

## **Bylaws of the KOMETA – Serbian Children’s Program, Inc.**

### **Section 1. NAME, PURPOSES, LOCATION, CORPORATE SEAL AND FISCAL YEAR**

**Name and Purposes.** The name and purpose of the corporation is as set forth in the Articles of organization. For purposes of these Bylaws, the “corporation” shall mean KOMETA, Serbian Children’s Program, Inc.

**Location.** The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the articles of organization of the corporation. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth. The principal office shall bare the name of the corporation as set forth in the articles of organization, and not some other name(s) or name(s) of the individual officer(s) of the corporation.

**Communication with Public.** All public communication shall display, and be signed by corporation name (e-mails, letters, website, etc.) as set forth in the articles of organization. There shall be no display of any other corporation name(s) or name(s) of the individual officers on public documents of the corporation (e-mails, letters, website, etc.).

The corporation shall use the following e-mail address [kometa\\_board@kometaboston.org](mailto:kometa_board@kometaboston.org). All e-mails shall be signed by BOD as a body, and not by individual members of the Board. All members of the Board, and nobody else, shall have the access to this e-mail address as well as at Kometa ISP (Internet Service Provider). At the end of the term, or in case of resignation or suspension, BOD members shall give up all passwords to the newly elected BOD.

**Corporate Seal.** The directors may adopt and alter the seal of the corporation.

**Fiscal Year.** The fiscal year of the corporation shall, unless otherwise decided by the directors, end on March 31 in each year.

### **Section 2. ORGANIZATION**

**2.1. Organization.** The organization depends on volunteering activities of **all** its members. All members are expected to devote part of their time to the organization on a volunteering basis. The corporation is created by parents and led by parents. The function of the Board of Directors is to facilitate parents in leading the corporation and to fulfill the legal obligation for the existence of not-for-profit organization.

**2.1. Departments.** There are several children’s age groups existing within corporation's activities (groups meeting bi-weekly and the organization of annual recitals/parties). These segments represent Departments of the Corporation. Each department shall have a representative who communicates with the Board of Directors (BOD). The members within each group work together and address group’s needs and wishes. The Board shall not be interfering nor be involved in day-to-day activities of the groups.

### Section 3. MEMBERS

**3.1 Definition.** The membership of the corporation shall consist of the families present during at least five (5) meetings in the previous school year, as well as the families present during at least five (5) meetings in the current school year. For the voting purposes, all voting shall be done by family as a unit. When voting is required, the list of families satisfying the above condition shall be published before each group meeting by the BOD.

**3.2 Powers.** The corporation is created by parents and led by parents (Members of the Corporation). As such, the parents shall have all powers of the corporation except those of BOD as specified in these bylaws. The powers of the members of the corporation shall be as follows:

- (a) To legislate all matters concerning the organization and conduct of the corporation.
- (b) To receive, approve, reject and decide upon reports and actions of the Board of Directors.
- (c) To decide upon matters properly submitted to the Assembly for consideration. Such matters shall be as follows:
  - (1) Appeals, petitions and grievances relating to the business between the corporation and individual members.
  - (2) Those matters which are beneficial to the corporation's membership or are of general interest to our members and which are in harmony with the purpose and spirit of this bylaws.
  - (3) Submitted previously to the Board of Directors, by e-mail or by registered mail received at the place of business of the corporation, not later than fifteen (15) days prior to the opening of the Session.
- (d) To elect from among its members, members of the Board of Directors, by secret ballot, provided that nominees for the Board of Directors shall be submitted in writing and signed by at least three (3) members in good standing at least five (5) days before the meeting.
- (e) To remove the director, by secret ballot provided that the reason for removal is submitted in writing and signed by at least three (3) members in good standing at least five (5) days before the meeting.

**3.3 Annual Meetings.** The annual meeting of the members of the corporation shall be held in September of each year at any public place (churches, libraries, etc.). If the annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these by-laws, except in this Section 3.3, to the annual meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Sections 3.5 and 3.6

**3.4 Regular Meetings.** Regular meetings of the members shall be called by the BOD every other month. Obligatory regular meeting of all members shall be called at the end of the school year, in the first week of June. This meeting serves as preparatory meeting for a new school year beginning in September. There shall be no voting at this meeting.

