

5.5.26 DRAFT

Adopted:

By-laws

Massachusetts Environmental Health Association, Inc.

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of this corporation is Massachusetts Environmental Health Association, Inc. (hereinafter the “Corporation”). Its principal office shall be as specified in the Articles of Organization, or such other address as the Board of Directors shall from time to time select.

ARTICLE II – MISSION AND GOALS

Pursuant to the Corporation’s Articles of Organization, as amended, the Corporation is and shall at all times be operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter “Code”), and within the meaning of Massachusetts General Laws, c. 180 (“M.G.L. ch 180”) Section 4, as amended.

The corporation supports and represents the environmental and public health professionals in Massachusetts by advancing professional standards, providing education and training, promoting consistent public health laws, and strengthening the public health workforce.

In connection therewith, the Corporation may engage in charitable and educational activities and programs including grant making, in furtherance of the foregoing purposes as may be carried out by a corporation organized under M.G.L. ch 180 and described in Section 501(c)(3) of the Code.

ARTICLE III - MEMBERS AND MEMBERSHIP

1. Enumeration – There shall be three (3) classes of voting membership (“Voting Members”).
2. Qualification
Membership shall be limited to persons who meet the qualifications established in these By-laws. Members shall pay dues, as set forth by the Board of Directors annually and as listed in the membership policy, except where specifically exempted elsewhere in these By-laws.
 - a. Payment of Dues. Members of all classes are individuals in good standing who have paid annual dues for the membership year, which runs from July 1 through June 30. Membership shall terminate at the end of the membership year unless the membership dues for the succeeding year have been paid in full.
 - b. Voting Membership: Eligibility for each class of Voting Membership is as follows:

- i. Active Membership. Any person working as a professional sanitarian, environmental health specialist and/or registered sanitarian or in related educational activities for a public health agency, or in a similar capacity for another organization such as an institution of higher learning, military service or private employer is eligible to become an Active Member, subject to confirmation by the Board of Directors and upon payment of appropriate dues.
- ii. Retired Membership. Any Active Member with five (5) or more years of Active Membership who has or will be retiring may be made a Retired Member, subject to confirmation by the Board of Directors and upon payment of appropriate dues. Retired Members are not eligible to be elected Directors or Officers of the Corporation.
- iii. Student Membership. Full-time enrolled students working toward a degree in public health, sanitary science, or environmental health, may be eligible to become Student Members subject to confirmation by the Board of Directors and proof of full-time status. This membership is complimentary to eligible students. Student Members are not eligible to be elected Directors or Officers of the Corporation.

These Members shall have voting rights at the Annual Meeting and any other meetings of the Membership as provided in these By-laws, provided that all balances and dues are paid in full.

3. Rights and Powers of the Voting Membership – Voting Members in good standing shall have the following powers:

- a. Voting Members shall have the right to vote in the annual election of Officers and Directors (which shall be decided by a majority vote of all Voting Members present);
- b. Voting Members shall also have the right to vote on merger of the Corporation (which shall be decided by a two-thirds vote of all Voting Members, or as otherwise required by law) and dissolution of the Corporation (which shall be decided by a majority vote of all Voting Members or as otherwise required by law);
- c. Voting Members shall be entitled to notices on the Corporation's actions on:
 - i. amendments to or restatement of the Articles of Organization
 - ii. amendments to or restatement of these By-laws as they relate to Article III and Article IX
 - iii. public policy positions to be adopted by the Corporation
- d. Other rights and powers
 - i. Any Voting Member may nominate an individual to the Board of Directors, consistent with the provisions of these By-laws
 - ii. Any Voting member may serve on committees if appointed by the Board

ARTICLE IV - MEETINGS OF THE MEMBERS

1. Place and Mode of Meeting – All meetings of the Voting Members shall be held at such place within the United States of America as is named in the call. The Board of Directors may

authorize meetings of members in-person at a physical location, by means of remote communication, or by a hybrid model with both a physical location and a means of remote communication. Voting Members not physically present at the designated location of a meeting of the Voting Members may, by means of remote communication: (i) participate in a meeting of Voting Members; and (ii) be deemed to be present and authorized to vote to the same extent as Voting Members physically present at a designated location. The Corporation shall implement reasonable measures to: (i) verify that each person deemed present and authorized to vote at the meeting by means of remote communication is a Voting Member; (ii) provide Voting Members a reasonable opportunity to participate in the meeting and vote on matters submitted to the Voting Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (iii) maintain a record of any vote or other action a member takes at a meeting by means of remote communication.

