

THE ENGLISH HIGH SCHOOL ASSOCIATION OF BOSTON, INC.
Founded 1854 – Incorporated 1891

CORPORATE BYLAWS

July 31, 2024

ARTICLE I

NAME

The English High Association of Boston, Inc., a Corporation, Chartered on May 1, 1891, in the Commonwealth of Massachusetts under Massachusetts General Laws (MGL) Part 1 Title XXII Chapter 180 Section 4 and identified by the Secretary of State as File number 042618038, is classified a 501(C)(3) shall be referred to hereinafter as the “Association”.

ARTICLE II

OBJECT AND PURPOSE

The object and purpose of this Association shall be exclusively charitable and educational and shall include the promotion and encouragement of public interest in the and study of the history of The English High School – America’s Oldest Public High School; the preservation of the integrity, traditions, and spirit of The English High School of Boston; and assistance in the advancement of all students and graduates of the school. No part of the earnings or profits of the Association shall inure to the benefit of any of its members, officers, or other private individuals, except that it is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable and educational purposes as herein set forth.

The Board of Directors is committed to diversity and shall strive to grow its Board from Alumni to encompass differences in ethnicity, gender, language, age, sexual orientation, religion, socio-economic status, thinking styles, experience, and education. The Association is dedicated to fostering a diverse culture to promote innovation, creativity, flexibility, productivity and competitiveness in furthering our object and purpose.

ARTICLE III

MEMBERS

All past pupils of The English High School and members of its senior class may become Life Members of this Association upon a donation of at least one-dollar (\$1) for any senior class member until they are four (4) years removed from graduation, or on

such other terms as may be unanimously approved by the Board of Directors. All past members who have already paid a lifetime membership are grandfathered Life Members of the Association. Faculty members shall be annual members, with no fee, during their membership as faculty of the English High School.

The members of the Board of Directors and Alumni Committee must be Life Members of the Association and demonstrate a committed interest in the object and purpose of the Association.

Life Members shall have the rights and privileges of Association membership, except those assigned to Directors of the corporation. However, Life Members can be considered and approved by a unanimous vote of the Board of Directors for full participation on the Alumni Committee and Committees of the Board established under these Bylaws. Such Committee members shall not be members of the corporation within the meaning of MGL Chapter 180 and, except as the Directors may otherwise designate, shall have no right to notice of or vote at any Board of Directors meeting and shall have no other rights or responsibilities.

All Directors, except the Head of School, contribute no less than \$500, except for graduates, and members of the military, with less than 4 years from graduation, shall pay \$1.00 on an annual basis to the Association's Annual Fund, The English High School, or the Association's Endowment Fund.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Responsibilities and Duties of Members of the Board of Directors

The Association relies on the leadership of the Board of Directors to ensure that it is faithfully carrying out the Association's charitable purposes without extravagance or waste and in a manner that is most beneficial to the community.

The general administrative function of the Association shall be vested in the Board of Directors, which shall have and may exercise all the powers of the Association, based on these Bylaws. It shall also be the duty of the Board of Directors to establish recommendations for the distribution of the annual income of the Endowment Fund, with consultation and recommendations of the Finance Board and Treasurer

Section 2: Composition of the Board

There shall be a Board of Directors consisting of not less than six (6) and not more than fifteen (15) directors at-large, including the Head of School. There shall be four permanent standing committees, including (i) an Executive Committee, (ii) a Finance

Committee (iii) a Governance & Nomination Committee and (iv) an Alumni Committee. There shall be such other committees as the Board of Directors may constitute from time to time. Any Member of the Alumni may become members of the Board of Directors. The election of a member of the Alumni to the Board of Directors shall be the opinion of the Board the “best qualified” of applicants to serve on the Board.

