



By-Laws

As amended November 15, 2019

Article 1: Name

The name of this organization shall be: Friends of AB SpEd PAC, Ltd. (Friends) wherein AB SpEd PAC stands for the Acton-Boxborough Special Education Parent Advisory Council.

Note: In 2019 the AB SpEd PAC changed its acronym to AB SEPAC and the Friends organization began doing business as Friends of AB SEPAC, Ltd. even though the official name of the organization remains Friends of AB SpEd PAC, Ltd. as originally filed with the state of MA and the federal government in our 501(c)(3) application.

Article 2: Purpose

The purpose of this Organization shall be to:

1. Raise funds to support the Acton-Boxborough Special Education Parent Advisory Council's (AB SEPAC) goals and mission.

The mission of the Friends' organization shall be exclusively charitable and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

The Friends will pursue grants and donations and engage in fundraising for the purpose of raising monies to support activities that promote and advance the AB SEPAC's mission to:

1. Improve communication among parents/guardians, staff, administrators (both within and outside of the district), and the School Committee on special education issues.
2. Serve as a resource and support network for parents/guardians of children with special needs regarding procedures, educational, and non-educational issues.
3. Advise the Acton-Boxborough Regional School Committee/District on issues related to the education and safety of students with disabilities and participate regularly in the planning, development and evaluation of the District's special education programs.
4. Serve as advocates for equal educational opportunities for all children with disabilities.

Article 3: Membership

1. Annual membership shall be granted to anyone who resides in Acton or Boxborough or is a parent or guardian of a child attending school in the Acton-Boxborough Regional School District and who pays the annual dues as set forth by the voting membership.

2. Only members may vote in Officer elections or on any other business that comes before the Friends' organization.

Article 4: Officer Duties

Section 1. Membership

1. The Officers of the Friends shall be the President, Executive Director, Secretary, and Treasurer. In June of every other year (on even years), Friends' Officers will be elected by the organization's voting membership. Officer terms shall be for two years.

Section 2: Duties

Duties of the Officers shall be as follows:

1. President and Executive Director
 - a. Preside at all meetings of the organization and all meetings of the Officers. Prepare meeting Agendas and bring Attendance sheets to all meetings.
 - b. At the beginning of each school year ensure that membership dues are set and that all officers review the Conflict of Interest policy and sign a Conflict of Interest form to be kept on file by the Secretary. Also send a membership invitation letter to all families in the district who have children with special needs.
 - c. Execute and supervise responsibilities related to contracts and agreements in the organization's behalf, and sign any such contracts and agreements as approved by the Officers.
 - d. In January, file a new Self-Certification Declaration with Benevity online so that Friends can continue to receive annual Intel volunteer matching donations.
 - e. In January renew website hosting and domain name services (currently through Just Hosting).
 - f. In April consult with AB SEPAC leadership and survey members to determine if there are any nominations for the Teacher Award. Conduct the process in accordance with the Friends' policy.
 - g. In June renew the General Liability and Directors and Officers Insurance policies (currently through AIM Insurance).
 - h. Oversee the functioning of Friends' committees, special projects, and events.
2. Treasurer
 - a. Preside over Friends' financial matters that may arise.
 - b. Prepare and share a Treasurer's report at all regular meetings of the organization. Keep a copy of all Treasurer's reports in the Treasurer's Notebook.
 - c. In September or October file federal taxes (using 990N electronic postcard). Printout a copy of the 990N at time of filing and retain proof of filing in the Treasurer's Notebook. Also, complete and submit annual Attorney General filing Form PC. Keep a copy of the annual AG filing in the Treasurer's Notebook.
 - d. Write checks and pay Friends' financial obligations as voted on and approved by the membership.
3. Secretary
 - a. Take notes at all Friends' meetings that reflect all votes taken, including motions, seconds, and whether the item passed/failed, as well as any abstentions and/or objections. Also include any action items assigned. After meeting minutes have

- been voted on and accepted, maintain a copy in the Secretary's Notebook and forward a copy to the Webmaster for posting on the Friends' website.
- b. Maintain the organization's records, including a current Membership List as well as meeting Attendance Sheets.
 - c. In October file an Annual Report online listing the current Officers with the Secretary of the Commonwealth.
 - d. Following Officer elections file a Change of Officer form online with the Secretary of the Commonwealth's office.

Article 5: Elections

Section 1:

Officers shall be elected at the Annual meeting in June every other year and shall serve from July 1st of their election year until June 30th of the second year of their term or until at least one successor to the position is elected. Officers may appoint an Interim Officer if a position becomes vacant during the year.

Section 2:

In the event that an Officer has a concern about the actions or behavior of another Officer, the President and Executive Director will give the individual in question written notice of their concerns and an opportunity to make appropriate changes prior to initiating action to remove the individual from office. An Officer may be removed by a majority vote of the Officers for behaving in a manner unbecoming a representative of the organization or for taking actions counter to the goals or purpose of the organization. Officers may appoint an Interim Officer to fill the resulting vacancy until the next election is held at which time a permanent replacement will be elected by the voting membership.

Article 6: Powers

Section 1:

The Officers will act on all matters that affect the Friends' organization.

Section 2:

A majority vote of Officers attending a meeting shall be required to approve any action or commit the Friends to contractual obligations and to authorize financial disbursements.

Section 3:

Three officers, at least one of which must be the President or Executive Director, must be present to constitute a quorum for business requiring a vote.

Article 7: Amendments

These By-Laws may be amended by a vote of two-thirds of the voting membership present at any Business Meeting, provided that written notice of the proposed amendment is given prior to the meeting.

Article 8: Grants, Donations and Fundraising

The Friends may pursue grants and donations and engage in fundraising for the purpose of raising monies to support activities that promote and advance its purpose. The organization is authorized and empowered to pay reasonable compensation for services rendered and to make

payments and distributions that promote and advance its purpose. Officers shall not receive compensation from Friends except when being reimbursed for out-of-pocket expenses incurred while carrying out the business of the Friends' organization.

No part of the net earnings of the organization shall be used to the benefit of or be distributable to its members, officers, or other private persons for purposes other than those stated above.

The Officers will approve all fundraising activities and all expenditures of funds.

Article 9: Dissolution

Upon dissolution of the Friends the organization's assets shall be distributed to the Acton-Boxborough Regional School District with a request that the assets be used to support special education programs and services in the District. If this gift is refused or becomes unqualified for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets shall be distributed to another section 501(c)(3) entity as chosen by majority vote of the Officers.

Article 10: Non-Permissible Activities

The Friends does not participate in political campaigning on behalf of or in opposition to any candidate for public office, nor does it attempt to influence legislation.

Notwithstanding any other provision of these articles, the organization will not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 11: Parliamentary Authority

In the event that the Friends's By-Laws are silent on an issue, the rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Friends.

Article 12: Non-Discrimination Policy

The Friends of AB SpEd PAC, Ltd. welcomes diversity and prohibits discrimination in its organization, programs and services based on race, color, religion, gender, national origin, ancestry, age, disability, medical condition, genetic information, military status, marital status, pregnancy, gender expression, gender identity, sexual orientation or any other characteristic protected by federal, state or local law, regulation or ordinance.