts.

ARTICLE II: MISSION

Celebration is a not-for-profit corporation registered in Massachusetts and is filed as tax exempt under Section 501 (c) (3) of the Internal Revenue Code.

The primary mission of Harvard Celebration is to provide Bromfield seniors, juniors and their prom guests with a ‘safe haven’ substance-free environment after the school’s prom. In order to encourage attendance and keep the students safe, Celebration will continually encourage fundraising and donations for the purpose of continuing this tradition at no charge to the attendees. Strong school, parent, business and community partnerships will be cultivated in order to build positive community spirit and fundraising opportunities.

ARTICLE III: MEMBERSHIP

Membership broadly includes any volunteers wishing to contribute time, talent or funding. Members who volunteer during the event will be subject to the Criminal Offender Record Information (CORI) process.

ARTICLE IV: BOARD OF DIRECTORS

The Board of Directors of Celebration (“Board”) is volunteer-based and consists of at least three voting members including, but not limited to President, Treasurer and Clerk. Additional Directors on the Board may also be designated, as appropriate.

Number and Election: The Board, at the annual meeting shall fix, or amend, the number of Directors and shall elect the number of Directors so decided. At any special or regular meeting, the Directors then in office may increase the number of Directors or elect new Directors to complete the number so fixed; or they may decrease the number of Directors in order to eliminate vacancies existing by reason of death, resignation or disqualification of one or more Directors. A Director may be, but need not be, a general member of Celebration.

Term: Each Director shall hold office until the next annual meeting and until his or her successor is elected and qualified, unless he or she sooner dies, resigns, is removed or becomes disqualified.

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. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Directors.

Suspension or Removal: A Director may be suspended or removed with or without cause by vote of a majority of the members of the Board of Directors. A Director may be removed with or without cause only after reasonable notice and opportunity to be heard.

Resignation: A member of the Board of Directors may resign by delivering his written resignation to the President of Celebration. Such resignation shall be effective upon receipt, unless specified to be effective at a later date.

Vacancies: Any vacancy in the Board, will be filled by appointment by the Board until the next annual meeting. Those successors shall hold office for the remaining, unexpired term or unless he or she sooner dies, resigns, is removed or becomes disqualified.

Regular Meetings: Regular meetings of the Board may be held at such places and at such times as the Directors may determine.

Special Meetings: Special meetings of the Directors may be held at any time and at any place when called by the President of the Board.

Call and Notice - Annual Meetings: Call or notice shall be required for the annual meeting of the general membership and the Board, provided that reasonable notice be given to absent members.

Special Meetings: Reasonable notice of the time and place of special meetings of the Board shall be given to each Board member. Such notice need not specify the purposes of a meeting except with regard to an increase or decrease in the number of members or Directors, or removal or suspension of a member or Director.

Quorum: At any meeting of the Board, a majority then in office shall constitute a quorum.

Election of Directors: Each member of the Board shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by the articles of organization.

ARTICLE V: ANNUAL MEETINGS AND NOTICE

Notice of the annual meeting shall be provided to members personally or by electronic and other means. Notice must be given not less than 10 days and not more than 60 days before the meeting. Notice of the annual meeting shall state the place, date, and hour of the meeting, and (i) those matters that the Board intends to present for action by the members, including any matters submitted by one or more members and approved by the Board, and (ii) in the case of any meeting at which Directors are to be elected, the names of the nominees intended at the time of the notice to be presented for election.

ARTICLE VI: VOTING

At the annual meeting, every member of record having the right to vote on matters presented for action shall be entitled to vote in person. Electronic votes are also acceptable, as appropriate. Voting by proxy is not permitted at any general or special meeting of the members. The voting at meetings of members of Celebration need not be by ballot.

ARTICLE VII: RESPONSIBILITIES OF THE BOARD OF DIRECTORS

President

- Presides over the Board of Directors and other Celebration meetings, as appropriate
- Calls and chairs all Celebration Board meetings
- Officially represents Celebration related issues within the town
- Acts as liaison with the District Superintendent and Bromfield Principal

Clerk

- Accepts the responsibility of the President in his/her absence
- Chairs meetings as required
- Manages correspondence for Celebration including agendas and meeting invitations
- Records minutes of the Board Meetings and provides copies upon request
- Maintains Celebration historical records, as necessary
- Coordinates Public Relations matters for Celebration, as necessary
- Corresponds, with the consent of the Board and the General Membership

- Acts as liaison for Town residents and the General Membership with respect to feedback regarding Celebration

Treasurer

- Prepares overall Celebration budget
- Pays vendors and maintains record of all payments
- Manages financial and/or bank accounts for Celebration
- Disperses all expense monies associated with Celebration
- Coordinates and audits all receipts, disbursements and fundraising activities
- Coordinates audit review with external auditors for Section 501 (c) (3) compliance

ARTICLE VIII: APPOINTMENTS

A slate of potential committee members will be presented to the Board by the membership at the annual meeting. If all open positions are not filled, the membership will present the Board with an alternative slate of potential committee members subsequent to the annual meeting. The process will repeat, and continue, until sufficient open positions have been filled.

Solicitation of committee members and additional volunteer members will be the responsibility of all members of Celebration.

