

EASTHAMPTON FAMILY CENTER, INC.  
BYLAWS

**ARTICLE I**  
**NAME, OFFICE, AND PURPOSE**

- 1.1 Name: The name of the Corporation is Easthampton Family Center, Inc. (EFC, Inc.)
- 1.2 Principle Office: The principle office of the Corporation shall be located at 271 Rocky Hill Rd Florence, Massachusetts 01060.
- 1.3 Other offices: The Corporation may have such other offices in such places as the Board of Directors may from time to time designate.
- 1.4 Purpose: The Corporation is incorporated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as enacted or hereafter amended, particularly to provide a safe and friendly atmosphere where parents and caregivers of young children can meet regularly for engaging in educationally based programs. In furtherance of these objectives, Easthampton Family Center, Inc. shall:
- i. Provide an open place for parents, caregivers and EFC, Inc staff to discuss issues and generate ideas to help build and strengthen community relations at EFC, Inc.
  - ii. Promote and obtain funding for high quality programs and services that provide opportunities for mutual support and parenting education for parents and caregivers of young children.
  - iii. Ensure that services provided through EFC, Inc. are strength-based, collaborative, culturally sensitive, non-discriminatory, and have strong parent involvement in decision-making and governance.
  - iv. Coordinate information about community needs and advocate for programs that address gaps in service provision.
  - v. In carrying out said purposes, EFC, Inc. shall:
    - a. Not exclude any person from receiving the services of the center; except as limited by policy
    - b. Not discriminate with regard to hiring, assignment, promotion, or employment conditions of staff on the basis of gender, race, ethnicity, religion, political affiliation, marital status, sexual orientation, disability, gender expression, socioeconomic background, body size, or any other basis prohibited by statute;
    - c. The governing body shall promote diversity in its representation of the community.

**ARTICLE II**  
**BOARD OF DIRECTORS**

- 2.1 Number and Qualifications: The business and affairs of the Corporation shall be managed by its Board of Directors (“board”), which should have between five (5) and twenty-five (25) active members. All members must be at least 18 years old.
- 2.2 Election and Terms of Office: The directors shall be elected at the annual meeting and will hold office until their successors are elected and qualified. Any director may be removed with or without cause at any time by the decision of a majority of the members of the Board of Directors.
- 2.3. Vacancies: Vacancies on the board shall be filled by a majority vote of the remaining members, though less than a quorum. A member selected to fill a vacancy shall serve until the next annual meeting and until a successor is elected and qualified.
- 2.4. Annual Meeting: An annual meeting of the Board of Directors shall be held in each calendar year, at such time and place as the Board of Directors shall determine, for the purpose of organization of the Board of Directors and election of officers. No notice of the annual meeting of the Board of Directors need be given.
- 2.5 Regular Meetings: Regular meetings of the Board of Directors may be held without notice at such time and place as the directors may determine from time to time.
- 2.6 Special Meetings: Special meetings of the Board of Directors may be called by the President or a majority of the directors then in office and shall be held on notice, to all current members of the Board of Directors, by letter or fax, not later than three days immediately preceding the day of such meeting or by word of mouth or telephone received not later than the day immediately preceding the day of the meeting.
- 2.7 Telephone Meeting: Directors may participate in meetings of the Board of Directors by conference telephone or similar communication equipment by means of which all members participating in the meeting can hear each other. Directors so participating shall be deemed present at such meeting.
- 2.8 Quorum: A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.
- 2.9 Unanimous Consent: Any action, which may be taken at a meeting of the directors, may be taken without a meeting if the consent is in writing, setting forth the action so taken, shall be signed by all the directors, and shall be filed with the Secretary of the Corporation.
- 2.10 Liability: A director of the Corporation shall not be personally liable for monetary

damages for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of the director's office and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Any repeal, amendment, or modification of this Article shall be prospective only and shall not increase, but may decrease a director's liability with respect to actions or failures to act occurring prior to such change.

### **ARTICLE III** **MEMBERSHIP**

3.1 Lifetime Honorary: A former board member or other individual who has demonstrated outstanding service, commitment, and dedication to EFC, Inc. may be awarded a lifetime honorary membership by action of the officers and shall serve in an advisory capacity without voting privileges.

3.2 Eligibility: Any parent, caregiver, or advisor who evidences real interest in EFC, Inc. and desires to support its purposes shall be eligible for honorary membership. For voting, honorary members with voting privileges shall be defined as those listed on the most recent board membership list.