2. Annual Meeting – The Membership shall meet annually in the spring of each year on such date and time as the Board of Directors shall determine, for the purposes of electing Directors and Officers, approving By-laws if appropriate, and consulting with the Board regarding policy matters affecting the Corporation and other matters which may be referred by the Board of Directors.

Notwithstanding other provisions in these By-laws, on any matter presented to the Voting Members, twenty (20) Voting Members shall constitute a quorum for purposes of voting on any matter presented to the Voting Members at the Annual Meeting. If an Annual Meeting is not held in accordance with the foregoing provisions, a special meeting may be held in place thereof with all the force and effect of an Annual Meeting.

3. Special Meetings – Special Meetings may be called by the President or the Board of Directors, and shall be called by the Secretary, or in the case of the death, absence, incapacity, or refusal of the Secretary, by any other officer, upon the written application of Voting Members representing at least ten (10) percent of the smallest quorum of Voting Members required for a vote upon any matter at the Annual Meeting of Members. In case none of the officers is able and willing to call a Special Meeting, the Massachusetts Supreme Judicial Court or Superior Court, upon application of said member or members entitled to vote thereat, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.

4. Notice – All Voting Members shall be entitled to notice of all meetings of the Membership. Not less than fourteen (14) days' written notice, by mail, email, or other electronic means, addressed to the Voting Member as his or her contact information appears in the records of the Corporation, shall be given of all meetings stating the date, purpose, time and place of such meeting. Whenever notice of a meeting is required to be given a Voting Member under applicable law, the articles of organization or these By-laws, a written waiver thereof, executed before or after the meeting by such Member or his attorney thereunto authorized and filed with the records of the meeting, shall be deemed equivalent to such notice. Notwithstanding the foregoing, notice of any change of the date fixed in the By-laws for the Annual Meeting shall be given to all Members at least twenty (20) days before the new date fixed for such meeting.

5. Quorum – Twenty (20) Voting Members present in person 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.

6. Voting – At the annual meeting of the Members every Voting Member shall be entitled to one vote; however, Voting Members who have not paid dues or have other balances shall be delinquent and not entitled to a vote. When a quorum is present at any meeting, the vote of a majority of the Voting Members represented thereat shall, except where a larger vote may be required by law, the Articles of Organization or these By-laws, decide any question brought before the meeting. Voting Members may vote by written proxy dated not more than six months before the meeting named therein, which shall be filed with the Secretary/Clerk of the meeting, or any adjournment thereof, before being voted. An abstention shall not be counted as a vote.

7. Action without a Meeting – Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting, if all those entitled to vote consent in writing, and if the written consents are filed with the records of the Corporation. Consent may be given by electronic mail, or other means of written communication. Such consents shall be treated for all purposes as a vote at a meeting upon receipt of the last written consent.

8. Suspension and Removal – A Member may be suspended or removed by a majority of the Board of Directors provided: that such Member shall be given at least seven (7) days' notice of the proposed suspension or removal and the reasons therefor, addressed to the Member's contact information as it appears in the records of the Corporation; that notice of the proposed suspension or removal; and that the Member is given an opportunity to be heard at a Board of Directors meeting. Members removed shall not be entitled to reimbursement of dues.

9. Dispute over Membership – Any dispute over Membership, including, but not limited to, admission, selection, removal, powers, voting rights, dues, and/or procedures, shall be referred to the Officers of the Board for review and recommendation to the full Board of Directors. All disputes regarding membership shall be decided by the Board of Directors in its sole discretion.

ARTICLE V - HONORARY MEMBERS

The Board of Directors may designate persons and groups of persons as honorary members, sponsors, friends, supporters, benefactors or contributors of the Corporation (or such other title as it deems appropriate)(together "Honorary Members"). No person now or hereafter designated by the Corporation as a "Honorary Member" for any purpose shall be or shall be deemed to be a corporate member for purposes of the Corporation's Articles of Organization, these By-laws, M.G.L. ch180, or any other law, rule or regulation, nor shall they have any corporate rights or powers.

