

BYLAWS
Foxborough Regional Charter School Foundation, Inc.

ARTICLE I. NAME AND LOCATION OF ORGANIZATION

Section 1. Name

The name of the corporation is Foxborough Regional Charter School Foundation, Inc.

Section 2. Location

The corporation's principal office shall be 131 Central Street, Foxborough, MA 02035. The corporation may have additional offices as the Board of Directors designates.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation 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 the corresponding section of any future federal tax code.

Section 2. Specific Purposes

The specific objectives and purposes of Foxborough Regional Charter School Foundation shall be to:

1. Promote Foxborough Regional Charter School (FRCS), its facilities, programs, activities, students, faculty, and staff,
2. Raise funds for FRCS, its facilities, activities, programs, students, faculty, and staff,
3. Support K-12 students, teachers, and staff through scholarships and grants to encourage and promote education, and
4. Have and to exercise all rights, powers, and privileges which may now, or hereafter be conferred by the laws of the Commonwealth of Massachusetts upon Corporations formed under Chapter 180 of the Massachusetts General Laws, as amended, provided however, that any references herein to any provisions of the Internal Revenue Code (hereinafter called the "Code") shall be deemed to mean such provision now or hereafter existing, amended, supplemented, or superseded, as the case may be.

PROVIDED FURTHER, that in all events and under all circumstances and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by operation of law, the following provisions shall apply:

1. This Corporation shall not have, or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this Corporation from qualifying and continuing to qualify as a nonprofit Corporation described in Section 501(c) (3) of the Code, contributions to which are deductible for Federal Income Tax purposes.
2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it, in any manner or to any extent, participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for Public Office.
3. This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole or any part or portion of the assets or net earnings of this Corporation shall be used, nor shall this Corporation ever be organized or operated for purposes that are not exclusively charitable, scientific, literary, or education within the meaning of Section 501(c) (3) of the Code.
4. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Directors, Officers or other private persons, except that the 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 above.
5. In the event of termination, dissolution or winding up of the Corporation in any manner, or for any reason whatsoever, the Board of Directors shall after paying or making provision for the payment of all the liabilities of the Corporation, distribute all remaining assets of the Corporation, if any, or one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall distribute same to the Commonwealth of Massachusetts, or the federal government, or a local government, for a public purpose, to be used exclusively for the purposes hereinabove set forth, it being intended that no distribution or payment shall be made which will impair or destroy the tax exempt status of the Corporation or which will result in the denial of tax exempt status of the Corporation or which will result in the denial of tax exempt status to donations, contributions, legacies or dues received by the Corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation. Any such assets not so disposed of shall be distributed by a Court of Competent Jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as the said Court shall determine, which are organized and operated exclusively for such purposes.
6. Notwithstanding any other provisions of these Articles, the Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Code;

shall be operated in accordance with sections 501(a), 501(c)(3), and 509(a)(3), and shall not carry on any activities not permitted to be conducted by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or under any subsequent tax laws.

ARTICLE III. MEMBERSHIP

The membership of the corporation shall consist of the members of the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation. The Directors shall serve without compensation. The Board shall have, without express or implied limitations of the generality of the foregoing, the following expressed powers:

1. To contract, make investments, receive bequests, lease, purchase or acquire any real estate or other property, rights, licenses or privileges, necessary, or convenient for, the purpose of this Corporation so far as is permitted by law and at such price and consideration and under such terms and conditions as they think fit;
2. To borrow money on the credit of the Corporation, to incur such indebtedness on the notes of the Corporation, or otherwise, as they deem necessary, to secure any indebtedness by pledge, mortgage or other collateral;
3. To engage and appoint all Employees or Agents of the Corporation on terms they think advisable and to fix reasonable salaries of the same, and to remove same at any time by a vote of the Board of Directors;
4. To make rules and regulations for the guidance of the Officers, Employees, and Agents of the Corporation;
5. To designate, in an emergency and otherwise, what Person, Officers or Agents may sign Corporation checks in addition to, or in substitution for, any Officer or Officers empowered to do so in these Bylaws; and
6. To raise funds on behalf of the Corporation whether by securing loans or soliciting donations from private persons, Corporations or Foundations, or from any source whatsoever and by any method whatsoever.

SECTION 2. Number and Election of Directors

The corporation shall have a Board of not less than two (2) nor more than eleven (11) Directors. The initial Directors shall be those persons named as Directors in the Articles of Organization. Thereafter, Directors shall be elected at the annual meeting by vote of a majority of Directors then in office, to hold office until the next annual meeting or until a successor is elected and qualified. The number of Directors may be changed by amendment of the by-laws.

