

(Revised 6/12/2007)

**The Metropolitan Council for Educational Opportunity
Alumni Association, Inc**

~ By-Laws ~

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Article I - Organization Name

The official name of this organization is the Metropolitan Council for Educational Opportunity Alumni Association, Inc. (hereinafter referred to as the "Association".) The Association, although an independent entity, is affiliated with the Metropolitan Council of Educational Opportunity, Inc (hereinafter referred to as "METCO, Inc"). The METCO, Inc. Board of Directors, has expressly authorized the Association to use its current name.

Article II – Purpose

The purpose of the Association is: 1) To maintain a network of graduates and former students from the integrated educational experience of the METCO Program; and 2) To provide a resource of information, knowledge, and experience for all METCO students to share for personal, professional, and community development.

Article III – Principle Office; President

The registered office of the Association shall be located at 40 Dimock Street, Roxbury, MA 02119. The registered agent of the Association is Bertram Alleyne and shall receive mail service in his official capacity at the principle office.

Article IV – Executive Board

Section 1: General Authority

The business decisions of the Association shall be managed by, and under the direction of its Executive Board members which may exercise any such powers of the Association, and conduct such lawful acts and activities as directed or required to be exercised or done by the Association that are not prohibited by statute, regulation, or by these By-Laws

The Executive Board shall be responsible for the general direction, control and management of the business, and any property of the Association, and shall be ultimately responsible for all of its programs subject to these By-Laws.

All powers granted the Association by its By-Laws should be vested in and exercised thereof to officers or agents of the Association.

The Executive Board shall have the authority to assign and/or elect Associate Members to the Association or to the Executive Board.

The Executive Board shall have the authority to appoint standing Chairpersons, Committees, Councils, Special Committee not otherwise provided for in these By-Laws by a duly passed resolution.

The Association shall not engage in the activity of the endorsements of campaigns for electoral politics, business products, or military recruitment.

Section 2: Election

The Executive Board of Directors shall consist of an elected President, Vice President, Treasurer, Clerk, and Historian. All elected officials are for re-election. No candidate will be considered for an office if that candidate will not be able to complete his/her term if elected. Nominated and approved Directors shall submit a resume to the President which shall remain in his possession and shall not be distributed without the authorization of its author.

Section 3: Number, Quorum, Proxy Votes and Term

The number of directors to serve on the Executive Board may be amended by a duly adopted resolution of the Executive Board; however, this number shall not be less than the minimum number required by Massachusetts law. A lawful change to the membership or seats on the Executive Board shall be promptly registered with the Secretary of the Commonwealth. Any director may exercise a proxy vote for any other member of the board. All proxy votes must be in writing specifically authorizing a member to vote on another member's behalf and summarizing the scope of the authority granted. This must be delivered to the clerk when requested. All directors shall be elected every two (2) years at the annual meeting of the members by majority vote of the members. No fewer than

4 directors must be present to constitute a quorum. The Executive Board shall meet no less than one (1) time per month, unless amended by the President with notice to the directors.

Section 4: Vacancies and Removal

In the event a director vacates an office, a special election for the vacated office shall be held within one month of the vacancy. By a petition of the majority of the Executive Board members, a director may be removed with just cause after a reasonable opportunity to be heard by the Executive Board. A two-thirds (2/3) vote must occur to remove a member of the Executive Board.

Section 5: Interim Directors

When a member in good standing has been duly elected to become a director because of removal, vacancy or expiration of term, and has not been registered with the Secretary of the Commonwealth, that director shall be designated as interim. An interim director shall have all duties and responsibilities afforded a director as listed in section 1, but must have his name promptly registered with the Commonwealth but no later than three (3) months of becoming a director.

Section 6: Legal Counsel

The position of legal counsel (hereinafter referred to as "counsel") shall research and advise the Executive Board on pending and implemented business decisions and their legality as to the laws and regulations of the United States government and the Commonwealth of Massachusetts. Counsel may call special meetings of Executive Board with the consent of at least one member of the board to discuss imminent or emergency matters. Counsel shall alert the board to all impending legal filings and gather requisite paperwork. Counsel may alert METCO Inc. to all illegal actions taken by any member of the board that constitute gross negligence, fraud, or violation of member's duties of loyalty and care as defined by law. The counsel is not a member of the board or directors.

