

AMENDED AND RESTATED BYLAWS

Of

HAYNES ORGANIZATION OF PARENTS , INC.

June 8, 2020

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Table of Contents

	Page
Article 1. General Provisions	1
1.1 Name	1
1.2 Offices	1
1.3 Fiscal Year	1
Article 2. Statement of Purposes	1
Article 3. Members	1
3.1 Members	1
3.2 Qualifications	1
3.3 Authority and Powers	1
3.4 Annual Meeting	2
3.5 General Meetings	2
3.6 Special Meetings	2
3.7 Place of Meetings	2
3.8 Notice of Meetings	2
3.9 Quorum and Voting	2
3.10 Voting By Proxy	2
3.11 Meetings by Remote Communication	3
3.12 Action without a Meeting	3
Article 4. Board of Directors	3
4.1 Authority	3
4.2 Composition and Election	3
4.3 Terms of Office	3
4.4 Regular Meetings	3
4.5 Special Meetings	4
4.6 Notice of Meetings and Waiver of Notice	4
4.7 Quorum and Voting	4
4.8 Meetings by Remote Communication	4
4.9 Action Without a Meeting	4
4.10 Committees	4
4.11 Nominating Committee	4
4.12 Compensation	5
4.13 Vacancies	5
4.14 Resignation	5
4.15 Removal	5
Article 5. Officers	5
5.1 Officers	5
5.2 Election and Term	5
5.3 Vacancies	6
5.4 Resignation	6
5.5 Removal	6
5.6 President and Co-President	6
5.7 Vice President	6
5.8 Treasurer	6

	5.9 Assistant Treasurer	6
	5.10 Clerk/Secretary	6
Article 6.	Corporate Transactions	7
	6.1 Contracts	7
	6.2 Disbursements and Indebtedness	7
	6.3 Deposits	7
	6.4 Contributions	7
Article 7.	Books and Records	7
Article 8.	Restrictions on Activities	7
Article 9.	Dissolution	8
Article 10.	Conflicts of Interest	8
Article 11.	Personal Liability	8
Article 12.	Indemnification	8
Article 13.	Amendments to Bylaws	9

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Of

HAYNES ORGANIZATION OF PARENTS, INC.

June 8, 2020

ARTICLE 1

General Provisions

Section 1.1 Name. The name of this corporation (referred to herein as the “corporation”) is Haynes Organization of Parents, Inc.

Section 1.2 Offices. The principal business office of the corporation shall be at 169 Haynes Road, Sudbury, Massachusetts 01776. The corporation may also have offices at such other locations as the corporation may determine.

Section 1.3 Fiscal Year. The fiscal year of the corporation shall begin on August 1 and end on the following July 31 of each year.

ARTICLE 2

Statement of Purposes

The corporation is an organization of parents and/or guardians of children attending the Josiah Haynes School the purposes of which are the following: to interact with the teachers, professional staff, administration and authorities of the Haynes School; to support the activities conducted by the Haynes School; to foster, enrich and otherwise support the educational programs and related activities conducted by the Haynes School; to present cultural programs and activities which aid and supplement the curriculum of the Haynes School; and to raise money to foster all activities of the organization.

ARTICLE 3

Members

Section 3.1 Members. The corporation shall have one class of members.

Section 3.2 Qualifications. Parents and/or guardians of children attending the Josiah Haynes School in Sudbury, Massachusetts shall be members of the corporation. The payment of dues shall not be a requirement for membership.

Section 3.3 Authority and Powers. The members shall have the right to elect and remove the directors and officers of the corporation as provided in Sections 4.2, 4.15, 5.2, and 5.5 of these bylaws, such other powers and rights as are vested in members by law, the Articles of Organization, and these bylaws, and such other powers and rights as the directors may designate.

Section 3.4 Annual Meeting. The annual meeting of the members shall be held every year during the month of May on the date and at the time set forth in a notice of the board of directors, unless a different date is fixed by the board of directors. The purpose for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization, or by these bylaws, may be specified by the board of directors or the president. In the event that for any reason the annual meeting is not held as herein provided, a subsequent special meeting shall be held in lieu of and for the purposes of the annual meeting with all the force and effect of an annual meeting.