**3.5 Special Meetings.** Special meetings of the members shall be called by the BOD upon the written request of five or more members of the corporation.

**3.6 Notice of meetings.**

(a) Notice of the annual meeting or of any regular meetings shall be sent via electronic mail to all members not less than two (2) weeks prior to the day thereof. Such notice shall contain a description of the general nature of the business to be transacted with specified agenda for that meeting. Notice of any change of the date fixed in these by-laws for the annual meeting shall be given in accordance with this section to all members at least two (2) weeks prior to the new date fixed for such meeting.

(b) Notice of any special meetings shall be given to all members by electronic mail at least four (4) days prior to the meeting with specified agenda. Notice of any change of the date fixed in these by-laws for the special meeting shall be given in accordance with this section to all members at least four (4) days prior to the new date fixed for such meeting.

**3.7 Quorum.** Quorum shall consist of at least 1/2 plus 1 of all the members in good standing, except when deciding on matters where a 3/4 majority of all the members is required, in which case 3/4 plus 1 of all members in good standing shall constitute a quorum. If there is no Quorum, the meeting shall be adjourned, and the new meeting shall be scheduled in at most two (2) weeks timeframe. This procedure shall be followed as many times as necessary every two (2) weeks until there is a Quorum.

**3.8 Action by Vote.** Each family shall have one vote. When a quorum is present at any meeting, voting shall be:

- (a) Unless provided otherwise, by majority vote.
- (b) Unless provided otherwise, by a show of hands except when 1/3 of the members present shall request a secret ballot.
- (c) By a secret ballot when electing or removing members of the Board of Directors.
- (d) By a 3/4 majority vote of all members in good standing, and by a secret ballot, when amending the articles of incorporation and bylaws, as provided elsewhere in these by-laws.

**3.9. The Order of Business.** Any Regular and Special Meeting shall:

(a) Be prepared by the Board of Directors with specified agenda and included in the Notice.

(b) Include the following:

- (1) Opening of the Session by the representative of the Board of Directors
- (2) Verify Quorum. Certification by the Secretary of the good standing of the members present.
- (3) The Chairperson shall count separately both the number of proxies and the number of members present at the meeting. Record both numbers in the meeting minutes. Proxies shall count toward the quorum as they were present at the meeting.
- (4) Appoint of Session Chairman, Vice-Chairmen and Secretary
- (5) Approval of the Order of Business for the Session
- (6) Report of the Board of Directors by the BOD representative.

- (7) Financial report
- (8) Other Business
- (9) Retirement of old Board of Directors and Election of the new Board
- (10) Selection of the date, time and site for next Regular Session
- (11) Closing of the Session
- (12) Meeting minutes distributed to all members

**3.10. Meeting Minutes.** Meeting minutes shall be as accurate as possible, and shall record the exact wording (to the extent possible) of all members that participated in the discussion. There shall be no free interpretation of the discussion. Meeting minutes shall be sent to all members within one (1) week from the date the meeting was held. Every participant in the discussion, quoted in meeting minutes, shall have the right to correct the wording in the minutes within five (5) business days from the date of publishing. Complaint with corrections shall be sent to the Board.

**3.11 Action by Writing.** There shall be no Action by Writing. Any action required or permitted to be taken at any meeting of the members shall not be taken without a meeting even if all members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall not be treated for all purposes as a vote at a meeting.

**3.12 Proxies.** Members may vote either in person or by written proxy dated not more than three (3) months before the meeting named therein, which proxies shall be filed before being voted with the BOD. Such proxies shall entitle the holders thereof to vote at any adjournment of the meeting, but the proxy shall terminate after the final adjournment of such meeting. Proxies shall record their votes in the e-mail or in the written document signed by Proxy. The vote shall be stored in an envelope, and read by the chairperson during each vote. Proxies shall provide their votes for each voting question separately.

**3.12 Compensation.** The operation of the corporation depends on voluntary activity. As such, all members, except when acting as teachers, shall be precluded from serving the corporation in any other capacity and receiving compensation for any such services. A fixed sum of expenses for the time spent while working with children shall be provided to teachers only.

