

By Mr. Rotondi, a petition of Chester G. Atkins, David H. Locke, Samuel Rotondi and members of the House of Representatives for legislation to create the Minuteman educational development corporation and to define its powers and duties. Education.

The Commonwealth of Massachusetts

In the Year One Thousand Nine Hundred and Seventy-seven.

AN ACT CREATING THE MINUTEMAN EDUCATIONAL DEVELOPMENT CORPORATION AND DEFINING ITS POWERS AND DUTIES.

Be it enacted by the Senate and House of Representatives in General Court assembled and by the authority of the same, as follows:

1 SECTION 1. The following words as used in this act shall,
2 unless the context otherwise requires, have the following
3 meanings: —

4 "Corporation", the Minuteman Educational Development
5 Corporation created by section 3 of this act.

6 "District", the Minuteman Regional Vocational Technical
7 School District established by an agreement dated as of June
8 18, 1970, among the towns of Acton, Arlington, Belmont, Box-
9 borough, Carlisle, Concord, Lexington, Lincoln, Stow, Sudbury,
10 Wayland, and Weston, as amended from time to time.

11 "Member town" or "member towns", a member or members
12 of the district.

1 SECTION 2. It is hereby found that existing opportunities
2 for career employment of students presently or previously en-
3 rolled in the district school are inadequate; that such inade-
4 quacy exists, in part, because employers are unable to finance
5 training programs in which students may acquire managerial,
6 vocational, technical and other skills; that it is not feasible
7 for the district to provide such practical training to the neces-
8 sary extent within its curriculum; and that the creation of the
9 corporation as a separate governmental entity to establish and
10 operate enterprises in which such practical training can be

11 provided is the most appropriate means of assisting the dis-
12 trict to improve employment opportunities for its students and
13 graduates.

1 SECTION 3. There is hereby created a body politic and cor-
2 porate to be known as the Minuteman Educational Develop-
3 ment Corporation. Said corporation is created and shall be
4 operated solely to accomplish the educational purposes of the
5 district. The corporation is constituted a public instrumental-
6 ity and the exercise of the powers conferred by this act shall
7 be deemed and held to be the performance of an essential pub-
8 lic function.

1 SECTION 4. (a) The powers of the corporation shall be ex-
2 ercised by a board of directors consisting of: one director ap-
3 pointed by the regional district school committee from among
4 the adult residents of each of the member towns; two other
5 directors appointed by the regional district school committee,
6 at least one of whom shall be a student enrolled in the dis-
7 trict school. The superintendent-director of the district shall
8 be a member within voting authorization. A student who is a
9 minor shall nevertheless be qualified to serve as a director.
10 Members of the regional district school committee shall be
11 eligible for appointment as directors. In making appointments,
12 the regional district school committee shall give consideration
13 to the need of the corporation for directors having relevant
14 qualifications or experience in the fields of business manage-
15 ment, finance, law and technology. The directors shall serve
16 for a term of one year and until their successors are chosen
17 and qualified. An appointed director may be removed for
18 cause or at will by the regional district school committee. Said
19 committee shall appoint a successor to fill any vacancy among
20 the appointed directors for the unexpired term. No vacancy
21 in the membership of the board shall impair the right of a
22 quorum to exercise the powers of the board. A majority of the
23 full membership of the board shall constitute a quorum and a
24 majority of such quorum shall be necessary for any action by
25 the board. The directors shall not be entitled to compensate
26 for their services as such, but they shall be reimbursed for
27 actual expenses necessarily incurred in the performance of

28 their duties.

29 (b) The board shall annually choose a chairman, a secretary
30 and a treasurer, and such other officers as the board may de-
31 termine. Two or more offices may be held by the same person,
32 and except in the case of the chairman, an officer need not
33 be a director. Each officer shall serve until his successor is
34 chosen and qualified unless sooner removed by the board, with
35 or without cause. In the event of a vacancy in any office, the
36 board shall fill the vacancy for the unexpired term. If a di-
37 rector serves as secretary or treasurer or both, he may be
38 compensated by the corporation for his services as such; other-
39 wise a director shall not be compensated by the corporation
40 for his services as an officer, but he shall be reimbursed for
41 his actual expenses necessarily incurred in the performance of
42 his duties.

