

**HUNGARIAN SOCIETY OF  
MASSACHUSETTS**

**A MASSACHUSETTS NONPROFIT  
CORPORATION**

**BYLAWS**

**2020**

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## **ARTICLE 1. NAME OF THE ORGANIZATION**

The legal name of the non-profit organization in English is “Hungarian Society of Massachusetts”, and shall herein be referred to as the “Society”. The name of the organization in Hungarian is “Massachusettsi Magyar Egyesület”. The language of the communication of the Society shall determine which of the two variants is used.

The principal office of the Society shall be located in the Commonwealth of Massachusetts, although the Society may establish and maintain offices in other locations as needed to serve the interests of the Society, as determined by the Board of Directors.

These Bylaws, the powers of the Society and its Members and Directors, and all matters concerning the conduct and regulation of the business of the Society, shall be subject to the provisions of the Society’s Articles of Organization, as they may be amended from time to time, and in the case of any conflict, the Articles of Organization shall govern.

## **ARTICLE 2. CORPORATE PURPOSE**

The Society’s goals are:

- Promote and support the dissemination of knowledge of the Hungarian language, literature, history, geography, music and culture.
- Conduct and organize conferences, presentations and performances for the above purposes, including regular film, book, and scientific discussions and presentations.
- Operate a school for children and adults in the above subject.
- Operate a free public lending library of Hungarian language books and publications, and.
- Increase awareness of Hungarian culture among Americans and other ethnic groups, thereby contributing to the development and strengthening of Hungarian-American relations;
- Bring together its members in social and, most importantly, educational events so that they get to know each other in ways that are informative, intellectually rewarding, and socially pleasant.
- Facilitate and advance the discussion and understanding of issues of current interest by organizing lectures and/or panel discussions.
- Network with Hungarian graduate and undergraduate students in North America, Hungary, or the Diaspora, and provide advice, help, and mentoring.
- Establish scholarships to recognize excellence in graduate and undergraduate students with ties to Hungary who might be aspiring to challenging careers and organize fundraising tasks for this purpose.
- Conduct all aforementioned activities in such a way as to maintain independence from all political and religious affiliation.

The Society shall engage in activities for the aforesaid purposes in such a manner as may be conducted by a corporation organized under Massachusetts General Laws Chapter 180 and to maintain the qualification of the Society as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (“Section 501(c)(3)”)

It is intended that the Society shall be entitled to qualify for exemption from state, county, local, and federal income tax under Section 501(c)(3) of the Internal Revenue Code as the same may be amended from time to time. The Society shall not be a private foundation under Section 509 (a) of the Internal Revenue Code.

## **ARTICLE 3. MEMBERSHIP**

### **SECTION 1. REGULAR MEMBERSHIP**

Membership is open to individuals of all ideologies, religions and ethnic backgrounds who agree to abide by the Society’s Bylaws and support the goals of the Society. Members are required to maintain a residence in the Commonwealth of Massachusetts or in one of the States of Vermont, New Hampshire, Maine, Rhode Island or Connecticut. The residency requirement is waived for past members and may be waived by the Board of Directors for individuals who request such a waiver.

### **SECTION 2. HONORARY MEMBERSHIP**

The Society may, by a majority vote of the members present at any General Assembly, bestow honorary membership upon deserving individuals in recognition of outstanding service in the advancement of the aims and/or interests of this Society. Honorary members are exempt from the residency requirement and the payment of dues.

### **SECTION 3. FAMILY MEMBERSHIP**

Family membership is open to couples and their minor dependent children. The family must meet the residency requirements described in Section 1.

### **SECTION 4. MEMBERSHIP TERMINOLOGY**

The terms “member”, “members” and “membership” as referenced elsewhere in these Bylaws shall include the classes of regular, honorary and family members; no distinction among them shall be implied where not explicitly stated.

### **SECTION 5. ESTABLISHING MEMBERSHIP**

Membership can be requested in writing addressed to the Board of Directors by stating the applicant's address of residence and payment of dues, or may be accomplished by self-registration through available membership management tools.

## **SECTION 6. DUES**

The dues for membership shall be determined and posted by the Board of Directors. Various categories of membership may be established, approved, and revised by the Board of Directors from time to time. Such categories are, but not limited to Regular Membership and Family Membership. In individual cases of financial hardship or other cause deemed worthy by the Board, the Treasurer shall have the right to waive, cancel or partially remit obligation for dues.

Membership dues are to be paid annually.

## **SECTION 7. SPONSORS, BENEFACTORS, ADVISORS AND FRIENDS OF THE SOCIETY**

The Board of Directors may designate certain persons or groups of persons as members of a board of advisors or as sponsors, benefactors, contributors, or friends of the Society or such other title as they deem appropriate. Such persons shall serve in such capacity and, except as the Board of 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 to act on behalf of the Society.

## **SECTION 8. TERMINATION OF MEMBERSHIP**

Any member in default of payment of dues for more than 30 days shall lose their membership in good standing. Further non-payment after notification may result in their removal from the members roll.

Any member may be removed from membership by a majority vote at any General Assembly, regular or specifically called for the purpose, for conduct deemed prejudicial to this Society, provided that such member shall have first been served with written notice of the accusations against him/her, and shall have been given an opportunity to produce his/her witnesses, if any, and to be heard, at the meeting at which such vote is taken.

