

BY-LAWS
OF
HINGHAM HIGH SCHOOL PARENT/GUARDIAN TEACHER ORGANIZATION, INC.

TABLE OF CONTENTS

ARTICLE I. NAME, PURPOSES, LOCATION, CORPORATE SEAL AND FISCAL YEAR ..	1
1.1 <u>Name and Purposes</u>	1
1.2 <u>Location</u>	1
1.3 <u>Corporate Seal</u>	1
1.4 <u>Fiscal Year</u>	1
ARTICLE II. MEMBERS	1
2.1 <u>No Members</u>	1
ARTICLE III. BOARD OF DIRECTORS	1
3.1 <u>Number, Election, and Tenure</u>	1
3.2 <u>Powers</u>	1
3.3 <u>Committees</u>	2
3.4 <u>Suspension or Removal</u>	2
3.5 <u>Resignation</u>	2
3.6 <u>Vacancies</u>	2
3.7 <u>Annual Meeting</u>	2
3.8 <u>Regular Meetings</u>	2
3.9 <u>Special Meetings</u>	2
3.10 <u>Call and Notice</u>	2
(a) <u>Regular Meetings</u>	2
(b) <u>Special Meetings</u>	3
(c) <u>Reasonable and Sufficient Notice</u>	3
(d) <u>Waiver of Notice</u>	3
3.11 <u>Quorum</u>	3
3.12 <u>Action by Vote</u>	3
3.13 <u>Action by Written Consent</u>	3
3.14 <u>Participation in Meetings Through Communications Equipment</u>	3
3.15 <u>Compensation</u>	4
3.16 <u>Sponsors, Benefactors, Contributors, Advisers or Friends of the Corporation</u>	4
ARTICLE IV. OFFICERS AND AGENTS	4
4.1 <u>Number and Qualification</u>	4
4.2 <u>Election</u>	4
4.3 <u>Tenure</u>	4
4.4 <u>Chairman of the Board of Directors</u>	4

4.5	<u>President and Vice President</u>	4
4.6	<u>Treasurer</u>	5
4.7	<u>Clerk</u>	5
4.8	<u>Suspension or Removal</u>	5
4.9	<u>Resignation</u>	5
4.10	<u>Vacancies</u>	5
ARTICLE V. EXECUTION OF PAPERS		5
ARTICLE VI. INDEMNIFICATION OF DIRECTORS AND OFFICERS.....		6
ARTICLE VII. PERSONAL LIABILITY		7
ARTICLE VIII. DIRECTORS' AND OFFICERS' LIABILITY INSURANCE		7
ARTICLE IX. CONFLICT OF INTEREST		8
ARTICLE X. AMENDMENTS.....		8

BY-LAWS
OF
HINGHAM HIGH SCHOOL PARENT/GUARDIAN TEACHER ORGANIZATION, INC.

ARTICLE I.

**NAME, PURPOSES, LOCATION,
CORPORATE SEAL AND FISCAL YEAR**

1.1 Name and Purposes. The name and purposes of the Corporation shall be as set forth in the Articles of Organization.

1.2 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.

1.3 Corporate Seal. The directors may adopt and alter the seal of the Corporation.

1.4 Fiscal Year. The fiscal year of the Corporation shall, unless otherwise decided by the directors, end on June 30 in each year.

ARTICLE II.

MEMBERS

2.1 No Members. The Corporation shall not have any members. Any action or vote required or permitted by law to be taken by members pursuant to Massachusetts General Laws, Chapter 180, or otherwise shall be taken by action or vote of the same percentage of the directors of the Corporation.

ARTICLE III.

BOARD OF DIRECTORS

3.1 Number, Election, and Tenure. The Board of Directors shall consist of not less than three (3) nor more than eighteen (18) directors. The number of directors may be increased or decreased from time to time by a vote of a majority of the directors then in office. The initial directors shall be those persons named as directors in the Articles of Organization. Thereafter, the directors shall be elected by a vote of a majority of the directors at the annual meeting and each shall hold office until the next annual meeting of the directors and until his or her successor is chosen or until he or she sooner dies, resigns, or is removed.