Section 3.5 General Meetings. General meetings of the members may be held at the discretion of the board of directors, provided that there shall be no fewer than four (4) regular meetings of the members during the course of the school year, at least two (2) of which shall be held in the evening.

Section 3.6 Special Meetings. Special meetings of the members may be called by the president or by the directors. Special meetings shall be called by the clerk, or in the case of the death, absence, incapacity, or refusal of the clerk, by any other officer, upon written application of members representing at least thirty (30%) percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members. The call for the meeting shall be in writing and shall state the purpose, date and time of the meeting.

Section 3.7 Place of Meetings. All meetings of the members shall be held at the Josiah Haynes School, unless a different place is designated by a majority of the board of directors acting by a vote or by unanimous written consent and notice of such designated place is provided as required by these bylaws.

Section 3.8 Notice of Meetings. Written notice of the date, time, place, and purpose of all meetings of the members shall be given to each member by the clerk or by the assistant clerk, or in the case of the death, absence, incapacity, or refusal of such persons, by the president or one of the directors calling the meeting. Written notice shall include but shall not be limited to (1) publication in the "HOP, Inc. Newsletter," (2) "handout" given to each student or mailed postage prepaid, to the parents and/or guardians of each student, (3) publication in the local town newspaper and/or, (4) email notification. Such notice shall be at least forty-eight hours in advance of the meeting. A written waiver of notice, executed before or after a meeting by such member or by his or her authorized attorney and filed with the records of the meeting, shall be deemed equivalent to notice of the meeting.

Section 3.9 Quorum and Voting. Ten (10) members of the corporation present in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the members. At any meeting of the members at which a quorum is present, a majority of those members present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these bylaws.

Section 3.10 Voting by Proxy. Members may vote by proxy at any meeting of the members. Proxies shall be in writing and shall be filed with the clerk before being voted. Except as otherwise limited therein, proxies shall entitle the persons authorized thereby to vote at the meeting named therein but shall not be valid after final adjournment of such meeting. No proxy dated more than two (2) months before the meeting named therein shall be valid. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise, and the burden of proving invalidity shall rest on the challenger.

Section 3.11 Meetings by Remote Communication. One or more members may attend any meeting of the members through telephonic, electronic, or other means of communication by which all members can hear each other at the same time and have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 3.12 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all the members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of members. Such consents shall be treated for all purposes as a vote at a meeting of the members.

ARTICLE 4

Board of Directors

Section 4.1 Authority. The business and affairs of the corporation shall be controlled and governed by the board of directors, which shall have the right to exercise all powers of the corporation that are not expressly reserved to the members of the corporation by these bylaws, the Articles of Organization, or applicable law. 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.

Section 4.2 Composition and Election. The number of directors constituting the entire board of directors shall be not less than five (5) or more than nine (9). The board of directors shall consist of the officers elected as provided herein, the immediate past president and co-president (provided the past president and co-president are members of the corporation), and one or more at-large directors who may be elected by the members as they determine, provided that there shall at no time be more than nine (9) individuals serving on the board of directors. In the event any one person holds two or more offices, such person shall be entitled to only one vote as a director. Each director must be a member of the corporation.

Section 4.3 Terms of Office. Each director shall serve for a term of two (2) years, and such terms shall be staggered so that approximately one half of the total number of directors completes a term each year. In the case of directors who are officers of the corporation elected by the members as provided herein, such directors' terms shall coincide with their terms as officers. Directors shall hold office, except as otherwise provided by law, by the Articles of Organization, or by these bylaws, until the second annual meeting of the members following their accession to office and until their successors are chosen and qualified or until their earlier resignation, disqualification or removal.

Section 4.4 Regular Meetings. There shall be at least four (4) regular meetings of the board of directors during the course of the school year. Regular meetings may be held without notice at such time, place, and date as the directors may from time to time determine, provided that any director who is absent when such determination is made shall be given notice of the determination.

