

**Amended and Restated By-laws of the
Community School Association, Inc.**

- 1) Name, Purpose, Principal Office and Fiscal Year. The Community School Association, Inc. (CSA) is a nonprofit corporation with its principal office situated in Sherborn, Massachusetts. The primary purpose of CSA is to maximize parent and community involvement in the life of Pine Hill School and to fund select enrichment programs, materials and equipment that contribute directly to the students' learning. Except as the board of directors (BOD) may otherwise determine, the fiscal year of CSA shall end each year on June 30th.
- 2) Members.
 - a) Membership, Participation and Dues. Parents or legal guardians of students currently enrolled at Pine Hill School and any member of the Pine Hill School teaching or administrative staff actively involved in the formal education system of the Town of Sherborn shall be considered members of CSA. Each member shall have the right to vote at any general membership meeting, the right to be nominated for election to any office established by CSA and the right to participate in any and all CSA activities and programs. There shall be no membership dues.
 - b) Meetings of Members.
 - i) *Annual Meeting.* The annual meeting of members shall be held on the first Monday in June or such date in June as set by the BOD or by the president and stated in the notice of the meeting. In the event that an annual meeting has not been held in June, a special meeting in lieu of annual meeting may be held with all the force and effect of an annual meeting.
 - ii) *Special Meetings.* Special meetings of the members may be called by the BOD or by the president, and shall be called by the BOD upon written application of members representing 10% or more of the votes entitled to be cast at such meeting. Such call shall state the place, date, time and purposes of the meeting.
 - iii) *General Membership Meetings.* The BOD shall hold no few than four regular meetings annually for the membership, with not more than one meeting to be held each month, on such dates and at such times as many be set by the BOD or by the president and as stated in the notice of meeting.
 - iv) *Notice of Meetings.* A written notice of the place, date, time and purpose of each meeting of the members shall be given at least 7 days before the meeting, to each member by electronic communication or by distributing such notice to each family and staff member at Pine Hill School. The requirement of notice may be waived by a written waiver or by attendance at the meeting without protesting the lack of notice.
 - v) *Quorum, Adjournment, Voting Rights and Procedure.* At any meeting of members, the presence either in person or by proxy of 10 or more of the members shall constitute a quorum for the transaction of business. Absent a

quorum, or when a quorum is present, a meeting may be adjourned by a vote of a majority of members present in person or by proxy. Each member is entitled to cast one vote on any matter. Members may vote in person or by proxy filed with the secretary of the meeting.

- vi) *Action at or without a Meeting.* When a quorum is present at any meeting, the majority of the votes of the members present in person or by proxy shall decide any matter or take any action, except as otherwise required by law, CSA's Articles or these by-laws. Action may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing.

3) Board of Directors.

- a) Powers, Number, Term, Responsibilities, Qualification. The board of directors (BOD) shall manage CSA and may exercise all of the powers of CSA, subject to any limitations contained in these by-laws, CSA's Articles or otherwise imposed by law. The BOD shall consist of no fewer than one and no more than 15 directors, as set by the BOD and fixed by vote at the meeting of members at which they are elected. The members may, at any special meeting held for the purpose during the year, increase or decrease the number of directors so fixed and elect new directors to complete the number so fixed or remove directors to reduce the number of directors to the number so fixed. Each director shall serve a term of one or two years, as set by the BOD and fixed by vote at the meeting of members at which such director is elected. Each director must be a member.
- b) Election, Resignation, Removal and Vacancies. Each director shall be elected at the annual meeting of members and shall hold office until his or her successor has been duly elected and qualified. Election of directors shall be by ballot if so requested by any member voting. Any director may resign by delivering a written resignation to CSA at its principal address or to the president or secretary. Such resignation shall be effective upon receipt unless specified otherwise. Any director may be removed from office with cause by a 2/3 vote of the members at any special meeting. A vote to remove a director for cause may be taken only after reasonable notice and opportunity to be heard. If a position on the BOD becomes vacant for any reason, the members may elect a successor or, except in the case of a vacancy resulting from enlargement of the BOD, the remaining directors may elect a successor. Only members may elect a director to fill a vacancy on the BOD resulting from an enlargement of the BOD. Each successor elected by the members or by the BOD shall hold office for the unexpired term of his or her predecessor.
- c) General Powers. Subject to these by-laws, the BOD shall have the power to designate BOD positions and confer corresponding duties and responsibilities, with such positions, duties and responsibilities to be as specified and set forth by the BOD in the CSA Policy Manual.
- d) Meetings of the BOD.
 - i) *Regular and Special Meetings.* A regular meeting of the BOD shall be held following the annual meeting of members or the special meeting in lieu of

such meeting. Other regular meetings or special meetings of the BOD may be held, provided reasonable notice is given, at such time and place as the BOD may determine.