The members of the Board shall be divided into three (3) groups, each group to be nearly as equal in number as possible. Each Officer of the Association, shall hold office for a period of three (3) years or until his or her successor is chosen and qualified or until he or she dies, resigns, is removed or becomes disqualified; provided upon the adoption of these Bylaws, three Directors shall be designated for a one (1) year term, three Directors shall be designated for a two (2) year term and three Directors shall be designated for a three (3) year term. At each annual Meeting a number of Directors equal to the number whose term expires at the time of such meeting shall be elected by the remaining Directors still in office. Directors may be re-elected to an unlimited number of successive terms, providing additional terms are approved by a majority at the annual/special meeting. The Directors may fill any vacancy in the Board, including vacancy resulting from enlargement of the Board, for a term ending at the next annual Association meeting. The Board of Directors may exercise all the powers of the corporation notwithstanding any vacancies in their number. Members-at-large may serve unlimited terms, providing they are active members in the duties of the Association.

a.) Committees. In addition to the committees set forth in Article VIII, the Directors may elect from their own number such other committees as they may from time to time determine necessary or advisable and may delegate, to the extent permitted by law, the Articles of Organization or these Bylaws, such powers and duties thereto as the Board of Directors may deem advisable. At any meeting of a Committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such Committee unless otherwise determined by the Board. Any Committee may, subject to the approval of the Board of Directors, make further rules for the conduct of its business. However, unless otherwise provided by a vote of the Board of Directors or by rules established by the Board of Directors, the business of any Committee shall be conducted as nearly as possible in the same manner as is provided in these Bylaws for the Board of Directors. The members of any Committee shall remain in office at the pleasure of the Directors.

Section 3: Board of Directors’ Duties

The Board of Directors and its members have two primary duties: 1) the duty of care, and 2) the duty of loyalty. This requires members of the board to act in good faith and in the best interest of the Association.

Members of the Board of Directors must act to be aware of and informed about every major action the Association takes. They should regularly attend Board meetings and meetings of committees on which they serve. If a Director cannot attend Board meetings, in person or he/she or she may arrange to be included remotely by mail, telephone, or electronic meeting. Each Director shall ensure he/she receives and carefully reviews materials in order to be prepared to discuss and vote on matters and shall use his or her own judgment rather than take the word of the Chairman, CEO or fellow Board members.

Members of the Board of Directors shall ensure that the process of reviewing and selecting officers and Directors assures diversity of viewpoints, rotation of officers and Directors, active and informed participation, and officers and directors with an interest in the Association's object and purpose.

Members of the Board of Directors must actively participate in selecting, evaluating, determining, and approving compensation of any consultant or vendor providing services to the Association. A majority of the Board is required to approve compensation for any consultant. Consultant is defined as any person, employee, company, or corporation performing services for the Association for compensation. No member of the Board may serve as a Consultant to the Board.

Members of the Board of Directors must ensure that the Association is financially accountable, is safeguarding its property and assets, has mechanisms in place to keep the Association financially sound, operates in a fiscally prudent manner, and is properly restricting funds so designated it receives.

In addition to the above internal duties, members of the Board of Directors are expected to embrace certain external duties that will strengthen the affinity for the Association and its work. Such duties include liaison with stakeholders, media and professional networking, fundraising, and serve as an advocate of The English High School.

- a.) Action at Meetings. Except as otherwise required by law, and by these Bylaws, a majority, of the Directors then in office shall constitute a quorum, but a lesser number may, without further notice, adjourn the meeting at any time. At any meeting of Directors at which a quorum is present, by a vote of a majority, of those Directors present shall decide any matters unless the Articles of Organization, these Bylaws or any applicable law requires a different vote. Directors may participate in a meeting of Directors by means of a conference telephone call. Virtually, electronic media, allowing all persons participating in the meeting can hear, or in the instance of virtually, see, each other at the same time and participation by such means shall constitute presence in person at a meeting. Voting by proxy shall not be permitted.

- b.) Action by Written Consent. Any action by the Directors or any Committee may be taken without a meeting if a written consent thereto is signed by all the Directors or all the members of the applicable Committee and filed with the records of the meetings of the Directors. Any such written consent shall be treated for all purposes as a vote at a meeting.