Section 4.5. Special Meetings. Special meetings of the board of directors may be called by the president, co-president, treasurer, or any two (2) or more directors designating the time, date, and place thereof.

Section 4.6 Notice of Meetings and Waiver of Notice. Notice of the time, date, and place of all special meetings of the board of directors shall be given to each director at least forty-eight (48) hours in advance of the meeting by the clerk or in the case of the death, absence, incapacity, or refusal of such person, by the officer or one of the directors calling the meeting. Notice may be given by in-person communication, electronic means, postal mail, delivery service, telephone, or by any combination of these, and notice by mail or electronic means shall be deemed given when sent to the director's last mailing address as provided by the director. Notice need not be given to any director if a written waiver of notice, executed by him or her 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. Neither the notice of a meeting nor a waiver of notice, as provided below, need specify the purpose of the meeting.

Section 4.7 Quorum and Voting. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the board of directors at which a quorum is present, a majority of the directors present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these bylaws.

Section 4.8 Meetings by Remote Communication. One or more directors may attend any regular or special meeting of the board of directors through telephonic, electronic, or other means of communication by which all directors can hear each other at the same time and have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 4.9 Action Without a Meeting. Any action required or permitted to be taken at any board of directors meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all directors eligible to act with respect to such matter. Such consent, which may be signed in multiple counterparts, shall have the same force and effect as a vote of the board of directors.

Section 4.10 Committees. The board of directors shall create a nominating committee, as provided below, and may create such other standing and special committees, including but not limited to a fundraising committee, as it determines to be in the best interest of the corporation. The board of directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers which by law, by the Articles of Organization, or by these bylaws may not be delegated. Each such committee shall submit to the board of directors at such meetings as the board may designate, a report of the actions and recommendations of such committee for consideration and approval by the board of directors. Any committee may be terminated at any time by the board of directors.

Section 4.11 Nominating Committee. The board of directors shall create a nominating committee to make nominations for officers of the Corporation. The nominating committee shall be composed of five (5) members. The board shall appoint two (2) directors to serve on the nominating committee, one to serve as chair and the other to serve as an at-large member of the committee. The chair shall appoint to the committee three (3) members of the corporation who are not directors. Each member of the nominating committee shall serve for a term of one year. The chair may not serve for consecutive terms.

The nominating committee shall solicit nominations from the membership not less than sixty (60) days prior to the annual meeting of the members and shall make one (1) nomination for each office to be filled at the next annual meeting of the members. Additional nominations may be made from the floor at the time of any meeting called for the purpose of electing officers. The corporation shall publish or otherwise give notice to all members of the nominations of the nominating committee for any elective office prior to the meeting of the members called for the purpose of conducting such election.

Section 4.12 Compensation. Directors as such shall not receive any compensation for their services on the board, but directors shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation for such service.

Section 4.13 Vacancies. A vacancy occurring in the board of directors may be filled by the members or the board of directors. A director elected to fill a vacancy resulting from resignation or removal shall be elected for the unexpired term of his or her predecessor in office.

Section 4.14 Resignation. Any director may resign by delivering a written resignation to the corporation at its principal office or to the president, treasurer, or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Section 4.15 Removal. Any director may be removed from office with or without assignment of cause by vote of a majority of members entitled to vote in the election of directors or by vote of a majority of the directors then in office. No director shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought.

ARTICLE 5

Officers

Section 5.1 Officers. The officers of the corporation shall be a president, a co-president, a treasurer, and a clerk, and such other officers, including but not limited to a secretary and/or one or more vice presidents, assistant treasurers, and/or assistant clerks, as the members may determine. The offices of president and treasurer may be filled by two individuals, as the members may determine. Any reference in these bylaws to the president shall mean and include a reference to both the president and the co-president.

Section 5.2 Election and Term. The officers of the corporation shall be elected annually by the members of the corporation at the annual meeting of the members or at such meeting of the members as may be called for the purpose of conducting such election. Only members of the corporation may serve as officers. Any two (2) or more offices may be held by the same person.