3.2 Powers. The affairs of the Corporation shall be managed by the directors who shall have and may exercise all the powers and duties of a board of directors of a not for profit

corporation under Massachusetts Law, including the general management and supervision of the business, property and affairs of the Corporation.

3.3 Committees. The directors may elect or appoint one or more committees (including an Executive Committee) and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

3.4 Suspension or Removal. A director may be suspended or removed with or without cause by vote of a majority of the directors then in office. A director may be removed with cause only after reasonable notice and opportunity to be heard before the body proposing to remove him.

3.5 Resignation. A director may resign by delivering his or her written resignation to the President, Treasurer or Clerk of the Corporation, to a meeting of the directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

3.6 Vacancies. Any vacancy in the Board of Directors may be filled by vote of the remaining directors at any meeting, or by written consent. Each successor shall hold office for the unexpired term or until he or she sooner dies, resigns, is removed or become disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

3.7 Annual Meeting. The annual meeting of the Board of Directors shall be held in May on such date and at such hour and place as the directors or an officer designated by the directors shall determine, or, if not in May, within six months after the end of the fiscal year of the corporation on such date and at such hour and place as the directors or an officer designated by the directors shall determine. The annual meeting shall be called by the Chairman, President or any director. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. As provided in Sections 3.1 above and 4.2 below, at the annual meeting the directors shall elect the directors of the Corporation and the President, Treasurer, Clerk and any other officers of the Corporation.

3.8 Regular Meetings. Regular meetings of the directors shall be held at such places and at such times as the directors may from time to time determine.

3.9 Special Meetings. Special meetings of the directors may be held at any time and at any place when called by the Chairman of the Board or the President or by two (2) or more directors.

3.10 Call and Notice.

(a) Regular Meetings. Reasonable notice of the time and place of the annual meeting of the Board of Directors shall be given to each director. No call or notice shall be

required for a regular meeting of directors, provided that reasonable notice (i) of the first regular meeting following the determination by the directors of the times and places for regular meetings shall be given to absent members, (ii) specifying the purpose of a regular meeting shall be given to each director if either contracts or transactions of the Corporation with interested persons or amendments to these By-Laws are to be considered at the meeting and (iii) shall be given as otherwise required by law, the Articles of Organization or these By-Laws.

(b) Special Meetings. Reasonable notice of the time and place of special meetings of the directors shall be given to each director. Such notice need not specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization, or these By-Laws or unless there is to be considered at the meeting (i) contracts or transactions of the Corporation with interested persons, (ii) amendments to these By-Laws, (iii) an increase or decrease in the number of directors, or (iv) removal or suspension of an officer or director.

(c) Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director to send notice by mail at least seven (7) days before the meeting addressed to the director at his or her usual or last known business or residence address or to give notice to the director in person, by telephone or by facsimile, e-mail or other electronic means at least forty-eight (48) hours before the meeting.

(d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by the director before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

3.11 Quorum. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.12 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-Laws.

3.13 Action by Written Consent. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing (including by electronic transmission) and the consents are filed in paper or electronically with the records of the meetings of the directors. Such consent shall be treated for all purposes as a vote at a meeting.

3.14 Participation in Meetings Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the Board of Directors may participate in a meeting of the directors by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting communicate with each other at the same time, and participation by such means shall constitute presence in person at such meeting.

3.15 Compensation. Directors shall not receive compensation for their services as directors but may be reimbursed for reasonable expenses incurred in the performance of their duties. Subject to the Articles of Organization and to Article IX below, directors shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation for any such services.

3.16 Sponsors, Benefactors, Contributors, Advisers or Friends of the Corporation. The directors 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, except as the directors shall otherwise designate, 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.

ARTICLE IV.

OFFICERS AND AGENTS

4.1 Number and Qualification. The officers of the Corporation shall be a President, Treasurer, Clerk and such other officers, if any, as the directors may determine. The Corporation may also have such agents, if any, as the directors may appoint. An officer may, but need not be a director of the Corporation. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time.