Section 4: Board of Directors Meetings

- a.) Annual Meeting. The annual meeting of the Association shall be held in person or by telephone or electronic means in January at office of the English High School Association's office, and virtually, on the Associations website, www.EnglishHighAlumni.org, for the purpose of, among any other matters, electing new Directors and officers as necessary. If such annual meeting is omitted in the month herein provided therefore, a special meeting may be held in place thereof, and at such other date, time and location as the Board of Directors shall determine, except that such date shall not be a legal holiday. Any business transacted or elections held at such meeting shall have the same force and effect as if transacted or held at the annual meeting. Notice of the annual meeting setting forth the date, time and location of any such meeting shall be transmitted electronically to all Directors and the Alumni Committee and posted to the Association website at www.EnglishHighAlumni.org not less than ten (10) days prior to the date of the annual/special meeting.
- b.) Regular Meetings. Regular **monthly** meetings of the Board of Directors may be held, in person or virtually, without call at such places and times as the Board of Directors may from time to time determine. The Board shall strive to establish a yearly meeting calendar, which shall be posted to the Association website at www.EnglishHighAlumni.org by January 30, of each year, and at The English High School of Boston. Notice of any regular meeting shall be transmitted electronically to the Board of Directors no less than 48 hours prior to the date of the meeting. If there is a change to a yearly meeting calendar meeting date, the newly established date, time, and place shall be transmitted electronically to the Board of Directors not less than fourteen (14) days prior to said change.
- c.) Special Meetings. Special meetings of the Board of Directors may be held at any time and place and manner when directed by the Chairperson and approved by the Board, or by a majority of the Directors. Notice of a special meeting shall be posted on the Association's website www.EnglishHighAlumni.org, with the time and place of any such meeting and shall be transmitted electronically and posted to all Directors not less than ten (10) days prior to the date of said meeting.

- c.) Upon written request to the Secretary by any Director of the Alumni Association, the notices described above shall be delivered by postal or electronic mail to such Director or Member.

ARTICLE V

ELECTED OFFICERS

The officers of the Association shall consist of a Chairperson of the Board, CEO, Head of School, Vice Chairperson, Treasurer, and Secretary, Chairperson of the Finance Committee, and such officers as the Directors may determine. The elected officers of the Association shall be members of the Board. and shall be elected by the majority of the Board of Directors, except the Head of School who shall be the sitting Head of School, (Principal) of The English High School. The elected officers and Head of School shall constitute the Executive Committee.

ARTICLE VI

DUTIES OF OFFICERS

Section 1: Chairperson of the Board of Directors

The Chairperson of the Board shall, preside over all Board meetings of the Association and of the Executive Committee, and shall approve the agenda, developed by the Chairperson for each meeting. The Chairperson of the Board shall be the liaison between the Board of Directors, and the Association's employees and contractors, and the CEO. He/she shall be responsible for the day-to-day operation of the Alumni Association's employees and their agents. The Board of Directors shall elect the Chairperson of the Board with a two-thirds vote at the annual meeting or at a special meeting. The Chairperson of the Board will have a term of three (3) years, starting at the annual/special meeting, as determined by the majority of the Board No individual person shall serve more than three (3) consecutive terms as Chairperson of the Board, unless otherwise authorized by a two-thirds vote of the Board of Directors.

The Chairperson is head of the Board of Directors. The Chairperson collaborates with the CEO of the Association to ensure the effective implementation and management of goals and objectives as stipulated by the Board of Directors. The Chairperson oversees the efforts of the CEO, and duties are following the organization's charge, goals and objectives, values, policies, and procedures of the Association. The Chairperson presides over all Board of Directors meetings or special meetings and events called for and by the Board of Directors. In conjunction with the CEO, the Chairperson prepares and manages the agenda of all Board of Directors meetings. The Chairperson communicates and updates with all Board of Directors regularly, at consistent intervals to ensure clear communication with and among all Board Members. As with the CEO,

the Chairperson is the designated public spokespersons of the Association in all contexts. With the support of the Governance & Nominations Committee, the Chairperson is responsible for identifying and recruiting qualified and talented new Board members who bring the skills and leadership to the Board in the future.

Section 2: Chief Executive Officer (CEO)

The CEO shall be an elected by The Board and reports to the Chairperson of the Board, The CEO shall be present at all meetings of the Association and of the Executive Committee and shall assist the Chairperson in setting the agenda, approved by the Chairperson of the Board of each meeting. He/she shall carry out all directives of the Board of Directors, and the Chairperson of the Board, The CEO of the Association shall develop agendas for each Board meeting as directed by the Chairperson. The Board of Directors shall elect the CEO with a two-thirds vote at the annual/special meeting. The CEO will have a term of two (2) years, starting at the annual/special meeting. No individual person shall serve more than three (3) consecutive terms as CEO, unless otherwise authorized by a two-thirds vote of the Board of Directors. The Chairperson may delegate these duties.