Article V – Officers

Section 1: Number, Elections and Term

The officers of the Association shall be a president, vice president, treasurer, secretary and historian who shall compose the Executive Board. Terms for all officials shall be two (2) years. Elections for officials must occur at the annual meeting or sooner if deemed necessary. Only members in good standing may run for office.

Section 2: President

The president shall have the following duties and powers: (a) preside at all meetings of the association at which he/she is present; (b) perform day to day operations on behalf of the Association; (c) represent the Association, or appoint a designee to represent the Association, to the general public, businesses, and the government; (d) shall appoint the head of all committees with the consensus of the Executive Board (e) direct and consult with all chairpersons; (f) sign contracts in the name of the Association in consultation with the Executive Board. The president performs such duties as the Executive Board may prescribe and shall see that all orders and resolutions of the board are carried into effect. The president shall execute association contracts requiring a seal, except where permitted by law to be otherwise signed and executed and except where the signing and execution there shall be expressly delegated by the board of to some other officer. The president shall be ex officio member of all committees. The president can assign the ex officio status to the Vice President.

Section 3: Vice President

The vice president shall, in the absence or disability of the president, perform the duties of and exercise of the powers of the President; shall perform such other duties as the board of association or the president may prescribe. The vice president shall oversee all committees and coordinate communication between the Executive Board and committee members. In the event of the removal or resignation of the president, the Vice President shall serve the remainder of the term.

Section 4: Treasurer

The treasurer shall have the following duties: (a) maintain custody of the Association's funds and securities; (b) shall keep full and accurate accounts of receipts and disbursements in book belonging to the association; (c) shall take possession of funds and deposit all monies and other valuable effects into an approved bank account held in the Association's name no later than forty-eight (48) hours after receipt with accompanying documentation; (d) disburse funds as directed by the President; (e) complete and submit all required financial documents (i.e. tax forms) to all public entities as required by law; (f) shall keep a budget and fill-out all financial documents (i.e. audit, insurance) on behalf of the Association; (g) shall render to the president or the Executive Board at the regular meetings whenever they may require it, an account of all transactions as treasurer and of the financial condition of the treasurer shall give the association a bond in such sum and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of his/her office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his control belonging to the association; (h) The Treasurer shall be an ex-officio member of the Fundraising Committee; and (i) confer with the METCO, Inc. Business Manager, when appropriate. All monies in excess of one hundred (\$150) dollars cannot be withdrawn without the signatures of both the president and the treasurer on an official document drawn-up for such purpose. The Executive Board must approve any expenditure(s) greater than one hundred (\$100) dollars prior to the expenditure being made. An annual written financial report shall be presented at the last meeting of the fiscal year. The Executive Board may request a financial audit at such time as deemed necessary; by majority vote, the general membership may request an audit.

Section 5: Clerk

The Clerk shall have the following duties: (a) keep or cause to be kept a written record of all meetings of the Association; (b) record all votes or cause to be taken at all meetings; (c) maintain custody of all non-financial records, documents and the seal of the Association which shall be affixed to any instrument requiring it; (d) complete and submit all required non-financial documents (i.e. annual reports) to all public entities as required by law. He/She shall give, or cause to be given, notice of all meetings of the Association, and shall perform such other duties as may be prescribed by the president.

Article VI – Membership and Dues

Section 1: General

The Association shall have such Alumni members and Associate members with such privileges as are specified in these By-Laws, and shall collectively be referred to as “Members”. All Members shall have one vote each; and shall be of good character supporting the mission of the Association. All members who have paid his/her dues shall be considered in good standing.

Section 2: Alumni Members

Membership in the Association as an Alumni Member shall be available if applicant has participated in the METCO Program as a student for a minimum of seven (7) years and/or has completed high school as a participant in the METCO program.

Section 3: Associate Member

Membership in the Association as an Associate Member shall be constituted by a recommendation, and the approval by a majority of the Executive Board.