4.2 Election. The President, Treasurer and Clerk shall be elected annually by the directors at the annual meeting of the directors. Other officers, if any, may be elected by the directors at any time.

4.3 Tenure. The President, Treasurer and Clerk shall each hold office until the next annual meeting of the directors and until his or her successor is chosen and qualified, and each other officer shall hold office until the next annual meeting of the directors unless a shorter period shall have been specified by the terms of his or her election or appointment, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified. Each officer shall serve at the pleasure of the directors.

4.4 Chairman of the Board of Directors. If a Chairman of the Board of Directors is elected, he or she shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

4.5 President and Vice President. The President shall be the chief executive officer of the Corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the Corporation. If no Chairman of the Board of Directors is elected, the President shall preside at all meetings of the directors, except as the directors otherwise determine.

The Vice President or Vice Presidents, if any, shall have such duties and powers as the directors shall determine. The Vice President, or First Vice President if there are more than one,

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 or her inability to act.

4.6 Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. The Treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The Treasurer shall have such other duties and powers as designated by the directors or the President. The Treasurer shall also be in charge of its books of account and accounting records and of its accounting procedures.

4.7 Clerk. The Clerk shall record and maintain records of all proceedings of the 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, its resident agent, or its counsel and shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and By-Laws and names of all directors and the address of each. If the Clerk is absent from any meeting of directors, a temporary clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

4.8 Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a majority of directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard before the Board of Directors.

4.9 Resignation. An officer may resign by delivering his or her written resignation to the President, Treasurer or Clerk of the Corporation, to a meeting of the directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

4.10 Vacancies. If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the President, Treasurer and Clerk until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

ARTICLE V.

EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or by the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by the President and the Treasurer (who may be one and the same person), shall be binding on the Corporation in favor of any purchaser or other person relying on such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, By-laws, Resolutions or Votes of the Corporation.

ARTICLE VI.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall, to the extent legally permissible, indemnify and hold harmless each person who may serve or who has served at any time as a director, President, Vice President, Treasurer, Clerk or other officer of the Corporation or who at the request of the Corporation may serve or at any time has served as a fiduciary (including as a trustee or similar capacity of an employee benefit plan) (collectively, "Indemnified Officers"), 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 person in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding") in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a majority of the full board of directors or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally 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 (or to the extent such matter relates to his or her service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); 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, or by a court of competent jurisdiction.

Such indemnification may, to the extent authorized by the board of directors 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 he or she shall be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the Corporation under this Article, and each director and officer of the Corporation 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 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 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 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; or
- (iv) 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 a director or other Indemnified Officer entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the Corporation apply to the directors, officers and fiduciaries of any constituent corporations that have merged into or been consolidated with the Corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the Corporation.

The right of indemnification under this Article shall be in addition to and not exclusive of all their rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which the Corporation's employees, agents, directors, officers and other persons may be entitled by contract or otherwise under law.

This Article constitutes a contract between the Corporation and the Indemnified Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to him or her with respect to his or her acts or omissions which occurred at any time prior to such amendment or repeal without his or her written consent.

ARTICLE VII.

PERSONAL LIABILITY

The directors 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. No amendment or repeal of this Article shall deprive a director or officer of this benefit for acts or omissions prior to amendment or repeal.

ARTICLE VIII.

DIRECTORS' AND OFFICERS' LIABILITY 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, or is or was serving at the request of the Corporation as a director, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

ARTICLE IX.

CONFLICT OF INTEREST

No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because such director or officer is present at or participates in the meetings of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, nor shall any director or officer be under any liability to the Corporation on account of any such contract or transaction if:

(i) the material facts as to his or her relationship or interest as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(ii) the contract or transaction is fair as to the Corporation as of the time is authorized, approved or ratified, by the Board of Directors, a committee of the Board, or otherwise by the Corporation.

ARTICLE X.

AMENDMENTS

These By-laws may be altered, amended or repealed, in whole or in part, by vote of a majority two-thirds of the directors present and voting at any meeting at which a quorum is present. The notice of such meeting shall contain a statement of the proposed alterations or amendments.