

MIDTOWN HIGH SCHOOL FOUNDATION, INC. BY-LAWS

ARTICLE I - NAME

1.1 Name. The name of this organization shall be "Midtown High School Foundation, Inc."

ARTICLE II - PURPOSE

2.1 Purpose. The purpose of the organization shall be to support the education and preparation for life for all students at Midtown High School; encourage creative, caring, and energetic faculty and staff; enhance the physical setting and create a community asset that fosters student development; connect alumni to Midtown High School and to each other; and provide a conduit for friends to express their support for Midtown High School.

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Paragraph 501(h) of the Internal Revenue Code, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), and political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III - BOARD OF DIRECTORS

3.1 Authority and Responsibility. The affairs and all duties to be performed by the organization shall be managed by the Board of Directors. The Board of Directors shall have supervision, control, and direction of the management, affairs, and property of the organization; shall determine its policies or changes therein; shall actively prosecute its purpose and objectives; shall be responsible for securing resources for the organization and supervising the disbursement of its funds.

3.2 Number of Directors. The number of directors of the organization shall be no less than nine (9) nor more than nineteen (19) as determined by the Board. The Principal of Midtown High School shall serve as ex-officio non-voting member of the Board. It is the intention of the Board that said

members represent the diversity of Midtown High School, including but not limited to parents of current and former students, faculty and staff, the community, and alumni.

3.3 Election and Term of Office. Board Directors shall be elected at the annual meeting, or at such other time as the Board may determine, to serve a three (3) year term of office or such other shorter term as the Board may determine upon election. The terms of approximately one-third of the regular Board members shall expire each year. No director shall serve more than two (2) full consecutive terms or six (6) years. He/she is eligible for re-election after a minimum one (1) year waiting period between terms. Any officer as defined in Article V shall have their term automatically extended through the term of their election or re-election so long as their total service does not exceed six (6) consecutive years.

3.4 Vacancy. Any vacancy on the Board of Directors, arising at any time and from any cause, may be filled for the unexpired term at any meeting of the Board by the affirmative vote of the majority of the current Board of Directors then in office.

3.5 Removal. Any director may be removed for cause by two-thirds vote of the full Board. Any Board member who is absent from three (3) consecutive meetings of the Board within a twelve-month period may be asked by the Board to attend the next regular meeting or to resign from the Board. If he or she does not do so, the member may be removed by a two-thirds vote of the full Board.

3.6 Compensation. No compensation will be paid to any member of the Board of Directors for services as a member of the Board. The Board of Directors, however, at its sole discretion, may appoint and employ persons who are necessary for the administration and management of the organization, and pay reasonable compensation for services performed.

ARTICLE IV - MEETING OF THE BOARD OF DIRECTORS

4.1 Regular Meetings. In addition to its annual meeting, the Board of Directors will hold regular meetings at least three (3) times each calendar year, at such place as may be designated in the notice of the meeting.

4.2 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair of the organization, at such place as may be designated in the notice of the meeting.

4.3 Notice of Meetings. Electronic notice of regular and annual meetings will be sent at least ten (10) days prior to the day such meeting is to be held. Electronic notice of special meetings shall state the reason for such a meeting and shall be sent to each member of the Board at least three (3) days prior to such a meeting.

4.4 Quorum. A quorum of the Board of Directors shall be a majority of the current Board of Directors, provided that all directors were properly notified of the meeting. If a quorum is present, a majority of the directors who are present shall determine the matter at that meeting.

4.5 Voting. At all meetings of the Board of Directors, each director present will be entitled to cast one vote on any motion coming before the meeting. At a meeting at which there is a quorum present, a simple majority affirmative vote of the directors present is required to pass a motion before the Board.

4.6 Action By Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a majority of the members of the Board of Directors sign or agree electronically to a consent setting forth the action so taken.

ARTICLE V - OFFICERS

5.1 Officers Named and Terms of Office. The officers of this organization shall be nominated and elected by the Board at its annual meeting. The officers shall be a Chair, Vice Chair, Secretary, Treasurer, and other such officers with such duties as the Board members may from time-to-time deem necessary. Each officer will serve a one-year term, and may be re-elected for one additional term, or until a successor is elected. In no event shall any one officer be entitled to hold any more than one office at any one time.

5.2 Removal and Vacancy Any officer may be removed with or without cause by the full Board of Directors by a two-thirds vote of all the Board of Directors. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

5.3 Chair. The duties of the Chair shall be to call and preside at all meetings of the Board of Directors; establish all committees, standing and special, subject to the approval of the Board of Directors; serve as an ex-officio member of all committees; execute on behalf of the organization all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the organization.

5.4 Vice Chair. The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon the Vice Chair by the Board or delegated to the Vice Chair by the Chair.

5.5 Secretary. The Secretary will be responsible for keeping all records and papers of the organization, except the records of the Treasurer. The Secretary will give or cause to be given all notices of meetings of the Board of Directors, and will write and maintain the minutes of all meetings of the Board of Directors. He or she will keep accurate record of names and addresses of all directors; and perform such other duties as may be assigned by the Chair of the Board of Directors.

5.6 Treasurer. The Treasurer will have general charge of the finances of the organization, receiving and disbursing all funds of the organization. The Treasurer shall establish and monitor a detailed program accounting system; report to the Board of Directors at each meeting; and perform such other duties as may be assigned by the Chairperson of the Board of Directors.

ARTICLE VI - COMMITTEES

6.1 Committees. The Chair of the organization, subject to the approval of the Board of Directors, shall have the authority to establish committees to serve the purposes of these bylaws; to appoint chairpersons to the committees; and to establish the number of committee members serving them.

ARTICLE VII - AMENDMENTS

7.1 Amendments and Precedence. The Board of Directors shall have the power to later, amend or repeal these by-laws or adopt new by-laws. Action by the Board of Directors with respect to the by-laws shall be taken by the affirmative vote of a majority of all directors then holding office, proxy votes accepted.

APPROVED:

12-16-97

AMENDED:

1-27-03

AMENDED:

1-10-05

AMENDED:

10-16-19

AMENDED:

01-31-24