## **ARTICLE 4. AFFILIATED GROUPS**

### **SECTION 1. GOVERNANCE**

The Society shall manage and sustain affiliated groups whose purpose aligns with the stated purpose of the Society. Affiliated groups must register their bylaws and governing documents by the Society. Affiliated groups must nominate one or more *ex-officio* members into the Board of Directors. The nominated director may or may not have voting privileges in the Board as determined by the specific Sections of this Article.

## **SECTION 2. RIGHT TO MANAGE FUNDS**

The affiliated groups may manage funds collected from membership fees and charitable donations independently. The Society shall separate the funds of the affiliated group in a dedicated bank account and provide access to representatives of the group to directly access such funds. The use and appointing of these funds is determined solely by the representatives of the affiliated group.

## **SECTION 3. DUTY TO KEEP RECORDS**

The affiliated group must maintain financial records of the funds under its management. Such records must be made available to the Treasurer of the Society upon request in a form and manner that complies with the Society's record keeping. The affiliated group must comply with the Audit Committee's request for financial information.

The Treasurer shall prepare a financial statement of the designated affiliated group account at the end of the Society's fiscal year and submit it to the representative of the affiliated group for review. The Society is responsible for filing its annual tax returns that incorporate affiliated group funds.

## **SECTION 4. TERMINATION OF THE AFFILIATION**

The Board of Directors or the representative of the affiliated group may terminate this affiliation at any time by resolution. Upon termination, the Society shall submit a financial statement of the funds collected in the name of the affiliated group, which shall become the property of the affiliated group. The Society shall deliver all such funds, including the funds held in the separately-administered affiliated group account, within thirty (30) days to the representatives of the affiliated group.

## **SECTION 5. BÉLA BARTÓK HUNGARIAN SCHOOL OF BOSTON AFFILIATION**

The Béla Bartók Hungarian School of Boston (Boskola) is an affiliated group of the Society. Boskola's organization and processes are defined by the Boskola Foundation Governance Document. School funds obtained through tuition fees and charitable donations are held by the Society in a separately administered Boskola account.

The Boskola Governing Council shall appoint two (2) representatives with membership in the Society to the Board of Directors, these *ex-officio* directors shall have full rights and privileges.



## **SECTION 6. BODNÁR GÁBOR SCOUT TROOP OF BOSTON AFFILIATION**

The Bodnár Gábor Scout Troop of Boston (2.sz. Bodnár Gábor Cserkészcsapat, Scout Troop) is an entity of the Hungarian Scout Association in Exteris (KMCsSz), serving the youth of Hungarian descent and cultural interest living in the greater Boston area community. The Scout Troop's organization and processes are defined and governed by the relevant bylaws of KMCsSz. The Society is the Sustaining Organization (Fenntartó Testület) of the Scout Troop. The rules, rights and responsibilities of this relationship are governed by the relevant bylaws set forth by KMCsSz (Fenntartó Testületi Káté, available at [www.kmcssz.org](http://www.kmcssz.org)).

The Scout Troop shall appoint one (1) representative with membership in the Society to the Board of Directors, this *ex-officio* director shall have the right to discuss and debate issues, but shall not have voting privileges.

## **SECTION 7. BOSTON HUNGARIAN-AMERICAN SCIENCE CLUB AFFILIATION**

The Society shall function as the Sustaining Organization of the Boston Hungarian-American Science Club (hereinafter, "Science Club"), pursuant to which the Society shall collect and hold funds for the Science Club in a separately-administered account. The designation, use, and distribution of said funds are to be determined solely by the Science Club Board of Directors, and the Society shall distribute Science Club funds from the separately-administered account to the Science Club at the behest of the Science Club Board of Directors.

The Science Club is an independently-functioning entity vis-a-vis the Society and retains full authority to make all decisions about Science Club consistent with its mission, including but not limited to: topics, events, meetings, membership, finances, and any questions regarding the operation of the Science Club.

The Science Club Board of Directors shall appoint one (1) representative with membership in the Society to the Board of Directors of the Society, this *ex-officio* director shall have the right to discuss and debate issues, but shall not have voting privileges.

## **ARTICLE 5. GENERAL ASSEMBLY**

### **SECTION 1. PURPOSE**

The General Assembly is the supreme governing body of the Society and decides any matter concerning the Society. In particular, the General Assembly:

- i. Examines the administrative and financial activities;
- ii. Approves, modifies or rejects proposals of other bodies;
- iii. Elects through secret ballot the members of the Board of Directors;

- iv. Elects the Audit Committee
- v. Elects the Nominating and Election Committee
- vi. Modifies the Bylaws;
- vii. Removes members of the Board of Directors;
- viii. Decides on the removal of members, in accordance with the Bylaws;
- ix. Approves the financial reports of the Board of Directors or allocates responsibilities to the various bodies;

## **SECTION 2. PLACE**

Any or all meetings of the members of this Society shall be held within the Commonwealth of Massachusetts at such place as the Board of Directors shall select.

## **SECTION 3. NOTICE**

At least fifteen days prior to the date scheduled for a General Assembly, notice of the time, place and purpose of the meeting shall be sent to each member entitled to vote at the meeting by the Secretary.

## **SECTION 4. QUORUM**

At any General Assembly, a quorum shall consist of no fewer than one fifth of the members of the Society who are entitled to vote and are in good standing. Failure to meet the quorum shall cause the meeting to be adjourned without further notice. A second meeting shall be called within a reasonable time but within six months of the originally-scheduled meeting, and the second meeting shall proceed with as many members as are present.