### **ARTICLE IV** **COMMITTEES**

4.1 Appointment of Committees: The Board of Directors may, by resolution adopted by a majority of the directors then in office, appoint one or more committees, consisting in each case of not less than two directors, and may designate one or more directors as alternate members of such committees. Any committee so appointed shall have power to manage the business and affairs of the Corporation to the extent provided in the resolution by which it is established except that no such committee shall have the power or authority to fill vacancies on the Board of Directors; to adopt, amend or repeal the Bylaws, to amend or repeal any resolution of the Board; or to take action on any matter committed by resolution of the Board to another committee of the Board. In the absence or disqualification of any member of a committee, the other member or members who are not themselves disqualified, whether or not they constitute a quorum, may unanimously appoint another director to act at the meeting in place of the absent or disqualified member.

4.2 Quorum: A majority of the directors appointed to a committee shall constitute a quorum for the transaction of business, and the acts of a majority of the directors appointed to a committee present at a meeting of the committee at which a quorum is present shall be the acts of the committee.

4.3 Meetings and Notices: A committee may, by resolution, fix regular meeting dates of which no notice need be given to the members of the committee. Special meetings of the committee may be held at the call of the chair of the committee upon such notice as is

provided in these Bylaws for special meetings of the Board of Directors.

4.4 Reports to Board: All action taken by the committee shall be reported to the Board of Directors no later than the next succeeding regular meeting of the Board.

## **ARTICLE V** **OFFICERS**

5.1 Number and Qualifications: The officers of the Corporation shall be a President, a Secretary, Treasurer, and other such officers, co-officers or assistant officers, including but not limited to one or more Vice-Presidents, as the Board of Directors may from time to time authorize. The same person may hold any two or more offices. None of the officers need to be a member of the Board of Directors.

5.2 Election: The officers and assistant officers shall be elected by the Board of Directors at its annual meeting and shall hold office until their successors are elected and qualified or until their earlier death, disability, resignation, or removal by the Board of Directors.

5.3 Vacancies: A vacancy caused by death, disability, resignation, or removal of any officer or assistant officer, or by the creation of a new office, may be filled by the Board of Directors.

5.4 President: The President shall be the chief executive officer of the Corporation; shall, in general, perform all the duties incident to the office of President and such other duties as may be assigned by the Board of Directors, and shall preside at all meetings of the Board of Directors.

5.5 Vice-President: The Vice-President or, if there shall be more than one, the Vice-Presidents in the order determined by the Board of Directors shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

5.6 Secretary: The Secretary shall be the keeper of the books and records of the Corporation; shall be the keeper of the Corporate seal and is hereby authorized to affix the seal to all documents, the execution and delivery of which are duly authorized; shall record the minutes of all meetings of the Board of Directors and shall be responsible for the giving of all notices of such meetings in accordance with these Bylaws; and shall, in general, perform such other duties as are incident to the office of Secretary and as may be assigned by the Board of Directors or by the President.

5.7 Treasurer: The Treasurer shall be the financial officer of the Corporation; shall have charge and custody of, and be responsible for, all funds of the Corporation, and the books and records relating to the same, and shall deposit all such funds in the name of the Corporation in depositories selected by the Board of Directors; shall render to the President and the Board of Directors, upon request, an account of all the Treasurer's

transactions as treasurer and of the financial condition of the Corporation; shall, in general, perform such other duties as are incident to the office of Treasurer and as may be assigned by the Board of Directors or by the President; and shall, if required to do so by the Board of Directors, furnish bond in such form and amount to cover risks as the Board of Directors may determine.

5.8 Social Media and Outreach Coordinator: Make sure all outreach delivery channels, ie webpage, facebook, etc..., are integrated to convey a consistent message. Consults with the EFC Coordinator to share what projects, stories, or special activities are planned for playgroup each week. During EFC summer schedule compile and share activities that are happening locally for preschool aged children to keep the community connected when playgroup is not in session. Works with the Fundraising Chair to advertise fundraising events. Additional duties may be included, and the above listed duties may be adjusted if the Board and/or President deems necessary.

5.9 Fundraising Chair: Works with a committee, appointed by the president, to plan and organize fundraising activities including the winter party. Will set the fundraising timeline. Interface with local businesses regarding services (printers, supplies, sponsorships, etc). Provide periodic reports to the EFC Board of Directors regarding fundraising status. Work closely with the Social Media and Outreach Coordinator to advertise each event to EFC network and create citywide awareness for the event. Work with the Treasurer to ensure that all funds raised are deposited in EFC's ESB checking account no later than 7 days following the event. Additional duties may be included, and the above listed duties may be adjusted if President deems necessary.