The CEO is the chief executive officer of the Association. The CEO is responsible for ensuring the execution and implementation of the designated goals & objectives as stipulated by the Chairperson and Board of Directors. The CEO is responsible for ensuring the achievement and realization of successful fundraising and development efforts of the Association to ensure annual budget requirements. The CEO is responsible for ensuring the Association's operating structure and implementation, including administrative, accounting, and information systems, are working effectively and efficiently for all day-to-day operational needs. As with the Chairperson, the CEO is a designated public spokesperson of the Association in all contexts. The CEO is responsible for ensuring the Association's operational efforts follow all federal and state regulations and laws governing Non-Profit Organizations. The CEO shall maintain a record of his activities on a daily basis. The activities shall include a telephone log, including information obtained in the conversation, notations of meetings, record of activities, meetings and other pertinent information relative to the actions of the CEO. The daily record of the CEO's activities shall be made available to the Chairperson and the Board Members upon request. The CEO's records shall be placed monthly in the Association's Computer system in a folder entitled "CEO Activities"

Section 3: Head of School

The sitting Head of School (Principal) of The English High School shall be the Honorary Assistant Chairperson and a voting member of the Association. He/she should attend meetings of the Association and shall keep the Board of Directors informed of the status

of academic goals and objectives; academic performance, partnership and grant programs; school climate; extracurricular activities and sports programs; and other events that might be of interest. During the third quarter of each calendar year, he/she is to submit a statement requesting any support, including financial requests, for scholarships and/or other support to the Board of Directors for its consideration. The Head of School shall present the school's interim or final *Report on Teaching & Learning* at the Association's annual meeting. The EnglishHighAlumni.org webpage shall maintain a copy of the Association's annual financial report, provided by the Finance Committee. The annual financial report shall be made available to any member of the Association upon written request to the Head of School or Board Secretary. The Head of School shall serve on the Association's Board during their appointment as Head of School of Boson English High School.

Section 4: Vice Chairperson

The Vice Chairman shall assume the place and duties of the CEO in his/her absence. In event of death, resignation, or removal from office of the CEO, the Vice Chairperson shall automatically become CEO. The Board of Directors shall elect the Vice Chairperson with a two-thirds vote at the annual/special meeting.

The term of service is two (2) years and is concurrent with that of the Chairperson. No individual person shall serve more than three (3) consecutive terms as Chairperson, CEO and Vice Chairperson, unless otherwise authorized by a two-thirds vote of the Board of Directors.

Section 5: Treasurer

The Treasurer shall receive all dues and other funds, and any evidence of indebtedness, which may come to the Association. He/she shall pay such bills as may be authorized by the Board of Directors or by the Executive Committee. All nonrecurring bills over one thousand dollars (\$1,000) shall be paid by the Treasurer under authorization of least two (2) members of the Executive Committee. Expenses greater than \$2000 shall be authorized by a majority vote of the Board of Directors.

The Treasurer shall be the Chair of the Finance Committee. He/she shall have charge of the Association's Endowment Funds allocated by the Finance Committee as eligible for use as the Association's Board of Directors may decide during any fiscal year (in accordance with Article XIV herein) and shall keep his/her accounts accessible to any member of the Board.

The Treasurer shall render financial reports to the Executive Committee as requested and to the Board of Directors at least quarterly. At the annual/special meeting he/she shall present a report of all receipts and disbursements for the twelve (12) month period ending on December 31 of the prior calendar year. He/she shall sign all checks drawn on any operating account of the Association, and if he/she is unable to do so, the Chairperson, with approval of the Executive Committee, may sign for him/her. The Treasurer shall be responsible for ensuring an annual accounting of the Association's assets and liabilities.

Th The Treasurer is responsible for ensuring the Association has a proper and functioning accounting & bookkeeping system that focuses on all financial matters. Providing an appropriate and effective financial reporting system is operating will support making financial matters and decisions for the Board, the Chairperson, and Chairperson of the Finance committee of the Association. The Treasurer oversees the efforts and management of the Finance Committee and works with the Association's outside CPA firm to ensure compliance and filing with all federal & state tax reporting requirements. In conjunction with the Finance Committee, the Treasurer prepares the Association's annual budget report, including operations, capital projects, and cash flow, to ensure prudent management of investments.

e term of service of the Treasurer shall be three (3)) years and is concurrent with that of the Chairperson. No individual person shall serve more than four (4) consecutive terms as Treasurer, unless otherwise authorized by a two-thirds vote of the Board of Directors.

All financial affairs of the Association shall be audited upon the expiration of the term of the Treasurer by an independent certified public accountant engaged by the Executive Committee. The Treasurer of the Board shall be bonded and the cost of such Bond paid for by the Association.