SECTION 3. Selection and Replacement of Directors

Any additional Director or replacement for a current Director, shall be selected and approved by a majority vote of the Board of Directors. The Board of Directors is authorized to fill vacancies or to add members to the Board up to the maximum of eleven (11) at any regular or called meeting of the Board of Directors. Continuing Directors may act despite a vacancy or vacancies on the Board and continuing Directors shall be deemed to constitute the full Board, even if this means that the total number of Directors has dropped below the required minimum of two (2). An election to fill any vacancy shall become effective upon delivery of written notice to the Clerk of the actions of the Board of Directors, signed on behalf of a majority of the members of the Board of Directors. The person elected to fill a vacancy shall serve the remainder of the unexpired term, or until his or her successor is duly elected and qualified.

SECTION 4. Removals

Any Director may be removed from the Board of Directors of the Corporation, with or without cause, and from any office which he or she holds at any time by a two-thirds (2/3) vote of all the Directors then in office, which vacancy to be filled as provided herein.

SECTION 5. Resignations

Any Director or other Officer may resign at any time by delivering a written statement of resignation to Corporation at its principal office or to the Clerk.

SECTION 6. 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 determined, committees shall conduct their affairs in the same manner as is provided in these bylaws for the Directors. The members of any committee shall remain in office at the pleasure of the Directors.

SECTION 7. Annual Meeting

The annual meeting of Directors shall be held within six months after the end of the fiscal year of the corporation on such date and at such hour and place as the Directors or an Officer

designated by the Directors shall determine. In the event that no date for the annual meeting is established or such meeting has not been held on the date so determined, a special meeting in lieu of the annual meeting may be held with all of the force and effect of an annual meeting.

SECTION 8. Regular and Special Meetings

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

Special meetings of the Directors may be held at any time and at any place when called by the chairman of the Board of Directors, if any, the president, or a majority of the Directors.

Forty-eight hours' notice by mail, telecopier, telephone or word of mouth shall be given for an annual or special meeting unless shorter notice is adequate under the circumstances. No notice need be given for a regular meeting. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such Director.

Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the articles of organization or the by-laws.

SECTION 10. Quorum

At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

SECTION 11. Action by Vote

When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of Officers, unless otherwise provided by law, the articles of organization or the by-laws.

SECTION 12. Action by Writing

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if a majority of the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. It is understood that "written" may mean email communication. Such consents shall be treated for all purposes as a vote at a meeting.

SECTION 13. Presence Through Communications Equipment

Unless otherwise provided by law or the articles or organization, Directors may participate in a meeting of the Board 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.

SECTION 14. Vote of Interested Director

A Director who is a member, stockholder, trustee, Director, Officer or employee of any firm, corporation or association with which the corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other Directors acting upon or in reference to such contract or transaction. No Director so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested Directors shall be required before the corporation may enter into such contract or transaction.

In case the corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its Directors is a member, stockholder, trustee, Director, Officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interests of the corporation. No Director or Directors having disclosed such adverse interest shall be liable to the corporation or to any creditor of the corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits to be realized thereon.

SECTION 15. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes or can be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

SECTION 16. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Each Advisor shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

ARTICLE VI. OFFICERS

SECTION 1. Number and Qualification

The Officers of the corporation shall be a President, Treasurer, Clerk and such other Officers, if any, as the Directors may determine.

The clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time.

SECTION 2. Election

The initial Officers shall be those persons named as Officers in the Articles of Organization. Thereafter, the President, Treasurer and Clerk shall be elected annually by the Directors at the annual meeting. Other Officers, if any, may be elected by the Directors at any time.

SECTION 3. Tenure

The President, Treasurer and Clerk shall each hold office until the next annual meeting of the Directors and until a successor is elected and qualified, and other Officers shall serve at the pleasure of the Directors.

SECTION 4. Chairman of the Board of Directors

If a chairman of the Board of Directors is elected, he or she shall preside at all meetings of the Directors except as the Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Directors.

SECTION 5. President and Vice President

Unless otherwise determined by the Directors, the president shall be the Chief Executive Officer of the corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the corporation. If no Chairman of the Board of Directors is elected, the President shall preside at all meetings of the Directors, except as the Directors otherwise determine.

The President shall have such other duties and powers as the Directors shall determine. Any Vice President shall have such powers and shall perform such duties as the Board of Directors may, from time to time, designate.