## **SECTION 5. CHAIRPERSON**

The General Assembly is directed by the Chairman or Chairwoman of the General Assembly who is not a member of the Board of Directors and is nominated and voted upon at the beginning of the General Assembly meeting.

## **SECTION 6. MINUTES**

The minutes of the General Assembly are kept by the Secretary of the Board of Directors and are recorded in the book of minutes of the Society. They are first approved by the Board of Directors and then approved by the membership at the next General Assembly.

## **SECTION 7. BIENNIAL GENERAL ASSEMBLY**

The Society shall hold a General Assembly once every two years, one of the purposes of which shall be the election of the Board of Directors and the Audit and Nominating/Election Committees. A biennial General Assembly shall be held on such day during the month of March every other year as the Board of Directors shall determine.

## **SECTION 8. DELAYED BIENNIAL GENERAL ASSEMBLY**

If, for any reason, the biennial General Assembly shall not be held on the day determined by the Board of Directors as described in Section 7, a meeting may be called within a reasonable time but within six months, as a special meeting, and the same proceedings may be had thereat, as at the biennial General Assembly.

## **SECTION 9. ORDER OF BUSINESS AT BIENNIAL GENERAL ASSEMBLY**

The order of business at the biennial General Assembly shall be as follows:

- i. Election of Chairperson.
- ii. Roll call / determination of the quorum.
- iii. Secretary's reading of notice and proof of mailing.
- iv. Secretary's reading of minutes of the last General Assembly.
- v. President's report.
- vi. Treasurer's report..
- vii. Audit Committee report.
- viii. Vote by General Assembly to accept reports.
- ix. Transaction of other business mentioned in the notice.
- x. Adjournment.

Optionally, as part of ix., election of Directors and Officers may occur as described in Article 6.

In the absence of any objections, the Chairperson may further vary the order of business at his/her discretion.

## **SECTION 10. SPECIAL GENERAL ASSEMBLY**

A Special General Assembly may be called at any time by the President, or by a majority of the Board of Directors, or by one-fifth of the members in good standing. The method by which such a meeting may be called is as follows: the President, a majority of the Board of Directors, or one fifth of the members in good standing shall contact the Secretary in writing specifying the proposed order of business at the Special General Assembly; upon receipt of such a specification, the Secretary shall select a date and place for the Special General Assembly that is no later than 30 days into the future; the Secretary shall then notify the members as described in Section 2.

No business not mentioned in the notice shall be transacted at such a meeting.

## **ARTICLE 6. VOTING AT GENERAL ASSEMBLY**

### **SECTION 1. ELIGIBILITY, NUMBER OF VOTES**

All members in good standing, of age 18 or over, shall be entitled to a single vote.

### **SECTION 2. MEANS OF CASTING VOTES**

Open votes may be cast in person or via videoconference or other remote means in which the identity of the person can be verified. In such a meeting, in-person votes may be taken by show of hands, rising, roll call, yeas, or nays, or by general consent. Voting by ballot may be done when secrecy is desired, such as when electing the Board of Directors. Ballot voting may be done in person, by mailing or forwarding a sealed and signed ballot to the Election Committee, or by approved secure electronic means. When a vote is required to be taken by ballot, the object is to enable members to conceal their votes, and any motion during or after the vote that defeats this object is out of order. Proxy voting shall not be permitted.

### **SECTION 3. ELECTION OF DIRECTORS, OFFICERS AND OVERSIGHT COMMITTEES**

Ballot elections for the Board of Directors, Nominating/Election Committee, and Audit Committee shall be conducted as follows. The order of business shown may be conducted as part of a General Assembly meeting conducting other business, as a standalone meeting, or split across multiple meetings, provided adequate notice is provided to members at least 15 days prior to opening the voting.

- i. Opening or turning over of meeting to Nominating/Election Committee Chair.
- ii. Introduction of candidates nominated for Board of Directors, Audit Committee, and Nominating/Election Committee.
- iii. Requests for nominations from the floor.
- iv. Explanation of voting process.
- v. Declaration of voting open.
- vi. Collection of ballots. If mail-in and/or electronic ballots are used, voting may be opened prior to the meeting as determined by the Nominating/Election Committee, and specified by the notice, but not more than 30 days in advance.
- vii. Voting is closed at the meeting with a final collection of ballots from attendees.
- viii. Nominating/Election Committee counts the ballots. None one other than this committee may have access to voting materials.
- ix. Nominating/Election Chair announces the election results and declares the election closed.
- x. Adjournment.

Within two weeks after the close of the election, the Chair of the Nominating/Election Committee who presided over the election publishes a written election report and delivers it to the new Board of Directors and Nominating/Election Committee. The presiding Chair retains custody of election materials for one year, after which the materials are handed over to the Board Secretary.

## **ARTICLE 7. COMMITTEES**

### **SECTION 1. NOMINATING/ELECTION COMMITTEE**

There shall be an Nominating/Election Committee, which shall consist of at least three and not more than six (3-6) members of the Society, none of whom shall be members of the Board of Directors. The Nominating/Election Committee shall serve for two (2) years, concurrently with the Board of Directors and be elected at the time of the biennial General Assembly.

The Nominating/Election Committee shall orchestrate the nomination procedure for the Board of Directors as described in Article 10, shall nominate a Chairperson to conduct the General Assembly meeting(s), and shall be responsible for conducting the order of business of the election as described in Article 6 Section 3.