The terms of the officers shall be designated so that approximately one-half of the total number of officers shall be elected at each annual meeting of the members. Officers elected by the members shall hold office, except as otherwise provided by law, by the Articles of Organization, or by these bylaws, until the second annual meeting of the members following their election and until their successors are chosen and qualified or there is a decrease in the number of officers, or until officers' earlier resignation or removal. The members shall determine the limit, if any, on the number of terms officers may serve.

Section 5.3 Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term. In lieu of filling such a vacancy, the members or the board of directors may reduce the number of directors.

Section 5.4 Resignation. Any officer may resign by delivering a written resignation to the corporation at its principal office or to the president, treasurer, or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time

Section 5.5 Removal. Any officer may be removed, with or without assignment of cause, by vote of a majority of the members or by vote of a majority of the directors then in office. No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought.

Section 5.6 President and Co-President. The president and co-president shall preside at all meetings of the members and of the board of directors. The president or co-president or other proper officer or agent, may sign any deeds, mortgages, bonds, contracts, or other instruments that the board of directors has authorized to be executed. The president and co-president shall perform all duties incident to the office of president and co-president and such other duties as may be prescribed by the board of directors from time to time.

Section 5.7 Vice President. The vice president or vice presidents, if any, shall have such powers and perform such duties as shall be designated by the board of directors. In the absence or disability of the president and co-president, the vice presidents jointly shall assume all powers and perform all the duties of the president and co-president until such time as the board of directors shall otherwise direct.

Section 5.8 Treasurer. The treasurer, or other proper officers or agents of the corporation authorized by the board of directors, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks or other depositories as shall be selected by the board of directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the board of directors.

Section 5.9 Assistant Treasurer. Any assistant treasurer shall, in the absence of the treasurer, have the same powers and duties as the treasurer and such other duties as may from time to time assigned by the board of directors.

Section 5.10 Clerk/Secretary. The clerk and/or secretary shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the board of directors. In the absence of the clerk and/or secretary, an assistant clerk, if one is elected, or otherwise a temporary clerk designed by the person presiding at the meeting, shall perform the duties of the clerk or secretary.

ARTICLE 6

Corporate Transactions

Section 6.1 Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances.

Section 6.2 Disbursements and Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other disbursements or evidence of indebtedness issued in the name of the corporation shall be signed by the president or treasurer, or such other officer or agent of the corporation, as from time to time may be determined by the board of directors.

Section 6.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the board of directors shall select.

Section 6.4 Contributions. The board of directors or any authorized officer or agent may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE 7

Books and Records

The corporation shall keep correct and complete books and records of account, minutes of the proceedings of the board of directors, and a register of the names and addresses of the members and directors of the corporation, and these may be maintained in electronic format as appropriate provided that adequate backup and security methods are employed. All books, and records of the corporation may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE 8

Restrictions on Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene in (including by publishing or distributing statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

ARTICLE 9

Dissolution

Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one or more organizations that are exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

ARTICLE 10

Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE 11

Personal Liability

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director

notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

ARTICLE 12

Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; 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 such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided under this section shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This section constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of the provisions of this section which adversely affects the right of an indemnified officer or director under this section shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 13

Amendments to Bylaws

These bylaws may be amended or repealed (other than the provisions of Article 12) by the affirmative vote of net less than two-thirds of those members present and voting, in person or by proxy, at any meeting at which such action is proposed to be taken, provided that notice of the substance of the proposed amendment is stated in the notice of such meeting. The directors may make, amend, or repeal the bylaws (other than the provisions of Article 12), except with respect to any provisions which by law, the Articles of Organization, or these bylaws requires action by the members. Any amendment or repeal of these bylaws by the directors and any bylaw adopted by the directors may be amended or repealed by members, provided that notice of any proposed bylaw amendment or repeal by the members must be given to the clerk not less than thirty (30) days prior to the meeting at which such action is proposed to be taken, and notice of such proposed amendment or repeal must be given to the members prior to such meeting.

(End of Bylaws)