

**ESCOLA PORTUGUESA DE CAMBRIDGE E SOMERVILLE, INC.**  
**(A Massachusetts Nonprofit Corporation)**

**BYLAWS**

Adopted pursuant to Article IV(d) of the Restated Articles of Organization and Chapter 180 of the Massachusetts General Laws.

**ARTICLE I**

**Name, Purpose, and Limitations**

**1.1 Name.**

The name of the Corporation is Escola Portuguesa de Cambridge e Somerville, Inc. (the “Corporation”).

**1.2 Purpose.**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Its purposes include, without limitation, providing educational programs that teach students to read, write, and communicate in the Portuguese language; teaching Portuguese history and culture; and fostering a lifelong appreciation for Portuguese language and culture in a safe, nurturing, and respectful environment.

**1.3 Nonprofit Character.**

The Corporation is not organized for profit. No part of its net earnings shall inure to the benefit of, or be distributable to, any director, officer, or private individual, 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 its exempt purposes.

**1.4 Limitations.**

The Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a Corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

**ARTICLE II**  
**Offices**

**2.1 Principal Office.**

The principal office of the Corporation shall be located in the Commonwealth of Massachusetts at such place as the Board of Directors may from time to time determine.

**2.2 Other Offices.**

The Corporation may have such other offices, within or without Massachusetts, as the Board of Directors may designate.

**ARTICLE III**  
**Members**

**3.1 No Members.**

The Corporation shall have no members. All corporate powers shall be exercised by or under the authority of the Board of Directors.

**ARTICLE IV**  
**Board of Directors**

**4.1 General Powers.**

The affairs, property, and business of the Corporation shall be managed by its Board of Directors, which shall have the powers and duties of a board of directors under Massachusetts law. The Board shall be vested with all administrative oversight of the Corporation, including the dispersal of funds and establishment of all collateral arrangements for the organization. The Board is charged with selecting the President, the Vice President and setting the agenda and program of the Corporation.

**4.2 Number and Qualifications.**

The Board shall consist of not fewer than three (3) directors. The exact number shall be fixed from time to time by resolution of the Board. Directors need not be residents of Massachusetts.

**4.3 Election and Term.**

Directors shall be elected by the Board and shall serve for terms determined by the Board, and until their successors are elected and qualified.

**4.4 Removal and Resignation.**

Any director may resign at any time by written notice to the President, Vice-President, Clerk or any other officer or director of the Corporation. Any director may be removed, with or without cause, by a majority vote of the remaining directors. A director may be removed with cause only after reasonable notice and opportunity to be heard.

#### **4.5 Vacancies.**

Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall serve for the unexpired portion of the term.

#### **4.6 Regular Meetings.**

Regular meetings of the Board shall be held at such times and places as may be fixed in advance by the directors.

#### **4.7 Special Meetings.**

Special meetings shall be called by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer, at the request of the President or of any three Directors. In case none of the officers are able and willing to call a special meeting, the Supreme Judicial or Superior Court, upon application of one or more Director entitled to vote thereat, shall have jurisdiction in equity to authorize one or more of such Director to call a meeting by giving such notice as is required by law.

#### **4.8 Notice.**

Except as required by law, the Articles of Organization or these bylaws, no notice is required for regular meetings of the Board of Directors. For special meetings of the Board of Directors, written notice of the date, time, place and purpose of the special meeting of the directors shall be given to each director at least seven (7) days in advance of the meeting. Notice by electronic transmission is written notice. Written notice by electronic transmission is effective: (i) if by facsimile telecommunication, when directed to a number furnished by the director for the purpose; (ii) if by electronic mail, when directed to an electronic mail address furnished by the director for the purpose; and (iii) if by any other form of electronic transmission, when directed to the director in such manner as the director shall have specified to the Corporation. Written notice, other than notice by electronic transmission, if in a comprehensible form, is effective upon deposit in the United States mail, if mailed postpaid and correctly addressed to the director's address shown in the Corporation's current records. An affidavit of the Clerk or an Assistant Clerk of the Corporation or other agent of the Corporation that the notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein. Whenever notice of a meeting is required to be given an officer/member of the Board under applicable law or these bylaws, a written waiver thereof, executed before or after the meeting by such officer/member or her attorney thereunto authorized and filed with the records of the meeting, shall be deemed equivalent to such notice. Attendance at the meeting shall constitute a waiver of notice unless a director attends solely for the purpose of objecting to the transaction of business because the meeting was not lawfully called or convened

#### **4.9 Quorum.**

A majority of the Directors in person, remotely or by proxy, shall constitute a quorum, but a smaller number may adjourn from time to time without further notice until a quorum is present.

#### **4.10 Voting.**

The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise required by law or these Bylaws.

#### **4.11 Action Without Meeting.**

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

#### **4.12 Participation by Remote Communication.**

Board members may participate in meetings by telephone or other electronic means.

#### **4.13 Annual Meeting of the Board of Directors.**

The Board of Directors shall hold an annual meeting each year at a date, time, and place (which may be physical or by electronic means such as a remote video conferencing via Zoom, Teams etc.) determined by the Board. The purposes of the annual meeting shall include, without limitation, the election of Directors and officers, the review of the Corporation's financial condition and activities, and the transaction of such other business as may properly come before the meeting.

Written notice of the annual meeting shall be given in accordance with the provisions of Section 4.8 of these bylaws. Notice may be waived as provided in Section 4.8 hereof.

The failure to hold an annual meeting at the designated time shall not affect the validity of any corporate action, nor shall it affect the existence of the Corporation.