ARTICLE VI - BOARD OF DIRECTORS

1. Powers – The affairs of the Corporation shall be managed by a board of directors (collectively the “Board” and individually “Director”), who shall exercise all of the powers of the Corporation. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

2. Number and Election – The Board shall consist of at least eleven (11) and no more than seventeen (17) Directors. The officers of the Corporation shall be Directors. The Directors shall be elected by the Voting Members at the Annual Meeting of the Corporation.

3. Qualification of Directors – Directors shall be chosen with a view toward maintaining a diverse and balanced Board of Directors. In particular, Directors shall be selected with a view toward advancing the mission of the Corporation, which is to promote high standards of environmental and public health practice, provide education and training, advocate for uniform public health laws, encourage employment of qualified professionals, and foster collaboration among members. The Board shall collectively represent a diverse range of skills, professional expertise, and life experiences that support these goals. Desired qualifications may include experience in environmental health, public health, education, law, finance, nonprofit governance, community engagement, and advocacy. The Corporation shall make all reasonable efforts to ensure that no more than one Director represents any single municipality; however, this limitation may be waived when necessary to meet the needs of the Board.

Those holding Active Membership of the Corporation who served for at least three (3) consecutive years are eligible to be elected Director. Directors shall remain Voting Members and are subject to dues and balances, during their term in office of Director. Each Director must be in a position to attend Board of Director meetings regularly, actively serve on at least one committee, to devote a substantial amount of time to the affairs of the Corporation, and to become and remain acquainted with current developments.

The Board shall ensure its composition is in accordance with non-discrimination under federal and Massachusetts law.

4. Nomination and Term of Office of Directors – The Directors of the Corporation holding office at the time these By-laws are restated shall designate among themselves approximately one-third of their members as having an initial one (1) year term, approximately one-third as having a two (2) year term, and approximately one-third as having a three (3) year term. Thereafter, Directors shall be elected by the Voting Membership at the Annual Meeting of the Corporation. Each Director shall be elected for one term of three (3) years (or such other term as the Board shall determine at the time of his/her election) and shall hold office until a successor has been elected. No Director may serve for more than three (3) full three year-terms. A Director who serves three (3) successive three-year (3) terms may again serve as a Director after a one-year leave of absence. Terms of Directors are to be staggered so that approximately one-third of the Directors are elected each year at the annual meeting. Notwithstanding the foregoing, the term of a Director shall toll while they serve the office of an Officer. The terms of Directors shall run from July 1- June 30.

5. Vacancies – In the event of a vacancy in any other office for any cause other than expiration of term, such vacancy shall be filled by an appointment of the President. Each such successor shall hold office for the unexpired term until his or her successor is elected, or until they resign, are removed or become disqualified. The Directors shall have all of their powers notwithstanding the existence of one or more vacancies in their number. The one exception to this rule applies when there is a vacancy in the office of Immediate Past President. If the Immediate Past President resigns from their office, such office shall be held vacant until the next person is duly slated.

6. Resignation – Any Director may resign by delivering his or her written resignation to the Corporation at its principal office, or to the President or Secretary/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. Any Director, who fails to attend four (4) consecutive meetings of the Board without adequate reason and approval of the President, shall be deemed to have delivered his or her resignation as a Director as of the close of business of the meeting of the Board at which such fourth consecutive failure to attend shall have occurred.

7. Removal – A Director may be removed from office with or without cause, including failure to follow policies adopted by the Board of Directors, such as the Code of Conduct, by vote of two-thirds of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors.

8. Annual Meeting – The Annual Meeting of the Board of Directors will be held in conjunction with the Annual Meeting of the Corporation in spring of each year at such time and place as the Board shall determine. In addition to those prescribed by law, the Articles of Organization, or these Restated By-laws, further purposes for which an Annual Meeting is to be held may be specified by the Board of Directors or by the President. If an Annual Meeting is not held in accordance with the foregoing provisions, a special meeting may be held in place thereof with all the force and effect of an Annual Meeting.

9. Regular Meetings – Regular meetings of the Board of Directors shall be held without call or notice at such places and at such times as the Board may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice of the determination.

10. Special Meetings – Special meetings of the Directors may be held upon the written call by the President, or two or more Directors, designating the date, hour and place thereof.

