

ALUMNI ASSOCIATION OF FITCHBURG HIGH SCHOOL, INC.

BYLAWS

ARTICLE I

OFFICES AND MAILING ADDRESS

SECTION 1. Principal Office: The principal office of the Corporation (hereinafter called the "Association") shall be 740 Richardson Rd, Fitchburg, Massachusetts 01420.

SECTION 2. Mailing Address: The Association shall have a mailing address of P.O. Box 906, Fitchburg, Massachusetts 01420.

SECTION 3. Other Offices: The Association may also have an office or offices in such other place or places as the business of the Association may require and the Board of Directors may from time to time appoint.

ARTICLE II

MEETINGS AND MEMBERSHIP

SECTION 1. Annual Meeting: The annual meeting of the membership of the Association shall be held in the spring on a day duly designated by the Board of Directors for the purpose of the transaction of such other corporate business as may come before the meeting. Notice of such meeting shall be given by the Secretary/Treasurer no less than twenty (20) days prior to the date thereof.

SECTION 2. Special Meetings. A special meeting may be called by the Secretary upon receipt of a written request, from the Chief Executive Officer, a resolution of the Board of Directors or a written request signed by anyone hundred (100) voting members of the Association. Notice of such meeting shall be given by the Secretary/Treasurer no less than twenty (20) days prior to the date thereof.

SECTION 3. Place of Holding Meeting: All meetings of the membership shall be held at the principal office of the Association or elsewhere as designated by the Chief Executive Officer and Board of Directors.

SECTION 4. Notice of Meetings: Timely written notice of each meeting of the membership shall be mailed, postage prepaid by the Secretary, to each member of record entitled to vote thereat at his or her address, as it appears upon the books of the Association. Each such notice shall state the place, day, and hour at which the meeting is to be held, and, in the case of any special meeting, shall state briefly the purposes thereof.

SECTION 5. A simple majority of those voting members present at the annual meeting or any special meeting shall constitute a quorum.

SECTION 6. Conduct of Meetings: Meetings of the membership shall be presided over by the Chief Executive Officer or, if he or she is not present, by the Chairperson designated by the Board of Directors or, if none of said officers is present, by the Secretary/Treasurer designated by the Chief Executive Officer to chair the meeting. The Secretary/Treasurer shall act as secretary of such meeting; in the absence of the Secretary/Treasurer, the presiding chairperson may appoint a person to act as Secretary of the meeting.

SECTION 7. Voting: At all meetings of the membership every member entitled to vote thereat shall have one (1) vote. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these Bylaws. All votes concerning the election of the Board of Directors or other business required to be voted upon by the membership shall be done by mail with the manner and time frame established by the Board of Directors.

SECTION 8. Qualification of Members: All graduates of Fitchburg High School, Fitchburg, Massachusetts shall be members of the association and eligible for voting membership.

A. Voting Members: All graduates of Fitchburg High School who shall pay annual dues or have become lifetime members shall be voting members of the Association. The Board of Directors may establish the amount of annual dues or the amount of payment for lifetime membership from time to time. Said amount shall be payable prior to the annual meeting for consideration as a voting member.

B. Honorary Members: Any person, whether or not eligible for membership, may be elected an honorary member of the Association by a two-thirds vote of the Board of Directors or by a majority vote at a meeting of the Association. Honorary members shall not be entitled to notice of meetings or to vote and shall not be required to pay dues.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. Composition of the Board. All members of the Board shall be voting members of the Association. The Board shall be composed of six (6) officers of the Association and four (4) directors elected from the voting membership of the Association. The Chairperson of the Board and the Secretary as Secretary of the Board, shall be chosen by the Board of Directors. The number of directors shall be not less than (11) nor more than seventeen (17), as may be designated from time to time by resolution of the Board of Directors. The Board of Directors may be enlarged to accommodate a class representative or representatives from each 5th year anniversary class graduating from Fitchburg High School as may be necessary from year to year or other representatives of the high school as deemed necessary and appropriate by the Board of Directors.

SECTION 2. GENERAL POWERS: The Board of Directors shall have general charge and control of the affairs and property of the Association, and shall have the power to create committees and to delegate to committees or offers such powers as the Board may by resolution provide. The chairperson shall have the power to appoint voting members to any such committee.

SECTION 3. TERM OF OFFICE: With regard to the four (4) directors elected from the voting membership of the Association, they shall be divided into four classes of one (1) member each according to the time for which they shall severally hold office. Each class of membership shall consist of one member from the 24th, 25th, 26th and 50th anniversary class of Fitchburg High School. At the first election, the director elected and representing the 26th anniversary class shall serve for a period of one year; the director elected and representing the 25th anniversary class shall be elected for a period of two years; the director elected and representing the 24th anniversary class shall be elected for a period of three years. Thereafter, as each such term expires, election to a full three-year term shall be held annually and each director elected shall be a member of the 24th anniversary class.