### **SECTION 2. AUDIT COMMITTEE**

There shall be an Audit Committee, which shall consist of two to three (2-3) members of the Society, none of whom shall be members of the Board of Directors. The Audit Committee shall serve for two (2) years, concurrently with the Board of Directors and be elected at the time of the Biennial General Assembly.

The responsibility of the Audit Committee shall be to examine and validate the Treasurer's Report.

## **ARTICLE 8. BOARD OF DIRECTORS**

### **SECTION 1. NUMBER AND TERM OF DIRECTORS**

The activity, property and affairs of this Society shall be managed by a Board of Directors. The Board is comprised of nine (9) elected persons who shall be members of the Society, plus two (2) members *ex-officio* appointed by the affiliated group Boskola. These eleven (11) directors shall have full rights and privileges. Furthermore, the Board is composed of additional *ex-officio* directors without voting privileges appointed by the other affiliated groups. The affiliated groups may bestow the task of their representation on one of the directors with voting privileges.

Each director shall hold office for the term for which he/she is elected and qualified, unless his or her directorship be theretofore vacated by resignation, death, removal, or otherwise. The term of the directors is 2 years.

## **SECTION 2. TERM LIMITS**

Board members with full rights and privileges shall serve not more than two full consecutive terms and may return after a hiatus of at least one term.

## **SECTION 3. SUPPORT OF MEMBER INITIATIVES**

The Board of Directors shall consider and debate any initiative that aligns with the stated purposes of the Society, proposed by any member in good standing of the Society. Upon receiving such a request, the Board shall include it in the agenda of an open Board of Directors meeting within a reasonable time after receiving the request, and publish the results of the debate in meeting minutes disseminated to all members.

## **SECTION 4. CONFLICT OF INTEREST**

At all times and in all business, members of the Board of Directors shall avoid all personal and organizational conflicts of interest and the appearance of such conflict, even when such a conflict does not exist. As such, no Board of Directors member shall vote on a question in which he/she has a direct personal or pecuniary interest. In the event that more than one member of the same family is on the Board of Directors, only one member shall vote on any order of business that could be unduly swayed by their agreement.

## **SECTION 5. VACANCIES**

In the event of the death, resignation, disability, or removal of any Officer or member of the Board of Directors, the Board of Directors shall vote to appoint a successor to fill such office for its unexpired term. The membership shall be informed of such vacancy by an informational notice within two weeks of it becoming known, and provided with the opportunity to nominate candidates to fill the vacancy. Acting board members are elected by a simple majority of the full Board. Each person so elected to fill a vacancy shall remain a Director until his/her successor has been elected by the members, who may make such election at their next General Assembly. Acting Board memberships shall not count against term limits.

## **SECTION 6. ACTION BY UNANIMOUS WRITTEN CONSENT**

Any action required or permitted to be taken by the Board of Directors or any committee thereof at a duly held meeting may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board of Directors or committee shall be filed with the minutes of the proceedings of the Board of Directors or the committee. Unanimous consent can be given through the use of electronic communication.

## **SECTION 7. POWER TO ELECT OFFICERS**

The Board of Directors shall elect a President, one or more (up to five) Vice Presidents, a Secretary, a Treasurer and a Media/Communications Officer from the members of the Board. The Board of Directors shall have power to appoint such other officers and agents as the Board of Directors may deem necessary for transaction of the business of the Society.

## **SECTION 8. REMOVAL OF OFFICERS AND AGENTS**

Any officer or agent may be removed by a simple majority of the full Board of Directors, whenever in their judgement, the interest of the Society will be served thereby. An officer may be removed only after reasonable notice and opportunity to be heard before the Board of Directors.

## **SECTION 9. ABSENCES**

If any Director shall fail to attend three (3) consecutive meetings of the Board of Directors without excuse accepted as satisfactory by the Board, such Director shall be deemed to have resigned and the vacancy shall be filled.

## **SECTION 10. DELEGATION OF POWERS**

For any reason deemed sufficient by the Board of Directors, whether occasioned by an absence or otherwise, the Board of Directors may delegate all or any of the powers and duties of any Officer to any other Officer or Director, but no Officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

## **SECTION 11. POWER TO FORM COMMITTEES**

The Board of Directors shall be authorized to organize committees among the membership of this Society from time to time for the realization of the purposes of the Society. The terms of the committee appointments shall expire at the next biennial General Assembly. Except for the Nominating Committee and Audit Committee, the President shall be an *ex-officio* voting member of each committee. At the request of the Board of Directors, each committee, except for the Nominating Committee, shall report to the Board of Directors.

## **SECTION 12. POWER TO DETERMINE COMPENSATION**

The Board of Directors shall determine the compensation of officers, agents and other employees of this Society.

## **SECTION 13. QUORUM OF DIRECTORS**

A simple majority of the Directors shall constitute a quorum, at a duly called or regularly scheduled meeting of the full Board of Directors or subcommittee.

## **SECTION 14. ORGANIZATIONAL MEETING OF THE BOARD**

Immediately following the conclusion of voting for Board of Directors, the Board of Directors as constituted upon adjournment shall convene for the purpose of electing officers and transacting any other business properly brought before it; provided, however, that the organizational meeting in any year may be held at a different time and place than so provided with the consent of a majority of the directors of such new Board.