A record of the Activities of the Treasurer shall be maintained bimonthly, on the Association's computer system in a folder entitled "Treasurer's Activities".

Section 6: Secretary

The Secretary shall attend all Board meetings and keep a complete roll of officers and members of the Board of Directors, and a faithful record of all correspondence, proceedings, and activities of the Association, and of the Executive Committee. He/she shall advise new members of their election, shall notify the Treasurer of the election, death, withdrawal, or expulsion of Directors, and shall issue to all Directors due notice of meetings in accordance with Article IV, Section 4. The Secretary shall also post notices of Board meetings on the Association's website EnglishHighAlumni.org. The term of service is three years (3) and is concurrent with that of the President. No individual

person shall serve more than four (4) consecutive terms as Secretary, unless otherwise authorized by a two-thirds vote of the Board of Directors. The Secretary's activities shall be maintained on the Association's computer system bimonthly in a folder entitled "Secretary Activities".

The Secretary shall be responsible for the keeping of all records of the Association's business on the Association's central file system maintained on the Association's computer system, including monthly backup files.

ARTICLE VII

SELECTION OF DIRECTORS

Section 1: Directors

All persons considered for membership to the Board of Directors shall be reviewed, selected, and nominated by the Governance & Nomination Committee. two (2) or more Members of the Association may nominate a person for membership to the Board of Directors by submitting a nomination to the Board of Directors at least thirty (30) days prior to the annual/special meeting. The Governance & Nomination Committee must review and approve a prospective candidate/s at least thirty (30) days prior to the annual/special meeting. New Directors shall be elected to the Board by a majority vote of the Board of Directors at the annual/special meeting in accordance with Article IV, Section 4.

Candidate selection shall be based on membership in the Association (EHS Alumni), character, merit, community profile, strength of internal and external networks (business and/or alumni), as well as demonstrated interest in and dedication to the object and purpose of The English High School Association of Boston.

ARTICLE VIII

BOARD COMMITTEES

The following permanent committees support governing the Association.

- Governance & Nomination Committee
- Executive Committee
- Finance Committee
- Alumni Committee

Committees may be created and dissolved by a majority vote of the Board of Directors. The Board of Directors shall select committee members and each Committee shall select a Chairperson and submit to the Chairperson of the Board for approval of the of

the Board. All committee Chairpersons' will submit a copy of all meeting minutes to the Board Chairperson, and Secretary within fourteen (14) days following a meeting. The Secretary shall have the administrative assistant maintain folders for each Committee electronically on the Associations operating computer system. Such Folders shall be available to Board members for review. The Secretary shall maintain request forms for meeting minutes on the Association's website for review by any member of the Association.

Governance & Nomination Committee

The Governance & Nomination Committee shall consist of the duly appointed Board Member who shall act as Chairperson, the vice Chairperson and three (3) at-large members of the Board of Directors. The Head of School shall act as an advisor to the Governance and Nominating Committee. The at-large members of the Committee shall serve as follows: one shall serve a term of one (1) year; one with a term of two (2) years; and one with a term of (3) three years. Members of the Governance & Nomination Committee may serve up to three (3) consecutive terms unless otherwise authorized by a two-thirds vote of the Board of Directors.

The Governance & Nomination Committee shall be appointed by majority vote of the Board of Directors, at the annual/special meeting. The Governance & Nomination Committee shall be responsible for soliciting from the general membership of the Alumni a list of potential candidates for the Board of Directors. The Governance & Nomination Committee shall make its recommendation considering the diversity of The English High School and make such selection(s) without regard to gender, race, or ethnic origin. The Governance & Nomination Committee shall select suitable candidates for each open office for that year and recommend, based upon a majority vote of the Governance & Nomination Committee an approved list of candidates for the Board of Directors and officers to be presented to the Board at least every 6 months, as vacancies on the Board arise.

The Governance & Nomination Committee shall provide the approved list of candidates to the Board of Directors for open offices at least ten (10) days prior to the Annual/Special meeting, and on the Association's website EnglishHighAlumni.org. as identified in Article IX of these Bylaws.

The Governance and Nominating committee shall hold annual elections at an annual/special meeting in January of each year as described in Article IX of these bylaws entitled "Elections".