Section 4: Membership and Dues

The members of the Association shall pay annual Membership dues of forty dollars (\$40) on a voluntary basis. Membership dues must be submitted to the Treasurer in the form of a personal check, treasurer check, or money order and payable to the "Metco Alumni Association".

Section 5: The Association's Ownership of Member's Work Product

All members, directors, officers who serve in any capacity on behalf of the Association acknowledge that all creations, work product, intellectual property are the property of the Association and shall be retained by the Association. In the event that a member resigns, withdraws, or is removed from the Association, that member shall promptly deliver to the President or the Executive Board all work product, copies, and access to such product. All members who are in possession of the Associations documents, files, papers or effects shall relinquish control back to the Association upon resignation, removal, or at the request of the Executive Board.

Article VII – Committees

Section 1: Scope of Authority

Each committee, to the extent provided in the committee's enabling resolution, shall have and may exercise limited authority to make business decisions, as so delegated in the resolution, in the management of the association, but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Executive Board, or any member thereof, of any responsibility imposed upon it such member by law. The chairperson of all committees shall regularly update the Executive Board by submitting a written or verbal report. The appointment of Committee Chairpersons shall be by a consensus of the elected officers, during any duly announced meetings of the Executive Board. The committee shall seek permission of the Executive Board to disburse or receive any funds, purchase goods or services, represent itself as an

agent of the Association or undertake major business decisions affecting the association. All committees shall keep minutes and deliver a copy to the clerk within one (1) week of the meeting.

Section 2: Membership

The Membership Committee shall be responsible for: 1)

Collecting and maintaining personal contact information on Association members; 2) Conducting outreach initiatives and campaigns to recruit new members; 3) Researching and updating membership records; 4) Coordinating with the President on the dissemination of Alumni news and letters; 5) Complying with Article XIII – Right to Privacy Policy.

Section 3: Fundraising

The Fundraising Committee shall be responsible for: 1) Presenting and annual strategic plan to raise capital towards supporting the mission, goals, and objectives of the Association; 2) Identifying and orchestrating opportunities for securing proposals grants; 3) Solicitation and collection of Association membership dues; and 4) Producing and annual report on fundraising activities to be submitted to the President.

Section 4: Planning

The Coordination Committee shall be responsible for: 1) Establishing and maintaining regular communication with the METCO Directors Association, Parents Legislative Council, and Student Parent Council for the primary purpose of facilitation and coordination of information and activities within the METCO family, such as METCO Lobby Day, METCO Career Day, Annual Alumni Reunion, etc; 2) Brainstorming initiatives and activities to support the mission of the Association and support the goals of METCO, Inc.

Article VIII – Meetings

Section 1: Annual Meetings

The Annual Meeting and Elections of the Association shall be held during the May General Membership meeting of each year. The hour and place of such meeting shall be designated by the Executive Board and stated in the notice of the meeting. Notice for the Annual Meeting shall be sent to the Alumni at least four (4) weeks in advance, and include the description of responsibilities for each office. Actual voting for board membership will occur at the annual meeting.

Section 2: General Meetings

The General Meeting of the Association shall be held at least twelve (12) times per year on a monthly basis. The time and place of such meetings shall be determined by the Executive Board, and notices sent to registered member at least ten (10) days in advance of said meeting. Meeting schedule shall be posted on Association website.

Section 3: Committee Meetings

Each Committee Chairperson, with consent of committee members shall determine the meeting schedule for their Committee. Notices for each Committee meeting shall be sent to their prospective members at least seven (7) days in advance by the method mutually agreed upon by the members of said

Committee. Notices shall be sent to the President, and clerk of Association at least seven (7) in advance of any Committee meeting held by each Committee Chairperson. Committee heads shall serve at the pleasure of the Executive Board and can be removed without cause by a majority vote of the Executive Board. In the event a Committee Chairperson vacates his/her office, the Executive Board shall appoint a new Chairperson to the Committee, as soon as possible.

Section 4: Special Meetings

Special Meetings of the Association shall be held or called by any member of the Executive Board with consensus of the other Alumni, with consensus of the other members, as the case may be. Notice of a special meeting shall be sent to the appropriate members at least seven (7) days in advance of meeting by method mutually agreed upon by the Executive Board. The notice shall state the date time, place, and purpose of the meeting.