SECTION 6. Treasurer

The Treasurer shall be the Chief Financial Officer of the Corporation. He or she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He or she shall have such other duties and powers as designated by the Directors or the President.

SECTION 7. Clerk

The Clerk shall record and maintain records of all proceedings of the Directors in a book or books kept for that purpose and shall have custody of the seal of the Corporation. If the Clerk is absent from any meeting of Directors, a Temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

SECTION 8. Other Powers and Duties

Each Executive Officer shall, subject to these Bylaws, have, in addition to the duties and powers specifically set forth in these Bylaws, such duties and powers as are customarily incident to his/her office, and such duties and powers as the Board of Directors may, from time to time, designate.

SECTION 9. Other Officers

Other Officers shall have such duties and powers as may be designated from time to time by the Directors.

SECTION 10. Resignation

Any Officer may resign at any time by delivering his or her resignation in writing to the chairman of the Board, if any, the president or the clerk or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

SECTION 11. Removal

Any Officer may be removed, at any time, with or without cause, by the vote of a majority of the Directors then in office.

SECTION 12. Vacancies

Any vacancy in any office may be filled by vote of a majority of the Directors then in office.

ARTICLE VI. COMPENSATION

SECTION 1. Directors and Officers

No Director or Officer shall receive pecuniary compensation for serving as such. Directors and Officers may be reimbursed for reasonable expenses incurred in connection with the affairs of the Corporation.

SECTION 2. Employees

Employees and other agents shall receive such compensation as the Board of Directors may determine. The Board may delegate the power to fix the salary or other compensation of any employee or agent not appointed by resolution of the Board of Directors.

ARTICLE VII. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION

The Directors may designate persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. The Directors may from time to time establish such qualifications, standards and procedures as they deem appropriate for the governance and administration of said persons' relations with the Friends of the Foxboro Regional Charter School. Such persons shall serve in an honorary capacity and, except as the Directors shall otherwise designate, 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 responsibilities.

ARTICLE VIII INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a trustee, Director or Officer of the corporation or of any of its subsidiaries, or who at the request of the corporation may serve or at any time has served as a trustee, Director or Officer of, or in a similar capacity with, another organization or an employee benefit plan, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the corporation, or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or, to the extent such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation if such person acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a Director of the corporation approves the payment of indemnification, such Director shall be protected, if:

- (i) the payment has been approved or ratified (1) by a majority vote of a quorum of the Directors consisting of persons who are not at that time parties to the proceeding, or (2) by a majority vote of a committee of one or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection Directors who are parties may participate); or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the Directors or in the manner specified in clauses (1) or (2) of subparagraph (i); or
- (iii) the payment is approved by a court of competent jurisdiction; or
- (iv) the Directors have otherwise acted in accordance with the applicable legal standard of conduct.

Any indemnification or advance of expenses under this section shall be paid promptly, and in any event within thirty days, after the receipt by the corporation of a written request therefor from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such thirty-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

The right of indemnification under this section shall be a contract right inuring to the benefit of the Directors, Officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this section shall adversely affect any right of such Director, Officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a Director, Officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the trustees, Directors, Officers and other persons associated with constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such Director, Officer or other persons may be entitled. Nothing contained in this section shall affect any rights to indemnification to which corporation

employees or agents, other than Directors, Officers and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise by law.

**ARTICLE IX
SEAL AND FISCAL YEAR**

SECTION 1. Seal

The Corporation shall have a seal in such form to be decided, from time to time, by the Board of Directors.

SECTION 2. Fiscal Year

The fiscal year of the Corporation shall begin on July 1st and end the following June 30th.

**ARTICLE X
MISCELLANEOUS PROVISIONS**

SECTION 1. Execution of Instruments

Unless otherwise determined by the Board of Directors, all deeds, leases, contracts, assignments, instruments of transfer, proxies, and other instruments, whether or not under seal, and all checks, acceptances, promissory notes, bills of exchange and other orders for the payment of money, shall be signed by the Treasurer or by the President.

SECTION 2. Governing Law

All matters not specifically mentioned herein shall be governed and controlled by applicable laws of The Commonwealth of Massachusetts.

SECTION 3. Amendments

These Bylaws may be amended by a majority vote of the Directors present and qualified to vote at any meeting of the Directors, provided that written notice of the time and place of such meeting, and the substance of the proposed amendment, shall be mailed to each Director at their last known address at least seven (7) days in advance of such meeting.

Dated: September 21, 2018