SECTION 4. Election of Officers and Directors: Before the Annual Meeting in each year the Chairperson shall appoint a nominating committee to nominate officers for the ensuing year and members of the Board of Directors whose terms of office shall then inure, and such other officers or members of the Board of Directors as may be necessary to fill vacancies not filled by the Board of Directors. The nominees shall be voted upon prior to the Annual Meeting of the Association by mail under procedures established by the Board of Directors and the nominees receiving the highest number of votes cast shall be declared elected. Nothing herein shall prevent the nomination and election of any member of the Board of Directors not nominated by the nominating committee provided that written intent of such nomination is made known to the association in writing at its principal place of business at least 45 days prior to the notice of the annual meeting. However, no member of the nominating committee may be nominated either by the Committee or by the nomination from the voting membership at large.

SECTION 5. Filling of Vacancies: Any director may resign by delivering a written resignation to the Association at its principal office or to the president or secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The Board of Directors may by resolution fill any vacancy occurring in any office or on the Board of Directors for the unexpired term without regard for the class designation. Similarly and in the event of the number of directors being increased as provided in these Bylaws, the additional directors so provided for shall be elected by a majority of the entire Board of Directors already in office and shall hold office until the next annual meeting of the membership.

SECTION 6. Place of Meeting: The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Association, either within or outside the principal office, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accord with the Massachusetts Corporation Law.

SECTION 7. Regular Meetings: Regular meeting of the Board of Directors shall be held at least two (2) times per year at such times and places as may from time to time be determined by the Board. Notice of regular meetings of the Board shall be mailed to each director at least ten (10) days before such meeting.

SECTION 8. Special Meetings: Special meetings of the Board of Directors may be called by the Chairperson or by any five (5) members of the Board of Directors. The Secretary shall give notice of each special meeting to the Board of Directors, either by mailing the same at least three (3) days prior to the meeting or by telephoning the same at least two (2) days before the meeting, to each director; but such notice may be waived by any director.

SECTION 9. Quorum: A majority of the directors present at any regular or special meeting shall constitute a quorum for the transaction of business except as otherwise provided for in these Bylaws.

SECTION 10. Required Vote. An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

SECTION 11. Compensation of Directors: Directors shall not receive any stated salary for their services as such, but each director shall be entitled to receive from the Association reimbursement of the expenses incurred by him or her in the performance of those functions or duties which the Board specifically authorizes or delegates him or her to perform. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor.

ARTICLE IV

SUSPENSIONS AND EXPULSIONS

SECTION 1. Suspensions and Expulsions: The Board of Directors is empowered to suspend or expel any voting member or director for conduct detrimental to the objects and purposes of the association. Such suspension or expulsion can take place at any stated or special meeting of the Board of Directors but only after written reasons for such removal have been served upon said member and said member has been given not less than fifteen (15) days notice to answer such charges and to appear at a meeting of the Board of Directors in his own defense. Suspension can be imposed by a majority vote and expulsion by a two-thirds vote of a duly constituted quorum of the Board of Directors present at such meeting.

ARTICLE V

OFFICERS

SECTION 1. Election and Tenure: The officers of the Association shall consist of a chief executive officer, a secretary/treasurer, an investment treasurer, and the principal of Fitchburg High School.

A. Chief Executive Officer: The Chief Executive Officer shall be elected by the Board of Directors at the Annual Meeting and shall serve until a successor is named by the Board of Directors.

B. Secretary/Treasurer: The Secretary/Treasurer shall be elected by the Board of Directors and shall serve until a successor is named by the Board of Directors.

C. Investment Treasurer: The Investment Treasurer shall be elected by the Board of Directors and shall serve until a successor is named by the Board of Directors.

D. Principal of Fitchburg High School: The Principal of Fitchburg High School shall be the person duly authorized and recognized as currently holding the position of principal of the high school in any year.

E. Vice President: Representative of the 25th year class.

F. Vice President: Representative of the 50th year class.

SECTION 2. Powers and Duties of the Chief Executive Officer: The Chief Executive Officer shall preside at all meeting of the Association. He or she shall be an ex officio member of all committees. The Chief Executive Officer may sign and execute all authorized documents in the name of the Association.

SECTION 3. Powers and Duties of the Secretary/Treasurer: The Secretary/Treasurer shall keep a record of the names and addresses of all members, issue all notices of meetings of the Association and of the Board of Directors, keep records and minutes of such meetings and conduct the correspondence of the association. The Secretary/Treasurer shall collect and disburse the funds of the Association, shall keep proper books of account, and shall render, within a reasonable time from the end of the fiscal year, a report of his transactions during the preceding year.

SECTION 4. Investment Treasurer: The Investment Treasurer shall plan, research and recommend the investment and distribution of the Association's assets subject to approval by the Board of Directors. The Investment Treasurer shall be the designated representative for all matters concerning taxation with the federal, state and local tax authorities.

SECTION 5. Principal of Fitchburg High School: The principal of Fitchburg High School shall be responsible for the provision of liaison between the Association and the high school on matters of common interest.