## **ARTICLE VI**

### **CONFLICT OF INTEREST AND COMPENSATION**

6.1 Conflict of Interest: No director shall maintain substantial personal or business interests that conflict with those of the Corporation. Each director shall execute a statement once a year setting forth any possible conflicts of interest or stating that no such conflicts exist. In addition, any director, officer, employee, or committee member having an interest in a contract or other transaction presented to the Board of Directors or a committee for authorization, approval, or ratification shall give prompt and complete disclosure of their interest to the board or committee prior to its acting on such contract or transaction, The body to which such disclosure is made shall determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use their personal influence on, nor participate in the discussions or deliberations with respect to such contract or transactions. Such person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the voter thereon, and, if applicable, the abstention from voting and participation, and whether a quorum was present.

6.2 Compensation: The members of the Board of Directors shall serve without compensation for their services as directors, but may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

## **ARTICLE VII** **INDEMNIFICATION**

7.1 Indemnification: The Corporation shall indemnify any director or officer of the Corporation or any of its subsidiaries who was or is an ‘authorized representative’ of the Corporation (which shall include a director or officer of the Corporation or such a person serving at the request of the Corporation as director, officer, partner, fiduciary, or trustee) and who was or is a ‘party’ or is threatened to be made a party to any proceeding (which shall mean any threatened, pending, or completed action, suit, or appeal, or other proceeding of any nature, whether civil, criminal, administrative, or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, its shareholders, or otherwise) by reason of the fact that such person was or is an authorized representative of the Corporation to the fullest extent permitted by law, including without limitation indemnification against expenses (which shall include for purposes of the Article attorney’s fees and disbursements), damages, punitive damages, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceedings unless the act or failure to act giving rise to the claim is finally determined by a court to have constituted willful misconduct or recklessness. If an authorized representative is not entitled to indemnification in respect to a portion of any liabilities to which such person may be subject, the Corporation shall nonetheless indemnify such person to the maximum extent for the remaining portion of the liabilities.

7.2 Advancement of Expenses: The Corporation shall be responsible for the expenses (including attorney’s fees and disbursements) actually and reasonably incurred in defending a proceeding on behalf of any person entitled to indemnification under Section 1 in advance of the final disposition of such proceeding upon receipt of any undertaking by or on behalf of such person to repay such amount if it shall be ultimately determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article. The financial ability of such authorized representative to make such repayment shall not be a prerequisite to the making of the advance.

7.3 Security for Indemnification Obligations: To further effect, satisfy, or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as a self-insurer, create a reserve, trust, escrow, cash collateral, or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate.

7.4 Reliance Upon Provisions: Each person who shall act as an authorized representative

of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

**7.5 Amendment or Repeal:** All rights of indemnification under this Article shall be deemed a contract between the Corporation and the person entitled to indemnification under this Article pursuant to which the Corporation and each person intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not limit, but may expand, any rights or obligations in respect to any proceedings whether commenced prior to or after such change to the extent such proceedings pertain to actions or failures to act occurring prior to such change.

**7.6 Scope of Article:** The indemnification, as authorized by this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be an officer, or director in respect of proceedings pertaining to actions or failures to act occurring prior to such time, and shall insure to the benefit of the heirs, executors, and administrators of such person.

## **ARTICLE VIII** **ANNUAL REPORT**

8.1 Within a reasonable time after the close of each fiscal year, the Board of Directors shall present a report, verified by the President and Secretary or by a majority of the directors, covering the activities of the Corporation for the past year and showing in appropriate detail the following matters:

1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
2. The principle changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate date with respect to each trust fund held by or for the Corporation.
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate date with respect to each trust fund held by the Corporation. The annual report shall be filed with the minutes of the meeting of the Board of Directors.

**ARTICLE IX**  
**WAIVER OF NOTICE**

9.1 Any notice required to be given under these Bylaws may be effectively waived by the person entitled to such notice by written waiver signed before or after the meeting to which such notice relates or by attendance at such meetings otherwise than for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

**ARTICLE X**  
**FISCAL YEAR**

10.1 The fiscal year of the Corporation shall begin on July 1 and end on June 30.

**ARTICLE XI**  
**AMENDMENTS**

11.1 These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of all directors then in office.