

## **LINK, Inc. Bylaws**

### **Article I – Name**

The name of this association is LINK, Inc. This association shall be referred to as “LINK” or “BMS-LINK,” and shall be governed by the Massachusetts General Law, Title XXII, Chapter 180 for “Corporations for Charitable and Certain other purposes.”

### **Article II – Purposes**

**Section 1. Objectives.** The purpose or purposes (Objects) which the corporation will hereafter pursue are:

- A. To promote the welfare of children and youth in school and in our community;
- B. To promote the collaboration and engagement of families and educators in the education of children and youth; and
- C. To engage the community in united efforts to secure the physical, mental, emotional, spiritual, and social well-being of all children and youth.

**Section 2. Awareness.** The purposes of LINK, Inc. are promoted through programmatic engagement and collaborative outreach with/to parents, families, teachers, educators, students, and the Berlin-Boylston Regional School District; developed through committees, projects, and programs; and governed and qualified by the basic principles set forth in Article III.

**Section 3. Federal Status.** LINK, Inc. is organized exclusively for the charitable or educational purposes within the meaning of Section 501( C)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (referred to as “Internal Revenue Code”).

### **Article III – Principles**

**The following are basic principles of LINK, INC.:**

- A. LINK, Inc. shall be noncommercial, nonsectarian, and nonpartisan.
- B. LINK, Inc. shall work to engage and empower children, families, and educators within school and communities to provide quality education for all children and youth, and shall seek to participate in the decision-making process by influencing school policy and advocating for children’s issues, recognizing that the legal responsibility to make decisions has been delegated by the people to the school committee, state education authority, and local education authority.
- C. LINK, Inc. shall work to promote the health and welfare of children and youth, and shall seek to promote collaboration among families, school, and the community at large.
- D. Commitment to inclusiveness and equity, knowledge of PTO, and professional expertise shall be guiding principles for service in LINK, Inc.

## **Article IV – Membership in LINK, Inc.**

**Section 1. Non-discrimination.** Membership in LINK, Inc. shall be open to anyone who believes in and supports the mission, purposes and principles of LINK, Inc.

**Section 2. Classification.** Membership in LINK, Inc. shall be open to any parent or guardian of a student at Berlin Memorial Elementary School for the given membership year and any teacher, administrator or staff of Berlin Memorial Elementary School on contract for the given year.

**Section 3. Membership Year.**

- A. The membership year for LINK, Inc. shall be July 1 through June 30.
- B. Any new student (parent/guardian) or staff member entering the school during the given membership year will be rolled into membership of the current year.

**Section 4. Rights and Privileges.** Every individual who is a member of LINK, Inc. shall be entitled to all the benefits of such membership which shall include the:

- A. ability to serve in governance positions in LINK, Inc.; and
- B. right to vote at LINK, Inc. meetings based upon the requirements of serving as a voting delegate.

**Section 5. Termination of Membership.** An individual's membership will be terminated when the enrolled student has left Berlin Memorial Elementary School to attend another school, or when the teaching, administrator or staff contract has expired.

## **Article V – LINK, Inc. Governance Structure**

**Section 1. Structure.** The LINK, Inc. governance structure shall include the elected officers to the executive board, standing committee members, special committee members, subcommittee members, task force members, and other positions as determined by the executive board.

**Section 2. Eligibility to Serve.** In order to be eligible to serve in the LINK, Inc. governance structure an individual shall:

- A. be a current member of LINK, Inc.;
- B. maintain membership throughout his/her term of service;
- C. consent and uphold and adhere to the LINK, Inc. policies and principles;
- D. meet other qualifications as prescribed in these bylaws.

**Section 3. Term Limits.** No one shall serve more than four full terms of one year in the same officer position, unless otherwise permitted in these bylaws or until a successor is elected or appointed.

**Section 4. Full Term.** Anyone who serves in a position for more than one-half (1/2) of a full term shall be deemed to have served a full term in such position. A full term is one year.

## Article VI – Officers

**Section 1. Elected Officers.** The officers of the executive board for LINK, Inc. shall be a president, a vice-president, a secretary, a treasurer, a Volunteer Coordinator, an Enrichment Coordinator, and a Cultural Coordinator.