The governance and Nominating Committee shall submit its minutes, and activities files to the Secretary bimonthly for including in the Association's computer system in a folder entitled "Governance and Nomination Committee Activities"

Executive Committee

The Executive Committee shall be a standing committee consisting of seven (7) members: Chairperson of the Board, CEO, Head of School, Vice Chairperson, Treasurer; Chairperson of Finance Committee, and the Secretary of the Board. The Executive Committee shall be an Advisory Board for the Chairperson of the Board and the Head of School on matters that affect The English High School of Boston and The English High School Association of Boston. The Executive Committee has formal voting rights as to certain financial actions of the Finance Committee as outlined in these Bylaws. Individual members of the Executive Committee, based upon their duly elected office, retain their voting rights as outlined in their duties.

The Executive Committee shall submit its minutes, and activities files to the Secretary bimonthly for including in the Association's computer system in a folder entitled "Executive Committee Activities"

Finance Committee

The Finance Committee shall be responsible for the management of the Association's finances as well as the accounting and financial reporting system. The Finance Committee is responsible to ensure there exists a system of internal controls to protect all the assets of the Association. All financial reporting, including financial statements, reports and accompanying supporting documentation, and all receipts and expenditures, both operating and capital, are accounted for by a series of financial reports. The Committee ensures that all financial reporting is in compliance with the accounting and auditing standards as prescribed by the American Institute of Certified Public Accountants (AICPA). The Committee will ensure that all federal and state tax returns and required regulatory filings are executed in accordance with all laws and regulations.

The Finance Committee will work in conjunction with the independent accountant(s) that is appointed annually by the Board of Directors to ensure the year-end financial statements and its supporting documentation have been compiled. The Treasurer, and the Chairperson of the Finance Committee will prepare mid-year financial statements, which he/she will present to the Board of Directors at the July Board meeting. Each member of the Board of Directors will receive an individual copy of the mid-year as well

as the year-end financial statements as prepared by the independent accountant(s). The financial year of the EHSA shall be from January to December of each year.

The Treasurer of the Association or his/her Designee shall be the Vice Chairperson of the Finance Committee for his/her term of office. The Finance Committee shall consist of five (5) members of the Board of Directors, one of whom shall be the Treasurer. Members of the Finance Committee shall have a term of four (4) years. Thereafter, the Governance & Nomination Committee shall identify and nominate candidates for open Committee seats at least ten (10) days prior to the annual/ special meeting and elected by the Board of Directors at the annual/Special meeting, as identified in Article IV, Section 4.

The Treasurer, acting on behalf of the Finance Committee shall receive all moneys, gifts, securities, or other assets given to the Association. The Treasurer may receive gifts directly from any donor, which are not intended by such donor to be placed in the Endowment Fund of the Association, unless the donor has a specific request for the gift's disbursement. The Treasurer shall, upon receipt of any donation specifically designated for the Endowment Fund, the funds as the Finance Committee determine. The Association shall acknowledge all gifts to the Endowment Fund in writing. The Treasurer shall on a quarterly basis provide to the Finance Committee a detailed accounting of all gifts and disbursements. The quarterly detailed accounting of the Finance Committee shall also be provided to the Board of Directors at the monthly meeting following the end of each quarter of the fiscal year. The Finance Committee shall be responsible for monitoring the performance of any of the Association's funds and shall provide to the Board of Directors a detailed accounting of the performance of any investments to the Board of Directors semi-annually. The Finance Committee shall distribute the funds for use during any fiscal year in accordance with the Association's spending policy in a manner to promote the usefulness and prosperity of The English High School and the Association. The Association may not expend any portion of the principal of the Association's Endowment Funds without a two-thirds vote of the Board of Directors and two-thirds vote of the Finance Committee.

The Chairperson of the Finance Committee shall be Bonded and the cost of such bond is to be paid by the Association.

The Finance Committee shall submit its minutes, and activities files to the Secretary bimonthly for including in the Association's computer system in a folder entitled "Finance Committee Activities"

Alumni Committee

The Alumni Committee will be comprised of up to twenty-one (21) Association Life Members that will elect its Chair and Vice Chair bi-annually. The Alumni Committee's main purpose is to assist the Association with volunteer services such as school sports and extracurricular events, mentorship and tutoring programs, networking, affinity building, etc. as well as serve on Association committees.