### **3.14. Internet Forum**

a) The internet forum shall be used as a source of free flow of information and discussion among the members, but without any obligation for making any decision. There shall be no censorship of the discussion. The forums are self-regulatory by the members of the corporation.

b) Two (2) members of the Board, elected by the Board, administrate Internet Forum. With election of new administrators, previous administrators shall give up password to new elected administrators in good fate.

c) Administrators of Internet Forum (two members of the Board) shall not have the right to exclude any member from the use of Internet Forum. In the case of intentional and constant abuse of Internet Forum by any member, at the request of minimum ten (10) families in good standing, only Board may exclude a member from the use of Internet Forum.

d) The polls within the forums shall be used for information purposes only without any obligation for making the decisions. The polls shall only be posted by the Board and at the request of at least five (5) members of the corporation. Voting through the polls shall be anonymous. The vote identity shall be checked and confirmed by at least two (2) members of the Board independently to make sure that the proper voting procedure is followed i.e. one vote per family and voting of only the members in good standing. After the poll is closed, the Board shall send an e-mail to all members to let the members know that the Board has checked and confirmed the validity of the votes.

#### **Section 4. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION**

The members may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities. The persons or group of persons that provide the donations to the corporation, but are not the part of the corporation, shall automatically obtain the status of the “friends of the corporation”.

#### **Section 5. BOARD OF DIRECTORS**

**5.1 Number and Election.** The Board of Directors shall consist of five (5) members. The members are the four (4) officers of the corporation and one (1) member with coordinating responsibilities for the total of five (5) members.

a) The elected director can only serve in the function that he/she has been elected for. For example, an individual director who is elected Treasurer can not “trade-in” his/ her position for another director’s position (for example Coordinator or Clerk).

b) The procedure for election of BOD shall be as follows:

1. The list of nominees shall be submitted to the Board of Directors in writing and signed by at least three (3) members in good standing at least five (5) days before the meeting as per section 3.2 (d). Board collects the names of the candidates for each director’s position, and makes following five (5) lists of candidates:

- The list of the candidates for the President
- The list of the candidates for the Vice President
- The list of the candidates for the Treasurer
- The list of the candidates for the Clerk
- The list of the candidates for the Coordinator

2. The Board shall submit the above five (5) lists of candidates (one for each position) to all members of the organization, at least three (3) days before the meeting

3. One (1) member can be a candidate for only one (1) function (president, vice president, treasurer, clerk or coordinator). For example, the candidate for the President that has not been elected for the President can not be a candidate for the Vice President or Treasurer.
4. The members shall vote only for one (1) candidate from each list per voting session, and by a secret ballot per section 3.8 (c).
5. The candidate with the least votes from each list is removed from the list. The voting continues until only one (1) candidate is left on each list. The final vote shall decide on the candidate's election to the BOD provided that his/her election is supported by majority of the votes (1/2 plus 1 of the Quorum).

**5.2 Tenure.** Each director shall hold office until the next annual meeting of members and until his successor is elected, or until sooner is removed or becomes disqualified. The director can serve maximum of two (2) years in a row. After two consecutive years of service, the director can not be elected for a third term in any capacity, even in another director's position within BOD. Only after at least one (1) year of abstinence, director may serve for another two (2) years.

**5.3 Powers.** The corporation is created by parents and led by parents. The function of the Board of Directors is to facilitate parents in leading the corporation, and to fulfill the legal obligation for the existence of not-for-profit organization. These affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation, except those powers reserved to the members by law, the articles of corporation or these by-laws. At the end of the term, BOD gives up all powers including all passwords and check signing authority to the newly elected BOD.

**5.4 Suspension or Removal.** A director may be removed by a majority vote of four (4) Directors whenever in the Board of Director's judgment the best interests of the corporation would be served thereby. A director may also be suspended or removed by vote of a majority of members. In both cases the voting shall be done by a secret ballot per section 3.8 (c). The voting shall be done for/against removal of the individual director, and not for all members of the Board as a body. The director in question shall be excluded to vote. The removed director shall give up all passwords and signing authority.