**Section 2. Eligibility.** An individual serving in an elected officer position must maintain membership according to the bylaw provisions.

**Section 3. Term of Office.** Elected officers shall take office at the close of the June meeting at which they are elected and shall serve beginning July 1, a term of one (1) years, or until their successors are elected. Individuals may not serve in the same office for more than four (4) terms.

**Section 4. Vacancy in Officer Positions.** Vacancies shall be filled as follows:

- A. In case of a vacancy in the office of president, the vice-president shall become president and shall hold office for the balance of the term. In filling the vacancy, the vice-president shall be entitled to continue in the presidency for a second term providing not more than half (1/2) of the initial term has been served.
- B. A vacancy in the office of a vice-president, secretary, treasurer, or coordinator shall be filled by a two-thirds (2/3) vote of the executive board. The vote shall be by ballot. When there is only one (1) candidate for the vacancy, the election may be by voice vote. Notice of filling the vacancy must be given in the call to the meeting at which the election will take place.

**Section 5. Duties of Officers.** The elected officers shall perform the duties provided in this section and such other duties as prescribed for the office in these bylaws, by the executive board, by the president, or in the adopted parliamentary authority.

- A. Duties of the President. The president shall:
  - a. Schedule all meetings, create agendas, and facilitate all meetings
  - b. Maintain proper line of communication with the school administration
  - c. Maintain the LINK annual calendar of events, planning and coordination
  - d. Work with LINK, Inc., to help keep the group working in the proper direction
  - e. Work with parents, staff, and administration to help provide BMS with needed materials, resources and volunteers
  - f. Make sure all LINK, Inc. events are on school calendar
  - g. Advise volunteers what to include on the LINK, Inc. bulletin board
  - h. Triage incoming mail
  - i. Coordinate LINK, Inc. communications such as monthly newsletters, advertising through social media channels, and other association outreach
  - j. Coordinates Annual Fund-raising Campaign
  - k. Files Massachusetts annual report (November) and IRS taxes (July)

- l. Maintains responsibility to engage in financial contracts with vendors on behalf of the organization.
  - m. Becomes co-signer on the bank account for the term of office.
- B. Duties of the Vice-President
  - a. In the absence of the President assume all roles and responsibilities as directed by these bylaws
  - b. Update website and gmail profile
  - c. Monitor and reply to email requests
  - d. Heads at least one sub-committee
  - e. Can not engage in financial contracts on behalf of the organization
- C. Duties of the Treasurer
  - a. Have custody of all funds belonging to LINK, INC.
  - b. Present monthly statement of accounts to all members
  - c. Pay all invoices
  - d. Handles all monetary transactions
  - e. Send tax receipts for donations
  - f. Reviews IRS taxes and Massachusetts Annual Report submissions of the President.
  - g. Becomes co-signer on the bank account for the term of office.
  - h. Can not engage in financial contracts on behalf of the organization
- D. Duties of the Secretary
  - a. Record meeting minutes
  - b. Distribute minutes via email for comment and approval
  - c. If unavailable to attend a meeting, find replacement to take minutes
  - d. Can not engage in financial contracts on behalf of the organization
- E. Duties of the Enrichment Coordinator
  - a. Coordinate programs and ensures outside instructors are CORI'd and fingerprinted
  - b. Make sure programs are covered by LINK, INC. insurance
  - c. Ensures that a LINK, INC. representative is present at all programs provided by outside vendors
  - d. Can engage in financial contracts and/or payments up to \$250 in support of the responsibilities of this role.
- F. Duties of the Cultural Coordinator
  - a. Research and coordinate two cultural programs for BMS per school year
  - b. Can not engage in financial contracts on behalf of the organization
- G. Duties of the Volunteer Coordinator
  - a. Works with staff to fill volunteer positions and needs
  - b. Maintain the volunteer signup system
  - c. Can not engage in financial contracts on behalf of the organization

## **Article VII – Elections and Appointments**

### **Section 1. Officers of the Executive Board.**

- A. Eligibility.
  - a. No name shall be placed in nomination without consent of the nominee.
  - b. Any member of LINK, as defined in Article IV, Section 2, may self nominate for a position.
  - c. All candidates for officer positions must have a student at Berlin Memorial Elementary School for the duration of the term.
- B. Procedures. Nominations for the next term positions will be taken at the April LINK meeting and be published to members in the May communications (i.e. newsletter, emails, etc.).
- C. Term Limits. Elected Officers may serve up to four (4) terms in the same officer position.
- D. Voting. Officers shall be elected by ballot (electronic or paper) and a majority vote shall elect officers. The vote shall take place at the June LINK meeting. New officers take office on July 1.