11. Notice – Written notice shall be given to the Directors of all meetings stating the date, purpose, time and place of such meeting: (a) by causing such notice to be sent by e-mail or other means of written communication at least forty-eight (48) hours before the meeting to the Director's contact information as it appears in the records of the Corporation; or (b) by providing such notice in person or by telephone at least forty-eight (48) hours before the meeting. However, except as otherwise required by law, the Articles of Organization or these By-laws, separate notice of regular meetings, if fixed in advance or occurring on a regular schedule agreed

upon in advance by the Board of Directors, is not required, provided that all Directors have notice of such fixed or scheduled date, time and place.

12. Waiver – Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by her or him (or her or his duly authorized attorney) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting the lack of notice to her or him before or at the commencement of the meeting.

13. Quorum – At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice.

14. Remote Participation – Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting pursuant to the foregoing sentence shall constitute presence in person at such meeting.

15. Electronic Transmission – Any vote, consent, waiver or other action by a Director shall be considered given in writing, dated and signed, if it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine (i) that the electronic transmission was transmitted by such Director; and (ii) the date on which such Director transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the purpose or if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of Directors. Any copy or other reliable reproduction of a vote, consent, waiver or other action by a director may be substituted or used, but the copy or other reproduction shall be a complete reproduction of the entire original writing.

16. Action at Meeting – At any meeting of the Board of Directors at which a quorum is present, a majority of those present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-laws.

17. Action Without Meeting – Any action by the Board of Directors may be taken without a meeting if a written consent thereto is signed by all the Directors then in office and filed with the records of the meetings of the Board of Directors. Such consents shall be treated as a vote of the Board of Directors for all purposes.

18. Honorary Directors – The Board of Directors may designate persons and groups of persons as honorary Directors, sponsors, benefactors, contributors, or advisors of the Corporation (or such other title as it deems appropriate). In such capacity, these persons and groups shall have no right to notice of, or vote at any Board of Directors meeting, shall not be considered for purposes of establishing a quorum, and shall have no fiduciary duties, other rights

or responsibilities. Similarly, Past Presidents of the Board whose terms as Directors have expired, and who are due paying Voting Members, may serve in an advisory capacity to the Board of Directors as Honorary Directors as defined herein. Past Presidents serving in such advisory roles shall not be entitled to notice of the Board meetings, shall not have voting rights, shall not be counted for purposes of establishing a quorum, and shall have no fiduciary duties or other rights, powers, or responsibilities of Directors.

19. Committees – The Board of Directors may elect or appoint one or more committees as it sees fit, including additional standing or ad hoc committees, and shall, by vote of a majority of the Directors then in office, elect or appoint as Standing Committees of the Board an Audit/Budget Committee, Bylaws Committee, Education/Training Committee, and Awards/Scholarship Committee. Unless otherwise specified, the Chairperson of each committee shall be a Director. Each Committee shall have only such power and authority as the Board, in its discretion, shall choose to delegate, provided, however, that the Board shall not delegate its powers to any committee not solely comprised of Directors. Each Committee shall conduct its business as nearly as may be in the same manner as is provided by these By-laws for the Board of Directors. The Board of Directors may adopt further rules for the governance of the committee not inconsistent with the provision of these By-laws.

20. Duties – A Director shall perform the duties of a Director, including duties as a member of any Board Committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. All Directors shall serve, and be active on, at least one committee.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared under the supervision of, or presented by: (1) one or more officers or employees of the Corporation whom the Director believes to be reliable and competent as to the matters presented; (2) counsel, independent accountants, or other person as to matters which the Director believes to be within such person's professional or expert competence; or (3) a Committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such committee merits confidence; so long as in each such case, the Director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in the Articles of Organization, a person who performs the duties of a Director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

21. Inspection – Every Director shall have the right upon reasonable notice and at any reasonable time to inspect all books, records, and documents, and to inspect the physical properties of the Corporation.

22. No Compensation – The Directors of the Corporation shall serve as such on a volunteer basis. Directors may be reimbursed for reasonable expenses incurred in connection with their service on or to the Board. Nothing herein precludes payment of reasonable compensation to Directors for services rendered to the Corporation in another capacity.

ARTICLE VII – OFFICERS

1. Enumeration – The officers of the Corporation shall be a President, Vice President, Treasurer, Secretary / Clerk, and Immediate Past President (“Officers”). The Officers may also include such other Officers as the Board of Directors may determine and shall serve the best interests of the organization. All Officers shall be Directors. Directors are eligible to be elected after they have served on the Board of Directors for three (3) years which constitutes one (1) term.