## **SECTION 15. REGULAR MEETINGS OF THE BOARD**

Regular meetings of the Board of Directors shall be held not less frequently than once in each month at such time and place as the Board of Directors determine at their previous regular meeting. Regular meetings are open to membership. In addition, the Board may meet in closed executive sessions. Notice of one week for regular board meetings is suggested. No notice of executive session meetings of the Board of Directors shall be required.

## **SECTION 16. SPECIAL MEETINGS OF THE BOARD**

A special meeting of the Board of Directors may be called by the President at any time with reasonable prior notice of the time, place, and purpose thereof to each Director as the President in his/her discretion shall deem sufficient, but the action taken at any such meeting shall not be invalidated for want of notice if such shall be waived as hereinafter provided.

## **ARTICLE 9. OFFICERS**

### **SECTION 1. PRESIDENT**

The President shall be selected by, and from the membership of the Board of Directors. He/She shall function as the Chairman of the Board. As such, the President is responsible for the general supervision and control of the business and Officers of the Society, chairs all meetings of the Board of Directors and from time to time may perform duties consistent with the President of the Corporation. He/She shall preside over all active management matters of the business of the Society and shall see that all orders and resolutions of the Board of Directors are carried into effect. He/she shall be *ex-officio* a member of all standing committees. The term of office of the President is two years.

### **SECTION 2. VICE PRESIDENT**

At least one Vice President shall be chosen from the membership of the Board of Directors. Vice Presidents shall perform the duties and exercise the powers of the President during the absence or disability of the President, in the order of the seniority of their election. In the event of equal seniority, the Board of Directors shall decide by vote.



### **SECTION 3. SECRETARY**

The Secretary shall attend all meetings of the members and the Board of Directors, and shall supervise and maintain the recording of actions taken by the Society and the Board of Directors, keep the seal of the Society, preserve in books of the Society true Minutes of the proceedings of all such meetings. He/She shall serve all notices required by statute, bylaw, or resolution. He/She shall perform such other duties as may be delegated to him/her by the Board of Directors. In the absence of the Secretary a Temporary Secretary is designated by the presiding officer, who shall perform the usual duties of the Secretary for such time as the Secretary is absent. The Secretary shall serve as the Society's Clerk and file all required forms with the government authorities.

### **SECTION 4. MEDIA/COMMUNICATIONS OFFICER**

The Media/Communications Officer (MCO) shall be in charge of all communication means used by the Society to reach its membership and propagate to the greater community information about its mission and activities. Specific duties of the MCO include

- i. the design and maintenance of social media sites representing the Society;
- ii. the occasional publication, either electronically or through paper copies of a newsletter describing activities and news items relating to the Society;
- iii. the public advocacy of the mission, interests, and goals of the Society through mass mail broadcasting or personal presentations.

The MCO has the option to apply editorial changes to the text of all public announcements by the Board of Directors before their release, to ensure clarity and consistency of the Society's message. The MCO also interfaces with and facilitates the functions of all other Board of Directors on occasions where the Society is publicly represented.

### **SECTION 5. TREASURER**

The Treasurer, subject to the direction of the Board of Directors, shall have general charge of the financial affairs of the Society, cause to be kept accurate books of accounts of the affairs of the Society, oversee the Society's finances, report on the Society's financial condition at a regularly scheduled meeting of the Society and from time to time to the Board of Directors, and perform such other duties as may be designated by the Board of Directors.

The Treasurer shall cause the Society's financial records to be audited annually by the Committee of Auditors approved by the Board of Directors and cause the Committee of Auditors to present and report upon such audit to the Board of Directors for its review and consideration within a reasonable time following the end of the Society's fiscal year. Thereafter, at the next regularly scheduled meetings of the Board of Directors, the Treasurer shall report upon completion of the audit.

No person shall be eligible for re-election to the office of Treasurer for more than two (2) consecutive terms.

## **ARTICLE 10. NOMINATION FOR BOARD OF DIRECTORS**

### **SECTION 1. NOMINATING PROCEDURE**

The Nominating/Election Committee shall report to the Secretary the names of the members to be nominated for service. These include:

- i. Director of the Society (at least 10 names suggested),
- ii. Nominating/Election Committee member (at least 4 names suggested),
- iii. Audit Committee Member (at least 6 names suggested),
- iv. Chairperson to conduct order of business at upcoming General Assembly.

These names shall be delivered not later than 30 days prior to the planned Biennial General Assembly date, or 20 days prior to a planned Special General Assembly. The Secretary shall transmit the report to the Board of Directors and thereafter shall cause the names of the candidates to be reported to each member of the Society at least fifteen days before the General Assembly. The details of the notice procedure will be determined by the Board of Directors.

### **SECTION 2. NOMINATIONS DURING ASSEMBLY**

In addition to nominations made as described in Section 1 of this article, nominations may be taken from the floor during any meetings convened for the purpose of an election. During the proceedings of such a meeting, the Chair of the Nominating/Election Committee shall inquire if there are any nominations from the floor. If there is no response, he/she declares the nominations closed. If for any reason it is desired to reopen nominations, it shall be done by a majority vote. Ballots, in-person, electronic or mail-in, for elected officers shall also include the option of voting for write-in candidates.

