BYLAWS OF WUPAC, INC.

Adopted: March 2, 2026

1. ARTICLE I. Name and Purpose

   1.1 *Name*. The name of this corporation is WuPAC, Inc. (Woburn Parent Advocacy Coalition). WuPAC is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code.

   1.2 *Purpose*.Its mission is to support the Woburn Special Education Parent Advisory Council (SEPAC) and the Woburn community through fundraising, awareness, and educational programming that promotes inclusion and equitable opportunities for students with disabilities.

2. ARTICLE II. Offices

   2.1 *Offices.* The principal office of the corporation shall be located in Woburn, Massachusetts. The Board of Directors may change the location as needed.

3. ARTICLE III. Membership

   3.1 *Membership*. The Corporation shall have no voting members. Individuals and organizations supportive of the mission may be referred to as “Friends of WuPAC” but shall have no governance authority.

4. ARTICLE IV. Board of Directors

   4.1 *Powers*. The Board of Directors (“Board”) shall manage the affairs of the Corporation and exercise all powers permitted under Massachusetts law.

   4.2. *Composition*. The Board shall consist of not fewer than three (3) and not more than seven (7) Directors. At least one Director shall serve as SEPAC Liaison, designated annually by the SEPAC Executive Board.

   4.3. *Qualifications*. Directors shall be individuals committed to the mission of WuPAC. No more than two SEPAC Executive Board members may simultaneously serve as voting Directors.

   4.4. *Terms*. Directors shall serve two-year staggered terms and may be re-elected.

   4.5. *Meetings*. The Board shall meet at least quarterly. Special meetings may be called by the President or any two Directors. A majority of the Board shall constitute a quorum.

4.6. *Voting*. Decisions shall be made by majority vote of those present. Electronic participation is permitted.

4.7. *Removal and Vacancies*. Any Director may be removed by two-thirds vote of the remaining Board for cause or for failure to attend meetings. Vacancies may be filled by Board vote.

5. ARTICLE V. Officers and Duties

5.1. *Officers*. The Officers shall be a President, Treasurer, and Clerk. Additional officers may be created by the Board.

5.2. *Duties*

5.2.1. *Duties of the President*. Presides over meetings and ensures adherence to the mission.

5.2.2. *Duties of the Treasurer*. Maintains financial records, prepares budgets, and oversees filings.

5.2.3. *Duties of the Clerk*. Maintains minutes, corporate records, and filings with the Secretary of the Commonwealth.

5.3. *Election and Term.* Officers shall be elected annually by the Board at its first meeting after the fiscal year begins.

6. ARTICLE VI. Committees

6.1. *Committees*. The Board may establish committees, including ad hoc or standing committees, as needed. Committee members need not be Directors but must act under Board oversight.

7. ARTICLE VII. Conflicts of Interest

7.1. *Conflict of Interest Policy*. The Corporation shall maintain a written Conflict of Interest Policy.

7.2. *Abstention for Financial Conflict*. No Director or Officer shall participate in any decision in which they have a financial interest. Disclosures shall be recorded in meeting minutes.

8. ARTICLE VIII. Fiscal Matters

8.1. *Fiscal Year*. The fiscal year shall end on June 30 each year.

8.2. *Financial Controls*. All disbursements over $500 require two Officer approvals. The Treasurer shall provide quarterly reports and an annual statement to the Board.

8.3. *Audit/Review*. The Board may engage an independent accountant for review or audit when required by Massachusetts law or as deemed prudent.

9. ARTICLE IX — Indemnification

9.1. *Indemnification*. To the fullest extent permitted by law, the Corporation shall indemnify its Directors, Officers, and volunteers against liability and expenses reasonably incurred in the performance of their duties.

10. ARTICLE X — Amendments

10.1. *Amendments*. These Bylaws may be amended by a two-thirds vote of the Board, provided that notice of proposed amendments is given at least seven days in advance.

11. ARTICLE XI — Dissolution

11.1. Upon dissolution, the assets of the Corporation shall be distributed to one or more organizations exempt under Section 501(c)(3), preferably supporting students with disabilities in Woburn or Massachusetts.