ARTICLE IX: PROCEDURES

- Minutes of each meeting will be kept and distributed within a reasonable timeframe.
- Notice of meetings with a tentative agenda will be published prior to each meeting.
- The Clerk or relevant committee lead will prepare an agenda and arrange for its distribution.
- A majority of the members present shall constitute a quorum.

ARTICLE X: COMMITTEES

Celebration will reserve the right to establish committees as needed. This includes, but is not limited to, Decorating, Food, Entertainment and Fundraising. Any Celebration committee may include non-Board members.

ARTICLE XI: AMENDMENTS

The Bylaws may be amended at a regular meeting of Celebration by a quorum. Such amendments must be presented to the members at a meeting for a first reading but may not be adopted by the membership until a subsequent meeting

ARTICLE XII. INDEMNIFICATION

Fiduciary Duties: Each Director, as well as each Committee Chair, shall perform his or her duties as an Director or Chairperson of Celebration in a manner consistent with M.G.L. ch. 180, §6C, that is, in good faith and in a manner he or she reasonably believes to be in the best interests of Celebration, and with such care as an ordinary prudent person in a like position with respect to a similar corporation organized under M.G.L. ch. 180 would use under similar circumstances.

Scope of Indemnification: Celebration shall indemnify each of its Directors and agents (including committee members) against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by such person by reason of such person's having been made or having threatened to be made a party to a proceeding to the fullest extent permissible under Massachusetts law.

Advancement of Legal Expenses: Expenses reasonably incurred by an agent of Celebration in defending a civil or criminal action, suit or proceeding by reason of the fact that he or she is or was an agent of Celebration (or was serving at Celebration's request as a director or officer of another corporation) shall be paid by Celebration in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by Celebration as authorized by relevant provisions of Massachusetts law. Notwithstanding the foregoing, Celebration shall not be required to advance such expenses to an agent who is party to an action, suit or proceeding brought by Celebration and approved by a majority of the Board that alleges willful misappropriation of corporate assets by such agent or any other willful and deliberate breach in bad faith of such agent's duty to Celebration or its member.

ARTICLE XIII: MISCELLANEOUS

Fiscal Year: The fiscal year shall begin October 1 and end on the following September 30.

Expenses: Celebration funds shall be used for any items or vendors that benefit the Celebration event. Monetary requests must be submitted consistent with the guidelines established from time to time by the Board. Any monetary expenditure of \$500 or more that has not been approved in the budget must be approved by the Board. No Director or member shall receive any profits or payments from the pro-

ceeds of any fund-raising activity, except for reimbursements of authorized expenses. All monies allocated to specific projects for Celebration which remain unspent by the last day of the fiscal year shall revert to Celebration's general fund.

Reimbursements: Reimbursements for authorized expenses shall be made only after receipts for expenditures have been submitted to the Treasurer along with a fully completed "Request for Reimbursement" form. Reimbursement forms and receipts must be submitted before the end of the applicable fiscal year. Reimbursement requests made without receipts will not be processed.

Members will not be reimbursed for gasoline or mileage expenses, or any other expenses that are deductible/reimbursable under IRS regulations on personal tax returns.

Advance payment of large expenditures shall be permitted, provided, that payment is made directly to the person or company supplying the product/service for the exact dollar amount. Committee chairs and their delegates shall be responsible for submitting receipts for these expenses to the Treasurer before the end of the applicable fiscal year.

Accounts: Celebration may maintain one or more accounts at FDIC-insured banks and other financial institutions as determined by the Treasurer; provided, that (a) each such account has been approved, and such approval has not been rescinded, by the Board, and (b) such account is opened only in the name of "Harvard Celebration Inc.," Each account will be reconciled monthly by the Treasurer, and promptly after such reconciliation, the Treasurer must report to the Board the status of each account (e.g., balance, whether the accounts reconciled to the records of the Treasurer, and how any differences were reconciled), and provide the Board with financial institution-prepared account statements and other information as requested by the Board.

Signatories: Signatory authority on each account must be in the names of at least two of the Directors, and no more than one person from any household may have signatory authority on any Celebration account. Any withdrawal from an account in an amount that is greater than \$3,000 (or such other amount as determined by the Board, in its sole discretion) will require at least two authorized signatures.

Dissolution and Liquidation: Celebration may elect to dissolve (i) upon the recommendation of all Directors and (ii) upon the vote of two-thirds (2/3) of members present and voting, with a quorum being present, at any meeting of the members called for the purpose of determining whether Celebration should dissolve.

If Celebration should elect to dissolve, the Treasurer shall (i) file such certificate and other documents with the Secretary of the Commonwealth to cancel Celebration's Articles of Incorporation, and (ii) act as liquidator of Celebration's assets and liabilities.

Upon dissolution, after payment or adequately providing for all debts and obligations of the organization, the net assets of Celebration shall be distributed to the Harvard Public Schools, or spent for the direct benefit of the Harvard Public Schools.

Amendments: These Bylaws may be amended by a vote of each of (a) two-thirds of the Directors and (b) two-thirds of the members at any meeting of Celebration, provided, that (i) previous written notice of the proposed amendment(s) has been given to the members at least fourteen (14), but no more than sixty (60), days prior to the date of the meeting.

Voted on: _____

Date: _____