## **ARTICLE V**

### **Officers**

#### **5.1 Officers.**

The officers of the corporate shall be the President, Vice-president, Treasurer, and Clerk, all of whom shall be elected by the Board from at the annual meeting of the Board for the Fiscal Year during which the term of the particular officer expires. Each of the preceding officers shall hold office until the date for such annual meeting of directors and until their respective successors are elected and qualified, or until their earlier death, resignation, or removal. The Clerk shall be a

resident of Massachusetts unless a resident agent shall have been appointed pursuant to Massachusetts law.

### **5.3 President.**

The President shall be the chief executive officer of the Corporation and shall set the agenda and shall be the Chairperson of and preside at all meetings of the Board, shall sign such papers as required by his office or as instructed by the Board; shall make such reports and recommendations to the Board at any annual, regular, or special meeting concerning the work and affairs of the Corporation; may require such reports from the Treasurer, Clerk and directors as in his judgment are necessary; and shall perform other duties incident to that office. The Chairperson votes at all meetings only in the case of a tie.

### **5.4 Vice-President.**

The Vice-president shall serve for two years. The Vice-president shall conduct meetings of the Board at the request of the Chairperson or in the Chairperson's absence and may vote in cases of a tie in the Chairperson's absence. In the Chairperson's absence, the Vice-president shall vote only in the case of a tie.

### **5.5 Treasurer.**

The Treasurer shall be the chief financial officer of the Corporation and shall have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall also have such powers and duties as customarily belong to the office of treasurer including receiving all monies of the Corporation and giving receipt for same, depositing funds received in such depository as the Board shall direct, keeping all papers relating to the property of the Corporation, filing all necessary federal and state reports as the law requires, paying the bills of the Corporation as directed by the Board, keeping an accurate account of all receipts and giving disbursements and such bond as the Board may require, presenting a monthly or quarterly statement of the financial status of the Corporation to the members, and preparing an annual accounting of all fiscal activity for the preceding year. The Treasurer may delegate all or any part of the day-to-day accounting and reporting functions to a fiscal agent and others, who shall be under the Treasurer's supervision and control and shall provide appropriate interim reports to the Treasurer, as directed by the Treasurer.

### **5.6 Clerk.**

The Clerk shall keep and publish an accurate record of all regular meetings of the Corporation and keep a record of all Board meetings. The Clerk shall be responsible for giving legal notice of all meetings and keeping a file of all correspondence, official reports, and other valuable papers. In the absence of the Clerk from any meeting, the person presiding at the meeting shall designate a temporary Clerk to keep a record of the meeting.

### **5.7 Resignation.**

Any officer may resign at any time by giving his or her resignation in writing to the President, Treasurer, or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

**5.8 Removal.** The Board may, by vote of two-thirds (2/3) of the directors then in office, remove any officer, with or without cause, at a special meeting called for that purpose provided that, if an officer is to be removed for cause, such officer shall have had reasonable notice and an opportunity to be heard prior to any such removal.

## **ARTICLE VI**

### **Educational Policy and Nondiscrimination**

#### **6.1 Racially Nondiscriminatory Policy as to Students.**

In compliance with IRS requirements applicable to educational organizations, including Rev. Proc. 75-50:

The Corporation admits students of any race, color, national origin, or ethnic background to all the rights, privileges, programs, and activities generally accorded or made available to students at the Corporation. The Corporation does not discriminate on the basis of race, color, national origin, or ethnic background in the administration of its educational policies, admissions policies, scholarship and loan programs, or any other school-administered programs.

## **ARTICLE VII**

### **Conflict of Interest**

#### **7.1 Duty of Loyalty.**

Directors and officers shall act in the best interests of the Corporation and avoid conflicts between personal interests and the interests of the Corporation.

#### **7.2 Disclosure.**

Any director or officer having a financial interest in a transaction involving the Corporation shall disclose the existence of such interest to the Board.

#### **7.3 Approval.**

A transaction shall not be void or voidable if:

- (a) the material facts are disclosed and the transaction is approved by a majority of disinterested directors; or
- (b) the transaction is fair to the Corporation at the time it is authorized.

#### **7.4 Interested Directors.**

Interested directors may be counted for quorum but shall not vote on the transaction.

### **ARTICLE VIII Records and Reports**

#### **8.1 Records.**

The Corporation shall keep correct and complete books and records of account and minutes of meetings.

#### **8.2 Inspection.**

Any director may inspect corporate records for a proper purpose.

### **ARTICLE IX – Personal Liability and Indemnification of Directors and officers**

#### **9.1 Personal Liability.**

The Board, and officers 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.

#### **9.2 Indemnification of Officers and Directors.**

The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its officers and directors against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such an officer or director, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by

such officer or director, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involved such indemnification: (a) by a majority of the disinterested directors then in office; or (b) if there are no disinterested directors then in office, by a majority of the directors then in office, provided in either case that there has been obtained an opinion in writing of independent legal counsel appointed by a majority of such disinterested directors or a majority of the directors, as the case may be, to the effect that the indemnification of such officer or director is not prohibited by law. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any officer or director is entitled. As used in this paragraph, the terms "officer" and "director" include their respective heirs, executors and administrators, and an "interested" officer or director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending. Expenses including counsel fees, reasonably incurred by any such director or officer in connection with the defense of disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he shall be adjusted to be not entitled to indemnification under M.G.L. c. 180, s. 6.

### **9.3 Insurance.**

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or other agent of the Corporation, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

## **ARTICLE X Amendments**

These Bylaws may be amended, repealed, or restated by a majority vote of the Board of Directors unless a greater vote is required by law.

## **ARTICLE XI Fiscal Year**

The fiscal year of the Corporation shall end on December 31.

## **ARTICLE XII Construction**

All references to the Internal Revenue Code shall mean the Internal Revenue Code of 1986, as amended. All references to Massachusetts law shall mean the Massachusetts General Laws, as amended.