Section 5: Quorum

A majority of the full Executive Board, or Committee thereof, shall constitute a quorum for the transactions of business at any duly called meeting, and the act of the Executive Board, or Committee thereof, except (i) if as a result of vacancies on the Executive Board, or Committee then existing members constitutes less than a quorum, a majority of the then existing members at a duly called meeting thereof, may fill vacancies on the Executive Board or Committee if notice of such proposed action has been duly given to all members, and (ii) as may be otherwise provided by these By-Laws.

Article IX – The Association’s Website

The Association’s website is the property of the Association. Access shall be granted to the site coordinator and the President of the Association. All editing, deleting, and amending shall be done after consultation and authorization by the President; notwithstanding, changes made for technical or maintenance necessary for the continuation of the website. The website, its domain name, and content are the property of the Association. The website coordinator shall

sign a formal agreement with the association confirming their duties and obligations to the Association.

Article X – Audit

The Association, unless otherwise required, shall arrange for an independent annual audit of the books and the finances of the Association. A report shall be presented at the first meeting of the Executive Board following the end of the fiscal year. A copy of the report may be made available to METCO, Inc. upon request.

Article XI – Fiscal Year

The Fiscal year of the Association shall begin on June 1st and terminate on May 30th.

Article XII – Bonding

The Association may require the Treasurer or any other officer, agent or employee of the Association to give a bond for the faithful discharge of his/her duties. The Association will pay for the cost.

Article XIII – Right to Privacy

The Executive Board shall protect the rights of privacy to all information for the Association members. Personal information of Alumni and Association members shall be held in strict confidence of the Association and used solely by the Executive Board for matters consistent with the mission of the Association and approved by the Executive Board. The Right to Privacy Policy shall be posted on the Association website and on all the appropriate membership material as approved by the Executive Board. Membership information including identity, address, telephone contact information, and electronic address, shall not be distributed for commercial purposes nor given to commercial interests nor used

to distribute information not related to the goals of the Association nor shared with any party without a unanimous vote by the Executive Board.

Article XIV — Conflict of Interest

The Association has adopted a conflict of interest policy, which shall be given to all members.

Article XV – Amendment(s) to By-Laws

Section 1: Recommendation and Submissions

Any proposed amendments to the By-Laws shall be submitted to the President in written form and include an explanation of the rationale, and the signature of the Association member(s) submitting the amendment(s).

Section 2: Review and Approval

The President shall submit a report on all By-Laws amendment proposals to the Executive Board at the last meeting of the fiscal year. The Executive Board may appoint an Ad Hoc Committee to further review and research the proposed By-Laws amendments and to submit a final analysis and recommendation to the President and the Executive Board for approval. A periodic review of the By-Laws shall occur at least once every four (4) years.

Section 3: Ratification

The Executive Board shall call for a Special Meeting for members of the Association to comment on proposed amendments. The Executive Board may ratify By-Laws amendments as part of the Annual Meeting. By-Laws may be amended by majority vote of the Executive Board or by proxy at the annual meeting, at a special meeting called for that purpose, or by written consent.

Section 4: Errors, Omissions and Minor Changes

The Executive Board reserves the right to correct, amend, remove and edit language in these bylaws without formal ratification if said changes are deemed minor. The amended bylaws shall have full effect and force as bylaws that are formally ratified.

Section 5: Severability

If any provision or provisions of the Agreement shall be held to be invalid, illegal, unenforceable or in conflict with the law of any jurisdiction, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

Article XVI — Dissolution

The Association may vote to dissolve by a two-thirds (2/3) of the entire membership. The Executive Board must notify all members of the meeting called for the purpose of dissolution. Upon a successful vote to dissolve the Association, the Executive Board shall authorize a petition for dissolution to be filed in the Supreme Judicial Court of the Commonwealth of Massachusetts. The petition shall request the court to authorize the administration of the funds of the Association for payment of any outstanding liabilities the Association may have and the remainder of such funds to be used for such public charities purposes similar to those of the Association as the court may determine.