**5.5 Resignation.** A director resigns by delivering his resignation to the members or directors either by e-mail or in writing or verbally at the meeting and recorded in the meeting minutes. Such resignation shall be effective immediately and acceptance thereof shall not be necessary to make it effective. The resigned director shall give up all passwords and signing authority.

A resigned director shall not be considered a member of the BOD in any capacity. For example, an individual who resigned as a Treasurer can not "trade-in" his/ her resigned position for another director's position (for example Coordinator or Clerk).

**5.6 Vacancies.** Any vacancies may be filled at any meeting of the Board of Directors. A vacancy because of resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. In this case, BOD may opt to elect the same person for two or more director's positions. If that is the case, the director shall have two or more votes as if there are two

or more directors.

**5.7 Regular Meetings.** Regular meetings of the directors shall be held once every month during the school year, and at any public place (churches, libraries, etc.). Members of the Board of Directors must attend at least 2/3 of the regular meetings annually. Members of the Board of Directors that do not attend at least 2/3 meetings annually shall be automatically removed from the Board.

**5.8 Special Meetings.** Special meetings of the directors shall be at any public place (churches, libraries, etc.), but only when called by at least four (4) directors.

**5.9 Notice of meetings**

(a) Regular Meetings. At least two (2) weeks notice of the time and place of regular meetings of the directors shall be given to each director. Such notice must specify the purpose of the meeting including meeting agenda.

(b) Special Meetings. At least four (4) days notice of the time and place of special meetings of the directors shall be given to each director. Such notice must specify the purpose of the meeting including meeting agenda.

**5.10 Order of Business.**

Any regular and special meeting shall:

(a) Be prepared by the Board of Directors and included in the Notice;

(b) Include the following:

- (1) Meeting Agenda
- (2) Verify Quorum. Certification by the Secretary of the good standing of the officers present.
- (3) Election of Session Chairman
- (4) Approval of the Order of Business for the Session
- (5) Financial report
- (6) Other Business
- (7) Selection of the date, time and site for next Regular Session
- (8) Closing of the Session
- (9) Meeting minutes distributed to all members

**5.12 Meeting Minutes.**

(a) Detailed Meeting Minutes shall be as accurate as possible, and shall record the exact wording (to the extent possible) of all Board members that participated in the discussion. There shall be no free interpretation of the discussion. Detailed meeting minutes shall be put on file accessible to Board members only within one (1) week from the date the meeting was held. The detailed minutes shall be accessible to any member of the corporation at the request of at least three (3) members in good standing.

(b) Abbreviated Meeting Minutes shall include all relevant discussion and decisions of the Board. Abbreviated meeting minutes shall be sent to all members within one (1) week from the date the meeting was held.

**5.13 Meetings by Conference, Telephone or Similar Equipment.** Members of the Board of Directors or any committee designated by such Board may participate in a regular or special meeting of such Board or committee by means of conference, telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other during the meeting. A director participating in a meeting pursuant to this Section is deemed to be present in person at the meeting.

**5.14 Quorum.** At any meeting of the directors a minimum of four (4) out of five (5) directors shall constitute a quorum. If the quorum is not present, another meeting must be scheduled in at most two (2) weeks timeframe. This procedure shall be followed as many times as necessary every two (2) weeks until there is a Quorum.

**5.15 Action by Vote.** When a quorum is present at any meeting, minimum of four (4) directors in the Board of five (5) shall decide any question.

**5.16 Action by Writing.** There shall be no Action by Writing. Any action required or permitted to be taken at any meeting of the directors shall not be taken without a meeting even if all directors consent to the action in writing and the written consents are filed with the records of the meeting of the directors. Such consents shall not be treated as a vote at a meeting.

**5.17 Compensation.** Directors shall be precluded from receiving compensation for serving the corporation in any capacity, except for services provided as teachers.

## **Section 6. OFFICERS**

**6.1 Officers.** The officers of the corporation shall consist of a President, a Vice-president, a Treasurer, a Clerk and one (1) Coordinator of the Departments for the total of five (5) board members. The Clerk shall be a resident of Massachusetts unless the corporation shall appoint a resident agent for the service of process in the manner prescribed by law.

**6.2 Election.** The president, vice-president, treasurer, clerk, and coordinator shall be elected annually at the annual meeting of the members.