## **ARTICLE 11. PRESENCE IN MEETINGS**

Members of the Society may participate in a General Assembly by means of a conference telephone, videoconference, or similar means of communications through which all persons participating in the meeting can hear each other at the same time and can be identified. Directors may participate in the meeting of the Board of Directors by similar means. Participation by such means shall constitute presence in person at a meeting.

## **ARTICLE 12. NOTICES**

Unless otherwise provided in another section of these Bylaws, notices may be sent by electronic mail to members unless members specifically request to receive notice by regular mail. All meeting notices shall include the date, time, location, and agenda of the meeting. Notice of the

General Assembly meeting of the Society or any other meeting of the Board of Directors may be given by electronic mail.

## **ARTICLE 13. MEETING MINUTES**

The Secretary shall record the proceedings at all regular, special, and executive meetings of the Board of Directors. The record shall be called the Minutes, and include the kind of meeting (e.g. regular, special), name of the assembly, date and place of meeting, name of the chairman or presiding officer, and names of the attendees. The Minutes shall further contain whether the previous Minutes were approved, main motions and points of order, and the name of the person who introduced the motion. When voting is by yeas, nays, and abstentions, the number of each shall be recorded. Informal business shall be recorded to the extent that those reading the minutes gain sufficient context to understand the business transacted. Minutes of the previous meeting shall be corrected and approved at the opening of the following meeting. Where practical, minutes may also be approved by unanimous written consent of the Board of Directors by electronic or other means. Non-commenting shall not constitute approval. When minutes are to be published, they shall be signed and dated by the Secretary or person appointed to take the Minutes. Draft minutes may be published if clearly marked "DRAFT," and shall be replaced with the Approved minutes as soon as practical.

Approved minutes shall be published to the membership no later than 45 days after the meeting.

## **ARTICLE 14. RULES OF ORDER**

In all matters of procedure for which these Bylaws make no explicit provision, this Society shall be governed by the principles of parliamentary procedures as contained in ROBERT'S RULES OF ORDER.

## **ARTICLE 15. EXECUTION OF INSTRUMENT**

### **SECTION 1. CHECKS, ETC.**

All checks, drafts and orders for payment of money shall be signed in the name of the Society by the Treasurer or by such other officers upon whom the Board of Directors has conferred the power to do so.

### **SECTION 2. CONTRACTS, CONVEYANCES, ETC**

When the execution of any contract, conveyance or other instrument has been authorized without specification of the existing officers to act, the President, or any Vice President, and the Secretary may execute the same in the name and on behalf of the Society. The Board of Directors shall have the power to designate the officer and agent who shall have the authority to execute any instrument on behalf of this Society.

## **ARTICLE 16. POWER TO BORROW MONEY**

The Board of Directors shall not have the power and authority to borrow money, such power shall reside with the General Assembly. The members may give authorization to the Board to borrow money on an individual basis. Such authorization shall specify the limits the Society is allowed to take up a loan. Upon receiving named authorization the Board of Directors may authorize the proper officers of this Society to make, execute and deliver in the name and on behalf of this Society such notes, bonds and other evidence indebtedness as said Board of Directors shall deem proper, and said Board of Directors shall have full power to mortgage the property of this Society or any part thereof, as security for such indebtedness.

The Board of Directors may utilize a revolving credit facility as long as said credit facility is paid off monthly and the total outstanding balance on such credit shall be less than or equal to one-fifth of the average balance of the liquid assets of the Society in the previous fiscal year.

## **ARTICLE 17. FISCAL YEAR**

The fiscal year of the Society (also referred to herein as the "Corporation Year") shall commence January 1st of each year and ends on December 31 of each year.

## **ARTICLE 18. AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENTS, HOW PROPOSED**

The Board of Directors may, by majority vote, make any proposal(s) to amend, alter, add to or repeal these Bylaws, in whole or in part.

In addition, any member in good standing may submit to the Board of Directors a written specification for amending, altering, adding to or repealing these Bylaws. The Board of Directors shall determine by majority vote whether it wishes to recommend the adoption of the submitted proposal(s). The Board of Directors must recommend a submitted proposal if it is accompanied by the supporting signatures of one-fifth of the members in good standing

Proposal(s) recommended by the Board of Directors shall be included in the agenda (Order of Business) of the next biennial or Special General Assembly. The full text of a proposed amendment, alteration, addition or repeal shall be included in the notice, as required by these Bylaws, for the meeting at which action on the proposed amendment, alteration, addition or repeal is to be taken.

### **SECTION 2. AMENDMENTS, HOW EFFECTED**

Bylaw amendments first approved by the Board of Directors shall be ratified by the affirmative votes of a simple majority of the members entitled to vote at any Biennial or Special General

Assembly but with a special quorum requirement of fifty (50%) of members. Bylaw amendments may also be ratified by ballot (electronic or written), forwarded to all members of the Society with a full description of the amendment, in accordance with these Bylaws. Ballot votes must be received from 50% of members, of which a simple majority must be in the affirmative for the amendment to be ratified.

## **ARTICLE 19. DIVERSITY STATEMENT**

The Society encourages diversity of gender, gender identity and expression, sexual orientation, race, color, creed, age, disability, ethnic origin and geographic representation in its membership, Officers, the Board of Directors and Committees.

## **ARTICLE 20. COMPENSATION**

### **SECTION 1. AUDIENCE**

No part of the assets of the Society and no part of any net earnings of the Society shall be divided among or inure to the benefit of any officer, member or director of the Society or any private individual or be appropriated for any purposes other than the purposes of the Society as herein set forth. The Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth herein. Members of the Society do not receive direct or indirect compensation for their service in the Board of Directors.