43 (c) A director or officer of the corporation who is also an
44 officer or employee of the commonwealth or the district or a
45 member town or other public body shall not thereby be pre-
46 cluded from voting or acting on behalf of the corporation on a
47 matter involving the commonwealth or the district or the
48 member town or other public body.

1 SECTION 5. The corporation shall have all the rights and
2 powers necessary or convenient to carry out and effectuate
3 the purposes and provisions of this act, including, but without
4 limiting the generality of the foregoing, the rights and powers:

5 (a) to adopt by-laws for the regulation of the affairs and
6 the conduct of its business, and to prescribe rules, regulations
7 and policies in connection with the performance of its func-
8 tions and duties;

9 (b) to adopt an official seal and alter the same at pleasure;

10 (c) to maintain an office at such place or places as it may
11 determine;

12 (d) to adopt a fiscal year and alter the same at pleasure;

13 (e) to sue and be sued;

14 (f) to receive, administer and comply with the conditions
15 and requirements respecting any gift, grant, donation or ap-
16 propriation of any property or money;

17 (g) to acquire by purchase, lease, gift, or otherwise, or to
18 obtain options for the acquisition of, any property, real or per-

19 sonal, improved or unimproved, tangible or intangible, includ-
20 ing an interest in land less than the fee thereof;

21 (h) to sell, lease, mortgage, exchange, transfer or otherwise
22 dispose of, or to grant options for any such purposes with re-
23 spect to any real or personal property or interest therein;

24 (i) to pledge or assign money or property held or to be re-
25 ceived by the corporation and any contract or other rights to
26 receive the same, whether then existing or thereafter coming
27 into existence and whether then held or thereafter acquired by
28 the corporation, and the proceeds thereof;

29 (j) to appoint and employ committees, officers, agents and
30 personnel to serve at the pleasure of the directors;

31 (k) to delegate authority to act on behalf of the corporation
32 to designate committees, officers, agents and employees;

33 (l) to borrow money as hereinafter provided;

34 (m) to enter into cooperative arrangements with the dis-
35 trict as hereinafter provided;

36 (n) to provide practical training and employment opportun-
37 ities for students presently or previously enrolled in the dis-
38 trict school by establishing and operating one or more enter-
39 prises in which such students may acquire such managerial,
40 vocational, technical and other skills as appear likely to as-
41 sist them in obtaining career employment and, in the discre-
42 tion of the corporation, to terminate any enterprise so estab-
43 lished and operated;

44 (o) jointly or separately to plan, finance, acquire, construct,
45 improve, purchase, operate, maintain, use, share costs of, lease,
46 sell, dispose of or otherwise participate in facilities of any
47 kind whatsoever in connection with establishment and opera-
48 tion of an enterprise under the preceding clause;

49 (p) to sell or otherwise dispose of the products and services
50 of any enterprise established and operated under clause (n)
51 of this section in such manner as the corporation may de-
52 termine will best effect the purposes of this act;

53 (q) to apply to the appropriate agencies of the common-
54 wealth, the United States, and to any other proper agency for
55 such permits, licenses, certificates or approvals as may be
56 necessary for the establishment and operation of any enter-
57 prise, and to comply with the provisions of such licenses, per-

58 mits, certificates or approvals;

59 (r) to apply and contract for and to expend assistance from
60 the United States or other sources, whether in form of a grant
61 or loan or otherwise;

62 (s) to make and execute all contracts and agreements and
63 other instruments necessary or convenient in the exercise of
64 the powers and functions of the corporation under this act;

65 (t) to do all things necessary, convenient or desirable to
66 carry out the purposes of this act or the powers expressly
67 granted or necessarily implied in this act.

1 SECTION 6. The corporation and the district may make such
2 arrangements for cooperation in the use of facilities and other-
3 wise as they may determine will best effect the purposes of
4 this act. Without limiting the generality of the foregoing, the
5 district (i) may utilize the corporation to issue obligations for
6 any of its purposes, (ii) may allow the corporation to main-
7 tain an office and to establish and operate one or more of the
8 enterprises referred to in clause (n) of section 5 at the dis-
9 trict school and (iii) may lease, sell or otherwise transfer, with
10 or without consideration, lands or any interest therein not re-
11 quired for the operations of the district school to the corpora-
12 tion for its use, including but not limited to erection of its
13 own facilities. The corporation shall submit an annual report
14 in writing concerning its operations to the district within nine-
15 ty days following the close of its fiscal year.