**6.3 Tenure.** The president, vice-president, treasurer, clerk and coordinator shall each hold office until the next annual meeting of the members following his or her election and until his or her successor is chosen and elected.

**6.4 President and Vice Presidents.** The president and the vice president shall be the chief executive officers of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The president shall preside at all meetings of the members and of the directors, except as the members or directors otherwise determine. The vice president shall



have and may exercise all the powers and duties of the president during the absence of the president or in the event of his inability to act for the duration of the term.

**6.5 Treasurer.** The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any sources whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws; and in general perform all the duties incident to the office of treasurer. He shall also be in charge of its books of account and accounting records, and of its accounting procedures.

**6.6 Clerk.** The clerk shall record and maintain records of all proceedings of the members and directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the articles of corporation and by-laws and names of all directors and the address of each. If the clerk is absent from any meeting of members or directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

**6.7 Coordinator of the Departments.**

(a) Duties. The coordinator shall provide the Board with the regular status of the departments (i.e. groups) within the corporation. For every Board meeting, the coordinator shall collect the written report from the teachers on the department needs (financial needs, space needs, etc.), which he/she will present to the Board.

(b) Exclusions.

1. The coordinator shall not be interfering nor be involved in day-to-day activities of the departments. The members (parents) within each department work together with teachers and address group's needs and wishes. Teachers in coordination with parents shall have sole responsibility to create department's agenda and to maintain the highest standards of teaching profession. All shall be done in such manner to fulfill educational and cultural mission of organization.
2. The financing and allocation of funds for the departments shall not be the sole responsibility of the coordinator, but the responsibility of the Board as a whole who works together with parents and teachers to address group's needs.

**6.8. Executive function.**

(a) The corporation shall not have an executive function (executive director, director, executive manager, manager, etc.). The corporation is created by parents and led by parents on volunteer basis.

(b) The corporation depends on volunteering activities of all its members. All members are expected to devote part of their time to the corporation on a volunteering basis. The Board of Directors is to fulfill the legal obligation for the existence of not-for-profit organization.

### **Section 8. EXECUTION OF PAPERS**

All deeds, leases, transfers, contracts, bonds, notes, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president or a vice president and treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the president or a vice president and the other is the treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of corporation, by-laws, resolutions or votes of the corporation.

### **Section 9. PERSONAL LIABILITY**

The members and BOD of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

### **Section 10. INDEMNIFICATION OF OFFICERS**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer of the corporation (collectively, 'Indemnified Officers' or individually, 'Indemnified Officer'), 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 in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a 'proceeding') in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such Indemnified Officer unless the proceeding was authorized by BOD); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer's action was in the best interests of the corporation and further provided that any compromise or settlement payment shall be approved by the corporation in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the BOD of the corporation, include payment by the corporation 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 person indemnified to repay such payment if such Indemnified Officer shall be not entitled to indemnification

under this paragraph, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the corporation under this Article, and each officer of the corporation approving such payment shall be wholly protected, if the payment has been approved or ratified (1) by 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 the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) 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 BOD then in office; or 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 a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

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.

No amendment or repeal of the provision of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply with respect to such Indemnified Officer'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 the written consent of such Indemnified Officer.

### **Section 11. NONDISCRIMINATORY POLICY**

KOMETA admits children of any race, color, national or ethnic origin to all rights, privileges, programs and activities generally accorded or made available to the children in the program. KOMETA does not discriminate on the basis of race, color, national or ethnic origin in administration of its program and policies.

### **Section 12. AMENDMENTS TO BYLAWS**

**12.1. Amendments to bylaws.** Bylaws may be altered only at the Regular member's Meeting by a 3/4 majority vote of all members of the corporation in good standing, by a secret ballot, provided that:

- (i) At least thirty (30) days' written notice is given to the members and to the BOD of intention to alter, amend or repeal and to adopt new bylaws at such Session.
- (ii) At least four (4) of the Directors and at least 1/2 of all the members in good standing have signed such notice.
- (iii) Such notice contains full and complete text of the new proposed bylaws.

**12.2. Construction.** These By-Laws were adopted by majority vote of the Board of Directors on August 25th, 2008.