### **SECTION 2. LOBBYING**

No substantial part of the Society shall be carrying lobbying activities or otherwise attempting to influence legislation. The Society shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

## **ARTICLE 21. MISCELLANEOUS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the Society on its behalf shall be signed by the President, Treasurer, except as the Board of Directors may generally or in particular cases otherwise determine.

### **SECTION 2. VOTING OF BENEFICIAL INTEREST**

Except as the Board of Directors may otherwise designate, the President and the Treasurer may waive notice of and act on behalf of the Society, or appoint any person or persons to act as proxy or attorney in fact for this Society (with or without discretionary power and/or power of substitution) at any meeting of members or beneficial owners of any other corporation or

organization, any of the direct or indirect beneficial interests of which may be held by the Society.

### **SECTION 3. CORPORATE RECORDS**

The original or attested copies, of the Articles of Organization, these Bylaws, and records of all meetings of the Incorporators and members of the Society, which shall contain the names and the record addresses of all members of the Society, Delegates and Officers, shall be kept in digital format stored on media leased or owned by the Society. They shall be available at all reasonable times for the inspection of any member of the Society, or Officer for any proper purpose but not to secure a list or other information for selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member of the Society, or Officer, relative to the affairs of the Society. Except as may be otherwise required by law, by the Articles of Organization, or by these Bylaws, the Society shall be entitled to treat the record address of a member of the Society or Officer as shown on its books as the address of such person for all purposes, including the giving of any notices; and it shall be the duty of each such person to notify the Society of his or her latest post office address.

### **SECTION 4. EVIDENCE OF AUTHORITY**

A certificate by the Secretary, acting in his or her capacity as Clerk, as to any action taken by the members, or any Officer or representative of the Society shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

### **SECTION 5. RATIFICATION**

Any action taken on behalf of the Society by a member of the Society, or any Officer or representative of the Society which requires authorization by the members or by the Board of Directors or General Assembly shall be deemed to have been duly authorized if subsequently ratified by the members if action by them was necessary for the authorization, or by the Board of Directors or General Assembly, if action by it was necessary for authorization.

## **ARTICLE 22. INDEMNIFICATION**

### **SECTION 1. INDEMNIFICATION FOR DIRECTORS AND OFFICERS**

The Society shall, to the extent legally permissible, indemnify each person who serves or has served as a director or officer of the Society, and each person who is or was serving at the request of the Society as an officer or director of another organization, against all liabilities, costs and expenses (including but not limited to amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements) reasonably incurred by or imposed upon him or her in connection with the defense or disposition of or otherwise in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative, legislative or investigative

body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of his or her being or having been such an officer or director, or by reason of any action taken or not taken in any such capacity; except that no indemnification shall be provided with respect to any matter as to which such person shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Society or, if applicable, of the other organization of which he or she is or was serving as an officer or director at the Society's request. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding, may be paid from time to time by the Society in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be adjudicated that indemnification of such expenses is not authorized hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment.

## **SECTION 2. SETTLEMENTS**

As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the Society, after notice that it involves such indemnification,

- i. by a two-thirds vote of the disinterested members of the whole board of directors then in office, or
- ii. by a majority vote of the whole board of directors at a duly organized special meeting called for that purpose, provided, that, with respect to subsection (ii) of this paragraph, only if the board of directors shall have been furnished with an opinion of independent legal counsel to the effect that such settlement is in the best interests of the Society and that such person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Society.

No such approval shall prevent the recovery from any such officer or director of any amounts paid to such person or on his or her behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in best interests of the Society.

## **SECTION 3. EMPLOYEES AND AGENTS**

By the same procedures set forth in the preceding paragraph, the board of directors may vote to extend indemnification provisions substantially similar to those rights and subject to those limitations described above to employees or agents of the Society who are not officers or directors or to persons serving at the Society's request as either employees or agents of another organization or in a capacity with respect to any employee benefit plan.

## **SECTION 4. NON-WAIVER OF OTHER RIGHTS**

The right or grant of indemnification hereby provided shall not be exclusive of or affect any other rights to which any officer, director, employee or agent may be entitled or which may lawfully be granted to such person.

## **SECTION 5. INSURANCE**

By action of the Board of Directors, notwithstanding any interest of the directors in such action, the Society may purchase and maintain insurance, in such amounts as the Board of Directors may from time to time deem appropriate, on behalf of any person who is or was an officer, director, employee or other agent of the Society or who is or was serving at the request of the Society as an officer, director, employee or other agent of another organization, or with respect to any employee benefit plan, against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Society would have the power to indemnify such person against such liability.

## **SECTION 6. DEFINITIONS**

As used herein, the terms "officer," "director," "employee" and "agent" include their respective executors, administrators and other legal representatives; an "interested" person is one against whom the action, suit or other proceeding on the same or similar grounds is then or had been pending or threatened; and a "disinterested" person is a person against whom no such action, suit or other proceeding is then or had been pending or threatened.

## **SECTION 7. PERSONAL LIABILITY**

The directors and officers of the Society shall not be personally liable for any debt, liability, or obligation of the Society. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Society may look only to the funds and property of the Society 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 Society.