1 SECTION 7. The corporation may borrow money by the is-
2 sue of its obligations for the purposes of this act. Obligations
3 may be issued hereunder as general obligations of the cor-
4 poration or as special obligations payable from particular funds
5 and may be refunded at the discretion of the corporation. Bor-
6 rowing under the provisions of this act shall not be deemed to
7 create a debt of the commonwealth or of the district or of any
8 member town. The corporation shall be liable for its debts
9 and obligations, but its property shall not be subject to at-
10 tachment nor be levied upon by execution or otherwise.

1 SECTION 8. The corporation shall not be required to pay any
2 taxes upon its income, existence or franchise, and obligations

3 issued by the corporation, their transfer and the income there-
4 from including any profit made on the sale thereof, shall at all
5 times be exempt from taxation within the commonwealth.
6 Real and personal property situated within the commonwealth
7 and owned by the corporation shall be exempt from property
8 taxation.

1 SECTION 9. (a) Section eleven B of chapter thirty A and
2 section twenty-three C of chapter thirty-nine of the General
3 Laws, relating to meetings of public boards, and section ten
4 of chapter sixty-six relating to the availability of public rec-
5 ords as defined in clause twenty-sixth of section seven of chap-
6 ter four of the General Laws shall apply to the corporation,
7 provided, however, that the corporation shall not be obligated
8 to disclose trade secrets or commercial or financial informa-
9 tion if the corporation determines that such disclosure would
10 place it at a competitive disadvantage in relation to other per-
11 sons or entities.

12 (b) Sections twenty-six to twenty-nine, inclusive, and sec-
13 tions forty-four A to forty-four L, inclusive, of chapter one
14 hundred and forty-nine and sections thirty-nine F to thirty-
15 nine P, inclusive, of chapter thirty of the General Laws shall
16 not apply to the corporation.

17 (c) The corporation may take such action as it deems ap-
18 propriate to enable its employees to come within the provisions
19 and obtain the benefits of the federal social security act. If
20 the employees of the corporation shall come within the pro-
21 visions of said social security act, their employment shall be
22 included in the term "employment" as used in sections one to
23 seven, inclusive, of chapter one hundred and fifty-one A of the
24 General Laws.

25 (d) The corporation shall have the authority to bargain col-
26 lectively with labor organizations representing employees of
27 the corporation and to enter into agreements with such organ-
28 izations relative to wages, salaries, hours, working conditions,
29 health benefits, pensions and retirement allowances, and the
30 submission of grievances and disputes to arbitration. Chapters
31 one hundred and fifty A, one hundred and fifty B and one hun-
32 dred and fifty C of the General Laws shall apply to the cor-

33 poration, to the extent the provisions of the same are apt, in
34 the same manner and to the same extent as a private corpora-
35 tion. The employees of the corporation shall be exempt from
36 the operation of chapter thirty-one of the General Laws.

1 SECTION 10. The commonwealth reserves the power at its
2 sole discretion, and at any time to alter or change the struc-
3 ture, organization, programs or activities of the corporation,
4 including the power to terminate the corporation, subject to
5 any limitation on the impairment of contracts entered into
6 by the corporation. Any net earnings of the corporation be-
7 yond that necessary for retirement of indebtedness incurred by
8 it or to implement the public purpose or purposes or program
9 of the district may not inure to the benefit of any person other
10 than the district. Upon termination or dissolution of the cor-
11 poration, title to all property owned by the corporation shall
12 vest in the district.

1 SECTION 11. The provisions of this act are severable, and
2 if any provision hereof shall be held invalid in any circum-
3 stances, such invalidity shall not affect any other provisions
4 or circumstances. This act shall be construed in all respects
5 so as to meet all constitutional requirements. In carrying out
6 the purposes and provisions of this act, all steps shall be taken
7 which are necessary to meet constitutional requirements
8 whether or not such steps are required by statute.

and the other part of the year, the temperature is
generally high, and the wind is from the north-west.
The climate is very healthy, and the people are
generally robust and long-lived. The mountains are
generally low, and the soil is fertile. The people
are generally industrious and honest, and the
country is generally well-cultivated. The people
are generally happy and contented, and the
country is generally well-governed. The people
are generally brave and courageous, and the
country is generally well-defended. The people
are generally kind and generous, and the
country is generally well-ruled. The people
are generally wise and prudent, and the
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