**Section 2. Vacancies.** Unless otherwise stated herein, if a vacancy in any elected office, elected or appointed board member position exists, the vacancy shall be filled by the executive board as follows:

- A. Removal. The involuntary removal of an officer shall require two-thirds vote of the Executive Board plus any members present at the meeting where the vote for removal is being held. Any such individual who fails to fulfill his or her duties or fails to abide by the LINK bylaws, policies, and/or code of conduct shall be removed in accordance with this voting procedure. The executive board shall fill a vacancy in any position other than president, created by removal, until the end of the unexpired term.
- B. Resignation or Death. A vacancy in any position other than president created by resignation or death shall be filled by the executive board. Resignation from office shall require written notice of that member including an explanation for resignation to the remaining members of the executive board.
- C. Voting. Elections to fill vacancies shall be conducted by ballot and a majority vote shall elect. Notice of filling the vacancy must be given in the call to the meeting at which the election will be held.

## **Article VIII – Committees**

### **Section I. Creation of Committees.**

- A. Committees may be stood up by the executive board, or at the discretion of the President.
- B. The responsibilities of each committee are generally to include managing an event present on the LINK annual calendar of events.

- C. All committees shall report to the Executive Board and be responsible to the President between meetings.
- D. Policies, actions and expenditures recommended by the committee shall be approved by the executive board.
- E. The President shall be an ex-officio member of all committees.
- F. Committees may include non-members of LINK recommended by the committee, or the President, and approved by the Executive Board.

## **Article IX – Electronic Meetings and Communication**

**Section 1. Meetings.** The LINK Executive Board and all committees shall be authorized to meet by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting.

**Section 2. Monthly Meeting.** In times of national emergency, pandemic, natural disaster, or other events making in-person meetings impossible, the LINK Executive Committee, may convene the meeting electronically or virtually, and with all business being conducted electronically as prescribed by the policy adopted by these bylaws. All actions adopted at an electronic or virtual meeting shall be official actions of the voting body.

**Section 3. Communication.** Unless members indicate otherwise to LINK, all communication required by these bylaws, including meeting notices, may be sent electronically unless otherwise specified in these bylaws.

## **Article X – Operational Requirements and Dissolution**

**Section 1. Net Earnings.** No part of the net earnings of LINK shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons except that the association shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

**Section 2. Exempt Activities.** Notwithstanding any other provision of these Articles to contrary, in no event shall LINK carry on any other activities which are not permitted to be carried on by either: (i) by an association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**Section 3. Political Activities.** LINK or it’s members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

**Section 4. Dissolution.** Upon the dissolution of LINK, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed directly to Berlin Memorial Elementary School.

## **Article XI – Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern LINK in all cases in which they are applicable and in which they are not in conflict with Articles of Organization, LINK bylaws, policies, special rules of order, or the Massachusetts Nonprofit Corporation Act.

## **Article XII – Amendments**

**Section 1. Amendments.** These bylaws may be amended at a monthly meeting by two-thirds (2/3) vote provided that the following requirements shall first have been complied with in the following order:

- A. The amendments shall have been approved by the executive board prior to being sent to meeting to be approved by the membership.
- B. Amendments shall be sent by electronic communication in accordance with Article IV, Section 3, to the executive board and constituents and posted on the LINK website, or other electronic means as the executive board may designate, no less than thirty (30) days prior to the meeting date set for voting.

**Section 2. Action.** Updated bylaws shall be posted on the LINK website, or other electronic means as the executive board may designate, within 30 days following the meeting at which they are amended.