- ii) *Quorum and Adjournment.* A majority of the number of directors constituting the full BOD as fixed by the members shall constitute a quorum for a meeting. A quorum may adjourn any meeting of the BOD and, if a quorum is not present, the majority of the directors present may vote to adjourn the meeting.
 - iii) *Action at or without a Meeting.* When a quorum is present at any meeting, the vote of a majority of the directors present shall decide any matter or take any action, except as otherwise required by law, the CSA Articles or these by-laws. Directors may participate in a meeting by means of a conference telephone call or similar communications equipment if all participants can hear each other at the same time. Action may be taken without a meeting if all directors consent to the action in writing.
 - e) Committees. The BOD may designate an executive committee or such other committees, consisting of one or more directors and may delegate to such committees some or all of their powers except those that by law, the CSA Articles or these by-laws, may not be delegated. Except as the BOD may otherwise determine, any committee may make rules for the conduct of its business.
- 4) Officers.
- a) Designation, Election, Qualification and Term. The officers of CSA shall be a president, a treasurer, a secretary/clerk (secretary) and such other officers, with such duties and powers as the BOD may determine. The officers shall be elected at the annual meeting of members and each shall hold office until his or her successor has been duly elected and qualified. Each officer shall be a member, and any two or more offices may be held by the same person. No officer shall be a director solely by virtue of being an officer. The secretary shall be a resident of Massachusetts unless CSA has a resident agent appointed for the purpose of service of process. Each officer shall serve a term of one or two years, as set by the BOD and fixed by vote at the meeting of members at which such officer is elected.
 - b) Resignation, Removal and Vacancies. Any officer may resign by delivering a written resignation to the president or secretary. Such resignation shall be effective upon receipt, unless it is specified otherwise. The members may remove any officer from office with cause by a 2/3 vote of the members at a special meeting called for the purpose. The BOD may remove from office any officer with or without cause by the affirmative vote of a majority of the directors then in office. An officer may be removed for cause only after reasonable notice and an opportunity to be heard. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the BOD.
 - c) General Powers. Subject to these by-laws, each officer shall have such powers and duties as generally pertain to the respective office, as conferred by the BOD and as specified and set forth by the BOD in the CSA Policy Manual.

- 5) Compensation. No member, director or officer shall be entitled to any compensation for services provided to CSA.
- 6) Indemnification. CSA shall indemnify against all liabilities and expenses, including reasonable counsel fees, any person threatened with or made party to any action, suit, or other proceeding by reason of the fact that he, she or his or her testator or intestate, is or was a director, officer, member, employee or other agent of CSA, who serves or served at the request of CSA as a director, officer, member, employee or other agent of another organization, except that no indemnification shall be provided for any person with respect to any matter as to which such person shall have been adjudicated in any proceeding to have acted in breach of his or her fiduciary duty to CSA, or not have acted in good faith in the reasonable belief that his or her action was in the best interests of CSA; provided, however, as to matters disposed of by a compromise payment, pursuant to a consent decree or otherwise, no reimbursement, either for said payment or for any other expenses in connection with the matter so disposed of, shall be provided unless such compromise has been approved by a disinterested majority of the directors then in office.

The BOD may from time to time authorize payment by CSA of expenses incurred by any such person in defending any such action, suit or other proceeding in advance of final disposition upon receipt of an undertaking from such person to repay such payment if such person shall be adjudicated to be not entitled to indemnification under this article of these by-laws or if the matter involved shall be disposed of by a compromise payment with respect to which such person shall not be entitled under this article of these by-laws.

- 7) Powers to Contract with CSA. No contract or transaction between CSA and its directors, officers or members, or between CSA and any other entity in which such person is financially interested, shall be either void or voidable for this reason alone, provided that such common interest, if material, was disclosed or known to each director voting on or concurring on the matter.
- 8) Seal. The seal of CSA shall, subject to alteration by the BOD, consist of a flat-face circular die with the name of CSA, the year of its incorporation and the word "Massachusetts."
- 9) Execution of Papers. Unless otherwise authorized by the BOD, all contracts, deeds, leases, transfers, checks, drafts, bonds, notes and other obligations made, accepted or endorsed by CSA shall be signed by the president or treasurer.
- 10) Amendments. These by-laws may be altered, amended or repealed at any meeting of the members. The BOD may make, amend or repeal these by-laws, except that the BOD may not amend the by-laws in a manner which permits the BOD to take any action which under law, the CSA Articles, or these by-laws is required to be taken by the members. Any amendment of the by-laws by the BOD may be altered or repealed by the members.

APPROVED by the members of CSA, as amended and restated, on May 26, 2006.

