

Bylaws
Parent Academic Resources Incorporated
a Massachusetts Not-for-profit Corporation

ARTICLE I – THE CORPORATION

Section 1.1 The name of the Corporation shall be "Parent Academic Resources Incorporated".

Section 1.2 The principal office of the Corporation shall be located at 16 Coventry Rd. Grafton, MA 01519-1168. The principal office of the Corporation is not a permanent part of the bylaws and may be changed by the Board of Directors from time to time, upon the appropriate filing with the Secretary of State.

ARTICLE II – PURPOSE

Section 2.1 The Corporation is organized exclusively for educational purposes within the meaning of Internal Revenue code Section 501 (c)(3).

Section 2.2 The purpose of the Corporation's work shall be to promote family involvement in the schoolwork of students in grades 6-12; help parents or guardians provide effective learning support through the production and dissemination of instructional resources; produce and make available resources that can be used to complement existing family involvement programs; partner with schools, parent, community and other not-for-profit groups, and businesses interested in the empowerment of families to be effective supporters of their children's learning.

Section 2.3 All funds, whether income or principal, and whether acquired by gift, contribution or otherwise, shall be devoted to said purpose.

ARTICLE III – DIRECTORS

- Section 3.1 The management and affairs of the Corporation shall be at all times under the direction of the Board of Directors (hereinafter called the "Board"). The Corporation shall have no voting members.
- Section 3.2 The Board of Directors shall number no less than five (5). The Board may increase the number of directors by amending these bylaws during the annual meeting.
- Section 3.3 With the exception of the initial directors, who will serve an initial three-year term from the date of incorporation, directors shall serve for a term of two years. After the end of their term directors shall have the option to renew for one additional two-year term. After serving for the maximum amount of time, as described above, a director will be eligible to serve again after one year has passed. A director is eligible to serve as an officer of the corporation immediately after leaving their Board position.
- Section 3.4 Specific responsibilities of the Board of Directors include, but are not limited to:
- (1) ensuring the Corporation's activities further the mission and purpose described in these bylaws.
 - (2) approving any operating decisions that represent substantial changes or additions to existing Corporation activities.
 - (3) appointing the Chief Executive Officer. Supervising and evaluating the performance of the Chief Executive Officer.
 - (4) actively supporting the Chief Executive Officer as he or she endeavors to further the goals of the Corporation.
 - (5) ensuring effective organizational planning by actively participating in the planning process and assisting in the implementation of the plan's goals.

(6) managing Corporation resources and ensuring proper financial controls are in place; approving major Corporation expenses beyond those necessary for the general operation of the Corporation. Maintaining financial accountability.

(7) ensuring legal and ethical integrity.

(8) recruiting new Board members and assessing Board performance; defining skills and experience desired of Board members; orienting new Board members to their responsibilities and the organization's purpose, procedures, needs, and challenges.

Section 3.5 The Board of Directors shall hold an annual meeting each calendar year, within 30 days of July 1st.

Section 3.6 Special meetings of the Board of Directors may be called by the Chief Executive Officer, President or any two directors.

Section 3.7 Notice of all Board meetings, along with a proposed agenda, shall be made in writing to all Board members at least fourteen (14) days prior to the meeting. Notice by means of e-mail is acceptable. The time and place of the meeting shall be chosen by the Chief Executive Officer.

Section 3.8 Board meetings may be conducted by means of conference, telephone or e-mail. A record of the minutes of these meetings must be kept. Board votes may be taken via e-mail, provided that all Board members are given the opportunity to vote, and the Clerk replies to all Board members with a final summary of how each Board member has voted on an issue.

Section 3.9 All votes of the Board shall be by majority of those present at a duly called meeting, at which a quorum is present. A majority of directors shall constitute a quorum of the Board. Board members absent from a meeting will be counted towards the required quorum, if a vote on the issue(s) is received in writing by the Clerk, prior to the meeting. If less than a quorum of Board members is present at a meeting, then the majority of those present may adjourn the meeting without further notice. Dissent or abstention from voting shall be recorded in the meeting minutes.

Section 3.10 Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the Board. In addition, directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of Board duties.

Section 3.11 Vacancies on the Board of Directors shall exist on the death, resignation or removal of a director, and whenever the number of authorized directors is increased. The vacancy may be filled by the affirmative vote of the majority of the remaining directors, even though it may be less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor. The replacement director shall be eligible to serve one additional two-year term upon completion of the predecessor's term.

Resignation: Directors (including officers) may resign effective upon giving written notice to the President or Clerk of the Board, unless the notice specifies a later effective date.

Removal: Directors (including officers) may be removed from the Board, with or without cause, by a vote of no less than two-thirds (2/3) of the other directors, at a meeting of the Board called for that purpose. A Board member can only be removed after having the opportunity to be heard by the Board at which a quorum is personally present.