Through their committee participation they will help the Board of Directors develop, shape, and manage Association's goals and policies. The Committee members' term of service is two (2) years and is concurrent with that of the Chair and Vice Chair. No individual person may serve more than four (4) consecutive terms, unless otherwise authorized by a two-thirds vote of the Alumni Committee. Alumni Committee meetings are open to all Association Life Members and notice of the Alumni Committee meeting setting forth the date, time and location shall be mailed or transmitted electronically to all members, to include the Board of Directors, and posted on the Association's website EnglishHighAlumni.org. not less than 14 (fourteen) days prior to the date of the meeting.

The Alumni Committee shall submit its minutes, and activities files to the Secretary bimonthly for including in the Association's computer system in a folder entitled "Alumni Committee Activities"

ARTICLE IX

ELECTIONS

ELECTIONS

THE Governance and Nominating Committee shall be responsible for holding elections on a yearly basis to fill expired terms of elected officers. The Committee shall conduct an election of officers as per Roberts Rules of Order, 9th Edition, Article XIII ELECTIONS.

The election will be held at an annual/special meeting on the third week of January of each year. The procedure and schedule for electing officers is as follows:

- Notification of open offices to be posted on the Association's website EnglishHighAlumni.org. by September 1 of the year, prior to election.
- Nominations for candidates for elected positions shall be submitted by October 1 of the year prior to the election.
- Governance and Nominating Committee shall post open offices and potential candidates on the Association's website EnglishHighAlumni.org. by November 1 of the year prior to election.

- Election to be held at an annual/special meeting on the third week of January of the following year.

The governance and nominating Committee shall develop a written ballot for the election of proposed candidates for use in the January election and post the ballot on the Association's website, EnglishHighAlumni.org.

The governance and nominating Committee shall conduct the election as stated herein by secret in the third week of January and shall post the results of the voting on the Association's website EnglishHighAlumni.org.

Upon acceptance of these bylaws the Governance and Nomination Committee shall hold a request for Nomination for all elected officers of the Association, within 20 business days. And within an additional 10 business days post on the Association's website EnglishHighAlumni.org post the nominees for each office and set the date of a special meeting for the election. The election shall be held not later than 20 business days after the posting.

ARTICLE X

PERIODIC REVIEWS

Section 1: To ensure the Association operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews of the Board of Directors shall, at a minimum, include the following subjects:

- a.) Whether compensation arrangements and benefits are reasonable, comply with the Internal Revenue Service and market standards, and are the result of arm's-length bargaining; and
- b.) Whether any partnership or joint venture arrangements, and arrangements with other organizations, conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Association's charitable purposes and do not result in inurement or impermissible private benefit.
- c.) A full review of federal Form 990 in preparation for annual filing.
- d.) In conducting the periodic reviews, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

e.) the Periodic review of the Boards finances shall be thirty (30) days prior to the close of the fiscal year the Chairperson of the Board shall set the date and time for such reviews in association with the Treasurer and Chairperson of the Finance Committee.

ARTICLE XI

AMENDMENTS

Except as may otherwise be required by law or the Articles of Organization of the corporation, these Bylaws may be amended and policies developed by a majority vote of the Directors present and constituting a quorum at any annual, regular or special Meeting of the Board of Directors in accordance with Article IV, Section 4; provided, however, that no such alteration, amendment or repeal, or adoption of new Bylaws, shall in any way authorize or permit the corporation to be operated other than exclusively for charitable purposes or for any purpose or in any manner that would deprive it of exemption from payment of federal or state income taxes.

ARTICLE XII

RESIGNATION AND REMOVAL OF DIRECTORS

Any Director may resign by delivering a written resignation to the Secretary of the Board, either by US Mail or electronically. Such resignation shall be effective upon receipt, by the Secretary unless it is specified to be effective at some later time. The Secretary shall notify the Chairperson of such resignation. Any Director may be removed from office with or without cause by a vote of not less than two-thirds of the Directors then in office. However, a Director may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

The parliamentary authority for The English High School Association of Boston shall be Roberts Rules of Order, latest edition.

ARTICLE XIV

SEAL

The seal of this corporation shall be inscribed with the words: *The English High School Association of Boston, Incorporated 1891.*

END

The aforementioned approved bylaws of the English High School Alumni Association were adopted at a Special Meeting of the Association on July 31, 2024 by a unanimous vote of the Association, and is hereby certified by the Secretary of the Association.

Respectfully Submitted,
Henry A. Russell, Jr
Secretary,
English High School Association

END