2. Election and Tenure – The President and Vice President shall be elected by the Voting Membership at the Annual Meeting of the Corporation and shall each serve one (1) two-year term. The Immediate Past President shall serve as an officer of the Corporation by virtue of having previously held the office of President and shall serve one (1) two-year term immediately following their role as President. This office is not subject to election by the Voting Membership. The Treasurer and Secretary/Clerk shall be elected by the Voting Membership at the Annual Meeting of the Corporation for two-year terms and may serve up to three (3) consecutive two-year terms. The term of a Director shall toll while they serve the office of an Officer. Other Officers may be chosen and their terms designated by the Board of Directors at such meeting, or at any other meeting.

Nominations for Officer vacancies shall be made in writing one (1) month in advance of the Annual Meeting of the Corporation. The slate of officers shall be made available to members two (2) weeks before the Annual Meeting. Election of officers shall be in the same manner as election for Directors as outlined in Article VI Section 4.

3. Qualification – No person may simultaneously hold more than one office. The Secretary/Clerk shall be a resident of Massachusetts, unless the Corporation has a resident agent appointed for the purpose of service of process.

4. Resignation - Any Officer may resign by delivering his or her written resignation to the Corporation at its principal office, or to the President or Secretary/Clerk and 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. Removal – The Board of Directors may remove any Officer with or without cause, provided that an Officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors.

6. Vacancies – Any vacancy, however arising, in any office, may be filled for the unexpired portion of the term thereof by the Board of Directors.

7. President – The President shall preside at all meetings of the Board except as the Directors shall otherwise determine and shall have any such other powers as may be designated from time to time by the Board of Directors. The President may serve as a voting member of any committee of the Board to which they may be appointed or elected and shall serve as an *ex officio* (without vote) member of all other committees of the Corporation.

8. Vice President – The Vice President, if any, shall perform such duties and have such powers as may be designated from time to time by the Board of Directors. In the event that the President is absent, the Vice President shall preside over meetings of the Board of Directors. The Vice President shall be the President-Elect of the Corporation.

9. Treasurer – The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall preside over the Finance Committee and shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Board of Directors may otherwise provide. If the Corporation employs a CFO or other Senior Financial Manager, then the duties of the Treasurer shall be to work with such person in oversight of the conduct and recording of the financial affairs of the Corporation. The Treasurer shall prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. They shall have such other duties and powers as designated by the Board of Directors.

10. Secretary/ Clerk – The Secretary/ Clerk shall attend and shall cause to be kept a record of all of the meetings of the Board of Directors. In addition, the Secretary/ Clerk shall perform such other duties and have such other powers as may be designated from time to time by the Board of Directors. If the Secretary/ Clerk is absent from any meeting of Directors, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary/ Clerk at the meeting.

11. Immediate Past President – The Immediate Past President shall make themselves available to the President and other Officers as a resource.

12. Other Officers – Each other Officer that may be chosen by the Board of Directors shall perform such duties and have such powers as may be designated from time to time by the Board of Directors.

13. Other Powers and Duties – Each Officer shall, subject to these By-laws, and in addition to the duties and powers specifically set forth in these By-laws, have such duties and powers as are customarily incident to his or her office.

14. No Compensation – The Officers of the Corporation shall serve as such on a volunteer basis, without compensation. Officers may be reimbursed for reasonable expenses incurred in connection with their service.

ARTICLE VIII – EXECUTIVE COMPENSATION AND EXECUTIVE DIRECTOR

The Board of Directors shall adopt an Executive Compensation policy and procedure consistent with the requirements of state and federal law and best practices governing 501(c)(3) public charities operating in Massachusetts if an Executive Director is hired. The Board shall supervise the Executive Director. Subject to the direction of the Board, the Executive Director shall have authority over and be responsible for the day-to-day management of the Corporation, including the hiring and management of all other staff.

ARTICLE IX – CONFLICT OF INTEREST

The Board of Directors shall adopt a Conflict of Interest policy and procedures consistent with the requirements of state and federal law and best practices governing 501(c)(3) nonprofit corporation operating in Massachusetts.