Section 3.12 No director may vote on any resolution of the Board pertaining to a contract or transaction if that director has a financial or personal interest in the contract or transaction. However, those directors who disqualify themselves from voting on such a resolution may make up part of the quorum of the meeting at which such a vote takes place. Such contract or transaction can be approved by the Board if the affirmative votes of the majority of those disinterested directors present at the meeting authorize the contract or transaction.

ARTICLE IV – OFFICERS

Section 4.1 The officers of the corporation shall consist of a Chief Executive Officer, President, Treasurer and Clerk. The Board of Directors may appoint other officers as it shall deem desirable, with an appropriate amendment to these bylaws. Officers will be members of the Board of Directors, as defined by Article III.

Section 4.2 The Board of Directors shall appoint officers of the corporation for a term designated by the Board. If the Board does not specify a term, the officers shall hold office as designated in section 3.3 of Article III, or until they resign, die or are removed in a manner designated by section 3.11 of Article III. A designation of a specified term does not grant to the officer any contract rights, and the Board can remove the officer at any time prior to the termination of the designated term. Officers may be appointed from the Board membership. However, directors being considered for an officer position may not vote on the appointment.

Section 4.3 Except for the Chief Executive Officer, officers of the corporation shall serve without compensation, except that a reasonable fee may be paid to officers for attending regular and special meetings of the Board. In addition, officers shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of Board duties.

Section 4.4 The Chief Executive Officer (hereinafter call the "CEO") shall exercise the powers and perform the duties assigned to him or her by these bylaws, and by resolutions of the Board of Directors. He or she shall be a paid employee of the corporation, under contract with the corporation. He or she shall, in general, supervise and carry out all of the business and affairs of the corporation including expenses, contracts, staffing, publications, events, and meetings, except where the execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the corporation.

Section 4.5 The President shall, when present, preside at all meetings of the Board of Directors.

In the inaugural term, as described in section 3.3 of Article III, the President shall also hold the position of CEO. The person holding both the position of CEO and President shall vote on all matters not related to his or her appointment, or the appointment of any other Board members. At the end of the inaugural term the Board will consider whether it is desirable and/or feasible to end the CEO/President joint appointment. The joint appointment can be extended at the end of the term by a majority vote of the Board.

Section 4.6 The Treasurer shall keep oversight of Corporation’s finances on behalf of the Board of Directors. The Treasurer will receive from the CEO an annual financial summary, which shall be mailed to him or her on or before April 15. He or she may request additional financial records at any time from the CEO. The Treasurer shall make an annual report upon the financial condition of the Corporation at the annual meeting and at such other times as required by the Board. He or she may request an audit of the books at any time; such an audit would be paid for by the Corporation. The Treasurer shall assist in the preparation of the Corporation’s budget, help develop fundraising plans, and make financial information available to the public as required by law. The Treasurer shall also perform such other duties as from time to time may be assigned to him or her by the Board.

Section 4.7 The Clerk shall keep a copy of these bylaws, and all other Corporation records at the principal office or at such other place as the Board may determine. He or she shall be responsible for maintaining a book of minutes for all meetings of the directors, recording therein the meetings' time and place, how notice was given, the names of those present or represented at the meeting, and the proceedings thereof. The Clerk shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Clerk shall provide a copy of these bylaws, or meeting minutes, at the reasonable request of any Board member, State or Federal authority, or members of the public. The Clerk shall also perform such other duties as from time to time may be assigned to him or her by the Board.

ARTICLE V – AMENDMENTS

Section 5.1 Amendments to these bylaws can only be made at the Annual Meeting. The text of any proposed amendment must be made available to all Board members at least two weeks prior to the Annual Meeting. Amendments may be proposed by any member of the Board, and shall be adopted by the affirmative vote of no less that two-thirds (2/3) of the Board of Directors.

ARTICLE VI – INDEMNIFICATION AND LIABILITY

Section 6.1 Board members shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

Section 6.2 The Corporation shall indemnify all Board members to the fullest extent permissible under Commonwealth of Massachusetts law.

Section 6.3 The Corporation is authorized to purchase and maintain insurance on behalf of any person who is or was an agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against any liability asserted against or incurred by the agent in any such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify such agent against such liability under the Articles of Incorporation or these bylaws.

ARTICLE VII – DISSOLUTION

Section 7.1 Upon the dissolution of Parent Academic Resources Incorporated, any remaining assets after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific manner of the assets' use will be determined by the affirmative vote of no less than two-thirds (2/3) of the Board of Directors then in office, in accordance with the laws of the Commonwealth of Massachusetts and the bylaws of the Corporation.

ARTICLE VIII – MISCELLANEOUS PROVISIONS

Section 8.1 Except as otherwise determined by the Board of Directors, the fiscal year of the Corporation shall end on June 30.

Section 8.2 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

ADOPTION OF BYLAWS

This is a complete and correct copy of the Bylaws of Parent Academic Resources Incorporated. It is the instrument by which we govern ourselves.

It was approved by the Board of Directors on April 14th, 2003.

Dated: 4/14/03

Signed by principal officer: 