SECTION 6. Vice Presidents: Shall be responsible for the provision of liaison between the Association and their respective classes.

SECTION 7. Compensation: Unless otherwise voted by the Board of Directors no compensation shall be paid to any person serving in the capacity of an officer. The Board of Directors may determine each year an amount of stipend or gratuity to reflect the contribution of the Secretary/Treasurer and/or Investment Treasurer to the Association and the manner in which it shall be distributed.

ARTICLE VI

HONORARY OFFICERS

SECTION 1. Election and Tenure: Honary Officers of the Association shall be elected at the discretion of the Board of Directors.

A. Vice-President: The vice-president of the Association shall be the person duly appointed by the 25th anniversary class and so designated in writing by the class to the Board of Directors on or before the Annual Meeting. The vice-president shall serve for a one year term commencing with the election of directors at the Annual Meeting and serving until a duly qualified successor is named.

B. Vice-Presidents: The class representative of the 50th anniversary class shall hold the position of vice president. Each vice president shall serve for a one year term commencing with the election of directors at the Annual Meeting and serving until a duly qualified successor is named.

SECTION 2. Shared Offices: Nothing contained herein shall prevent more than one person from holding the position of Vice President, however, the position shall have only one vote, and where more than one person shares the position the vote of that position will be prorated only when two or more holders of the position are present at any meeting requiring a vote.

ARTICLE VII

BANK ACCOUNTS AND LOANS

SECTION 1. Bank Accounts: Such officers or agents of the Association as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Association in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Association so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name of or behalf of this Association, and made or signed by such officers or agents; and each bank or trust company with which funds of the Association are so deposited is authorized to accept, honor, cash and pay without limitation as to amount, all checks, drafts, or other instrument or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Association are deposited, the signature of the Officers or agents the Association so authorized to draw against the same. In the event the Board of Directors shall fail to designate the person by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the Chief Executive Officer, Investment Treasurer, or by the Secretary/Treasurer of the Association.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1. Persons Covered: The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer of the Association or who at the request of the Association may serve or at any time has served as a fiduciary or trustee of the Association against all expenses and liabilities, including without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such indemnified officer or director in connection with any threatened or completed action, suit or proceeding whether civil, criminal, equitable, administrative or investigative (a "proceeding") in which an indemnified officer or director may become involved by reason of serving or having served in such capacity other than a proceeding voluntarily initiated by such indemnified officer or director unless the proceeding was authorized by a majority of the full Board of Directors; provided that no indemnification shall be provided for any such indemnified officer or director with respect to any matter as to which the indemnified officer or director shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such indemnified officer or director's action was in the best interests of the Association; and further provided that any compromise or settlement payment shall be approved by the Association in the same manner as provided below for the authorization of indemnification.

SECTION 2. Extent of Indemnification: Such indemnification may, to the extent authorized by the Board of Directors of the Association, include payment by the Association of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the persons indemnified to repay such payment if such indemnified officer or director shall be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such indemnified officer or director to make repayment.

SECTION 3. Requirements: The payment of any indemnification or advance shall be conclusively deemed authorized by the Association under this article, and each director and officer of the Association approving such payment shall be wholly protected, if:

(i) the payment has been approved or ratified

(1) by a majority vote of a quorum of either

(a) the members who are not at that time parties to the proceeding or

(b) the directors who are not at that time parties to the proceeding or

(2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection directors who are parties may participate); or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Association) appointed for the purpose by vote of the directors in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full board of directors then in office; or

(iii) the directors have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws, as amended; or

(iv) a court of competent jurisdiction shall have approved the payment.

SECTION 3. Extent of Indemnification: The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any indemnified officer or director entitled to indemnification hereunder.

SECTION 4. Exclusivity. The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this article shall affect any rights to indemnification to which the Association agents, directors, officers and other persons may be entitled by contract or otherwise under law.

SECTION 5. Contract. This article, as amended, constitutes a contract between the Association and the indemnified officers and directors. No amendment or repeal of the provisions of this article which adversely affects the right of an indemnified officer or director under this article shall apply with respect to such indemnified officer or director's acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with written consent of such indemnified officer or director.

ARTICLE IX

FISCAL YEAR

SECTION 1. Fiscal Year: The fiscal year of the Association shall end on the last day of March in each year.

ARTICLE X

AMENDMENT OF BYLAWS

SECTION 1. Amendment Procedures: These Bylaws may be amended by a majority vote of a duly constituted quorum of the Board of Directors present at any regular meeting. For the purpose of amending these Bylaws, a majority of the Board of Directors shall constitute the necessary quorum. A proposed amendment must be in writing and must be circulated to all of the members of the Board of Directors at least thirty (30) days prior to the date at which it is to be considered.

ARTICLE XI

CHIEF EXECUTIVE OFFICER

SECTION I. Corporate Seal. In the event that the Executive Secretary shall direct the Secretary/Treasurer to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Association, the year of its organization and the word "Massachusetts".