ARTICLE X – INDEMNIFICATION

1. No Personal Liability – The Directors and Officers of the Corporation shall not be personally liable for any debt, liability, or other obligation of the Corporation.
2. Indemnification
 - a. The Corporation shall, to the extent legally permissible, indemnify any Director or Officer, or former Director or Officer, of the Corporation against all expenses and liabilities (including court costs, attorneys’ fees, judgments, fines, excise taxes, penalties, and the amount of any judgment or reasonable settlement) reasonably incurred by such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving or having served in such capacity.
 - b. This provision does not apply to a proceeding voluntarily initiated by such person unless they are successful on the merits and the proceeding was authorized in advance by the Corporation.
 - c. No indemnification shall be provided with respect to any matter in which such person is finally adjudicated 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, with respect to a claim of willful misconduct, default, or gross negligence in the conduct of the office of such director or officer, unless there be an adjudication of freedom there from.
 - d. Indemnification and payment hereunder shall include payment 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 they shall

be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

- e. Any payment hereunder in connection with a matter disposed of by a compromise payment (pursuant to a consent decree or otherwise) shall have been approved by the Corporation in advance, which approval shall not be unreasonably withheld, or by a court of competent jurisdiction.
- f. The right of indemnification hereunder shall inure to the benefit of the heirs, executors or administrators of each such Director or Officer indemnified hereunder and shall be in addition to, and not exclusive of all, any other rights to which such persons might have. Nothing herein shall affect any other rights to indemnification which may be available by contract, or otherwise by law.
- g. The Corporation may, to the extent legally permissible, indemnify any employee of the Corporation against all expenses and liabilities (including court costs, attorneys' fees, judgments, fines, excise taxes, penalties, and the amount of any judgment or reasonable settlement) reasonably incurred by such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving or having served in such capacity
- h. The Corporation may 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 might indemnify him against such liability. No vote of the directors to purchase or maintain any such insurance shall be invalid solely because any director participating therein is or may be a person insured by any such insurance.

ARTICLE XI - MISCELLANEOUS PROVISIONS

1. Fiscal Year – Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Corporation shall end on June 30 each year.

2. Seal – If the Board of Directors determines to adopt a seal of the Corporation, such seal shall, subject to alteration by the Board of Directors, bear its name, the word “Massachusetts” and year of its incorporation.

3. Execution of Instruments – All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of the Corporation in its behalf

shall be signed by the President and/or the Treasurer except as the Board of Directors may generally, or in particular cases, otherwise determine.

4. Corporate Records – The original, or attested copies, of the Articles of Organization, these By-laws, and records of all meetings of the Directors, which shall contain the names and the record address of all Directors and Officers, and any other legally required records shall be kept in Massachusetts at the principal office of the Corporation and at an office of its Secretary/Clerk, or Resident Agent. Said copies and records need not all be kept in the same office.

5. Evidence of Authority – A certificate by the Secretary/Clerk as to any action taken by the Directors or any Officer or representative of the Corporation shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

6. Ratification – Any action taken on behalf of the Corporation, a Director or any Officer or representative of The Corporation, which requires authorization by the Board of Directors, shall be deemed to have been duly authorized if subsequently ratified by the Board of Directors, if action by it was necessary for authorization.

7. Policies and Procedures – The Board of Directors may establish Policies and Procedures which shall further define the duties of Directors, Officers, committees, and Members of the Corporation. All material changes to Policies and Procedures must first be approved by a majority vote by the Board of Directors.

8. Nondiscrimination – The Corporation shall not permit any discrimination or harassment against or by its Directors, Officers, employees, volunteers or agents, including discrimination or harassment on the basis of race, color, religion, gender, gender identity, sexual orientation, national origin, age, disability, pregnancy or a condition related to said pregnancy, including, but not limited to, lactation, or the need to express breast milk for a nursing child, genetic information, marital status, amnesty or status as a covered veteran or any other characteristic protected under applicable federal, state, or local law.

ARTICLE XII – AMENDMENTS

These By-laws may be altered, amended or repealed in whole or in part by vote of a majority of the Directors then in office, with the exception of Articles III and IV and this Article XII, which may be amended by the Voting Members at any Special or Annual Meeting at which amendment is proposed in the meeting notice.

ARTICLE XIII - EFFECTIVE DATE

These By-laws were adopted on _____, 2026, and shall remain in full force and effect, unless and until further amended as provided in ARTICLE XII above.