## **ARTICLE 23. CONFLICT OF INTEREST**

### **SECTION 1. VALIDITY OF CONTRACTS**

Except as otherwise provided by law or in the Articles of Organization, and subject to the Society's Conflict of Interest Policy, no contract, grant or other transaction of the Society shall, in the absence of fraud, be affected or invalidated by the fact that any director or officer of the Society or any corporation, firm or Corporation of which he or she may be a director, officer, stockholder, member, employee or agent may be a party to or may have an interest, pecuniary or otherwise, in, any such contract, grant or other transaction.



## **SECTION 2. NON-PARTICIPATION IN DECISION**

No director or officer shall participate in any decision by the Society to award a grant, contract or in any other transaction with any corporation, firm, Corporation or other entity of which he or she may be a director, officer, stockholder, member, employee or agent may be a party to or may have an interest, pecuniary or otherwise.

## **SECTION 3. DISCLOSURE REQUIREMENT**

These Bylaws adopt and implement the following Conflict of Interest Policy for its Directors and officers of the Society. Officers and Directors shall be required to declare verbally any potential or actual conflict of interest, or appearance of conflict of interest, at such time as an item of business arises for which this conflict or appearance of conflict may occur. This declaration shall be captured in the minutes of the meeting. Failure to disclose potential, actual, or appearances of conflict of interest may result in disciplinary action by the Board or membership, up to removal from the Board of Directors.

## **SECTION 4. PERMISSION TO HOLD OFFICE**

No Director or Officer shall be disqualified from holding office as Director or Officer of the Society by reason of any such interests, which may be adverse to the Society. In the absence of fraud, no Director or Officer having such adverse interest shall be liable to the Society or any member or creditor thereof or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such Director or Officer be accountable for any gains or profits realized thereon.

## **SECTION 5. PERMISSION TO TRANSACT**

Subject to compliance with such conflict of interest policy, and subject to the last sentence of this paragraph, the Society may enter into contracts or transact business with one or more of its Directors or Officers, or with any Society, Corporation, trust, company, organization, or other concern in which any one or more of its Directors or officers are directors, officers, trustees, shareholders, beneficiaries, stockholders, or otherwise interested and other contract or transactions in which any one or more of its Directors or officers is in any way interested.

Provided, however, nothing herein shall be deemed to authorize transactions with employees of the Society or entities in which any such employee has a financial interest except such transactions that are directly related to such person's employment relationship, and further provided that the Society may in any instance enter into transactions with publicly held entities in which any such Director, officer or employee holds less than a 2% interest.

## **ARTICLE 24. CONFIDENTIALITY**

Each member of the Board of Directors, officers and members of committees, as well as other persons attending meetings of the Board of Directors or committees, will be bound by an obligation to hold in confidence and not to disclose proceedings of any such meetings or information made available at such meetings to the extent that such information is not in the public domain and is not required to be disclosed pursuant to applicable law or orders of regulatory bodies having jurisdiction. Nothing contained in this Article is intended to limit neither the proper dissemination of proceedings or information to or among the Board of Directors members or its committees nor the performance of the duties and obligations of the officers of the Society and their designees in conducting the business of the Society.

## **ARTICLE 25. WHISTLEBLOWER POLICY**

### **SECTION 1. ENCOURAGEMENT OF MALFEASANCE REPORTING**

It is the policy of the Society to encourage the reporting of malfeasance. Such malfeasance includes corruption, unethical practices, violation of the law, gross waste or misappropriation of funds or property, abuse of authority or charitable status, neglect of fiduciary duty, or danger to the public safety that involves the Society and (1) its officers, members of the Board of Directors, or members of any committee of the Society; (2) its employees and (3) its consultants or others providing or seeking to provide services for hire to the Society.

### **SECTION 2. NO RETALIATION**

The Society, its directors, officers, employees, and agents shall not take or threaten to take any retaliatory action or interfere in any way with respect to any person who in good faith and with reasonable cause reports a complaint of malfeasance in accordance with this policy. Such retaliatory action or interference includes firing, demotion, suspension, non-consideration for promotion, loss of compensation or benefits, interference with contract, defamation or other discrimination. Any director, officer, employee, or agent of the Society who engages in such retaliation or interference, or willfully makes allegations of malfeasance that he or she knows to be false, will be subject to disciplinary action.

## **ARTICLE 26. DISSOLUTION OF THE SOCIETY**

As Stated in Article #4A (f) of the Restated Articles of Incorporation filed on March 16, 2008, with the Commonwealth of Massachusetts, the Society may be dissolved by an affirmative vote of a majority of the directors of the Society then in office; provided, however, that in the event of any liquidation, dissolution, termination or winding up of the Society (whether voluntary, involuntary or by operation of the law), the property or assets of the Society remaining after providing for the payment of its debt and obligations shall be conveyed, transferred, distributed and set over outright to one or more educational, charitable or literary institutions or

organizations, created and organized for nonprofit purposes similar to those of the Society, which qualify as exempt from income tax under Section 501(c)(3) of the Internal Revenue Code, as a majority of the total number of the directors of the Society may by Vote designate and in such proportions and in such manner as may be determined in such vote.

## **ARTICLE 27. RATIFICATION AND DATE OF EFFECTIVENESS OF THE BYLAWS**

The ratification of acceptance of the present Bylaws took place on \_\_\_\_\_, 2021, during the Bylaws General Assembly, and signifies the automatic validity and enforcement of the Bylaws.

A true Copy.

Secretary

President

Date: