

**MASSACHUSETTS PUBLIC HEALTH ASSOCIATION, INC.  
CONSTITUTION AND BY-LAWS**

**ARTICLE I: NAME**

This Association shall be known as the Massachusetts Public Health Association (hereinafter referred to as the “Association”).

**ARTICLE II: PURPOSE**

The purpose of the Association shall be to improve the public’s health, promote the establishment of health care as a human right, promote optimal community, personal and environmental health, eliminate health inequities, and provide public education in health promotion and disease and injury prevention.

**ARTICLE III: MEMBERSHIP**

**A. Categories**

1. Individual Members: Any individual interested in the promotion of public health who registers with the Association and pays dues in accordance with ARTICLE III:B hereof shall be eligible for membership in the Association (each such individual, a “Member”). All individual Members in good standing shall be eligible to vote on matters requiring action by the Members and to hold office in accordance with these By-Laws. Membership shall commence upon registration with the Association in accordance with procedures established by the Board of Directors from time to time, and shall be revoked automatically upon failure to pay dues timely as required, or upon the affirmative vote of the Members pursuant to ARTICLE III:C below. Individual Members shall be entitled to one vote.
2. Organizational Members: Any voluntary, governmental, or proprietary health related agency or organization engaged in the promotion of public health shall be eligible for membership in the Association pursuant to this Section. Each such organization shall, upon registration with the Association and payment of dues in accordance with ARTICLE III:B hereof, be entitled to appoint one representative to the Association who may vote and act on behalf of that organization (each such organization, a “Member”). Each organizational Member shall be entitled to one vote. Membership shall commence upon registration with the Association in accordance with procedures established by the Board of Directors from time to time, and shall be revoked automatically upon failure to pay dues timely as required, or upon the affirmative vote of the Members pursuant to ARTICLE III:C below. Representatives of organizational Members in good standing shall be entitled to hold office in accordance with these By-Laws.

**B. Dues.**

All Members shall pay dues at levels approved by the Board of Directors and Executive Director from time to time.

### C. Meetings of the Members

1. Annual Meeting. There shall be one Annual Meeting of the Members every year on the fourth Tuesday of October, unless otherwise designated by the President or Executive Director with approval of the Board of Directors, and may be held anywhere in the United States. In the event the Annual Meeting is not held on such date, a Special Meeting in lieu of the Annual Meeting may be held with all the force and effect of an Annual Meeting.
2. Special Meetings. The Board of Directors may call other meetings of the Members (“Special Meetings”) at such times and places within the United States as may be determined by the Board or the Executive Committee. Notice of any Special Meeting shall be given as provided in Section 3 of this ARTICLE III:C of these By-Laws.
3. Notice of Meetings. A written notice of each Annual and Special Meeting of Members, stating the place, date and time and the purposes of the meeting, shall be given at least two weeks before the meeting to each Member by leaving such notice at such Member’s residence or usual place of business, by transmitting such notice by facsimile or e-mail to such Member’s residence or usual place of business, by mailing it, postage prepaid, addressed to such member at such Member’s address as it appears in the records of the Association, or by any other method now or hereafter authorized under chapter 180 of the Massachusetts General Laws (“Chapter 180”). Whenever notice of a meeting is required, such notice need not be given to any Member if a written waiver of notice, executed by such Member (or such Member’s attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting.
4. Quorum. Members shall take action by a majority vote of a quorum of the voting Members participating at any meeting of the Members. A quorum shall consist of five percent (5%) of the Members eligible to vote on any action, whether such vote is taken in person or duly represented by proxy. Only Members in good standing with dues paid will be eligible to vote. Voting may be conducted by voice or by written ballot, except that contested elections for Board Members or Officers of the Association shall be conducted by secret, written ballot. Twenty-five Members standing in their places may contest the outcome of a voice vote, in which case, the presiding Officer shall call for a standing vote of all Members present. Any meeting may be adjourned by at least a majority of the votes cast upon the question, whether or not a quorum is present.
5. Voting. Each Member shall have one vote. At any meeting of Members at which a quorum is present, the vote of at least a majority of those Members present or duly represented shall decide any matter unless any applicable law, the Articles of Organization or these By-Laws require a different vote.
6. Action by Consent. Any action permitted to be taken at any meeting of the Members may be taken without a meeting if all Members consent to the action in writing (including by electronic means) and the written consents are filed with the records of the meetings of the Members. Such consents shall be treated for all purposes as a vote at a meeting.

7. Proxies. Members may vote either in person or by written proxy dated not more than one week before the meeting named therein. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any meeting, but the proxy shall terminate after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a Member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.
8. Powers and Privileges. Members shall elect Officers of the Association and members of the Board of Directors in accordance with these By-Laws, and shall have such other powers and privileges as may be reserved to them under applicable law. No Member of the Association may speak on behalf of the Association without the approval of the Board of Directors

#### **D. Resignation, Revocation and Removal**

Any Member may resign by delivering a written resignation to an Officer of the Association. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Membership shall be revoked automatically upon failure to timely pay dues in accordance with ARTICLE III:B of these By-Laws. A Member may be removed with or without cause by vote of at least a majority of the Members entitled to vote at a meeting of the Members. A Member being removed for cause must first be provided reasonable notice and an opportunity to be heard by the other Members.

### **ARTICLE IV: BOARD OF DIRECTORS**

#### **A. Composition**

1. The Board of Directors shall be composed of no fewer than eleven (11) and no more than twenty-five (25) members, as fixed by a vote of the Members at the Annual Meeting. The number of Directors shall not change unless by vote of the Members at a subsequent Annual Meeting. No person shall be eligible to be elected or to serve as a Director of the Association unless he or she is a Member in good standing.
2. A Nominating Committee shall nominate Officers and Directors, in accordance with these By-Laws. The Directors shall be elected at the Annual Meeting of the Members. Any vacancy among the Officers or the Board of Directors, however occurring, may be filled by the Directors at any meeting of Directors. Such appointments shall be in effect until the next Annual Meeting of the Members.

#### **B. Terms of Office**

The term of office for a Director, inclusive of his or her term as an Officer, shall be three (3) years. A Director may serve for a maximum of two (2) consecutive terms as a Director, *provided, however*, that a Director serving as an Officer of the Association may serve an additional two (2) years if needed to complete such Director's term as an Officer, or an additional four (4) years if needed to complete such Director's term as an Officer in the case of the President, President-Elect or Secretary-Treasurer. The term of office for a Director shall

commence at the close of the Annual Meeting in which that Director is elected.

### **C. Duties**

The Board of Directors shall be responsible for all affairs of the Association, establishing policy and carrying out the purposes of the Association. Specific duties shall include:

- i. Consider and approve the annual budget
- ii. Take primary responsibility for fundraising efforts and assure adequate funding to support Association activities.
- iii. Establish dues levels and approve procedures for registering participants in the dues paying membership structure of the Association.
- iv. Hire and fire the Executive Director, define responsibilities for the position, and annually conduct a performance and salary review for the Executive Director.
- v. Approve personnel policies of the Association.
- vi. Call meetings of the Members of the Association in accordance with these By-Laws.
- vii. Establish Committees of the Board of Directors, and approve their responsibilities, terms, compositions, and Chairs.
- viii. Receive, consider, and take appropriate action on reports of Sections and Committees.
- ix. Report on policy, program, and financial matters at least annually to the Membership, in writing or electronically.
- x. Fill by election any vacancy among the Officers or Directors of the Association, in accordance with these By-Laws.
- xi. Approve proposed amendments to these By-Laws, prior to submission to the Members for adoption.

### **D. Meetings and Procedures.**

1. Annual Meeting. The annual meeting of the Directors of the Association shall be held on the same day as the Annual Meeting of the Members, at such place and at such time as the Board of Directors shall determine, except that such date shall not be a legal holiday. If such annual meeting is omitted on the day herein provided, a special meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same force and effect as if transacted or held at the annual meeting of the Directors.
2. Special Meetings. Special meetings of the Directors may be held at any time and place designated when called by the President, Executive Director or at least a majority of the Directors. Notice of any special meeting shall be given as provided in Section 4 of this ARTICLE IV:D.
3. Regular Meetings. Regular meetings of the Directors may be held without call or notice at such places and times as the Board of Directors may determine, and as set forth in a meeting schedule to be circulated to the Board of Directors by the Executive Director at the

beginning of each calendar year.

4. Notice of Meetings. Notice of all special meetings of the Directors shall be given to each Director by an Officer of the Association. Such notice shall be given to each Director in person or by telephone, telegram, facsimile transmission, e-mail or other electronic means sent to such Director's business or home address at least twenty-four (24) hours in advance of the meeting, or by mail addressed to such business or home address and sent at least five days in advance of the meeting. Except as required by law, notice of any meeting of Directors need not be given: (i) to any Director who, either before or after the meeting, delivers a written waiver of notice, executed by the Director, which is filed with the records of the meeting; or (ii) to any Director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any regular or special meeting unless otherwise required by law, the Articles of Organization or these By-Laws.
5. Action at Meetings. No less than a majority of the Directors then in office shall constitute a quorum. At any meeting of Directors at which a quorum is present, the vote of at least a majority of those Directors present shall decide any matter unless the Articles of Organization, these By-Laws or any applicable law requires a different vote.
6. Meetings by Telephone Conference. Directors may participate in meetings by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.
7. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors or any Committee thereof may be taken without a meeting if a written consent thereto is signed by all the Directors or all the members of the applicable Committee and filed with the records of the meetings of the Directors. Any such written consent shall be treated for all purposes as a vote at a meeting.

#### **E. Resignation and Removal.**

Any Director may resign by delivering a written resignation to the President or to the Association at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Director may be removed from office with or without cause by vote of at least a majority of the Directors then in office. A Director being removed for cause must first have reasonable notice and an opportunity to be heard by the Board of Directors.

#### **F. Compensation.**

Directors shall not receive any compensation for their services as members of the Board of Directors. However, directors may, if authorized by the Board of Directors, be reimbursed for necessary expenses, including travel, reasonably incurred by them in the performance of their

duties as Directors.

## **ARTICLE V: OFFICERS**

### **A. Qualifications**

The Officers of the Association shall be (i) the President, President-Elect, Vice-President, Treasurer, and Immediate Past President, each of whom shall be a member of the Board of Directors elected in accordance with these By-Laws, and (ii) such other officers as the Directors may from time to time determine, including an Executive Director, whose duties and term of office shall be determined by the Board of Directors in their discretion. All Officers must be Members of the Association in good standing. The Immediate Past President must have served as the immediate past elected President of the Association.

### **B. Duties**

#### 1. Duties of the *President* shall include:

- a. Provide leadership and direction to the Association in achieving its purposes.
- b. Call and preside at all meetings of the Association and of the Board of Directors.
- c. Oversee the annual performance review of the Executive Director.
- d. Serve as principal public spokesperson for the Association.
- e. Appoint committee chairs and members with the approval of the Board of Directors.
- f. Appoint delegates or representatives to other organizations, with approval of the Board of Directors.
- g. Participate as a non-voting advisor on all Association committees except for the Nominating Committee.
- h. Execute financial instruments, contracts, and agreements as needed for the Association.
- i. Perform other duties as established by the Board of Directors from time to time, and as custom and parliamentary usage require.

#### 2. Duties of the *President-Elect* shall include:

- a. Stand for election as President of the Association immediately following the term(s) of the President serving in office when the President-Elect is first elected.
- b. Succeed the President if the latter is unable to complete his/her term.
- c. Perform the duties of the President, if the President is unable to fulfill them.
- d. Serve as an ex-officio Member of all committees except the Nominating Committee.
- e. Perform other duties as established by the Board of Directors.

#### 3. Duties of the *Vice President* shall include:

- a. Succeed the President if neither the President nor President-Elect is able to serve.
- b. Perform the duties of the President, if neither the President nor President Elect is able to fulfill these responsibilities.
- c. Assure that accurate minutes are recorded for all meetings of the Members and for all

official deliberations of the Board of Directors.

d. Perform other duties as established by the Board of Directors from time to time.

4. Duties of the *Treasurer* shall include:

- a. Oversee budgeting and financial operations for the Association.
- b. Execute financial instruments, contracts, and agreements as needed for the Association.
- c. Chair the Finance Committee in accordance with these By-Laws.
- d. Assure that the financial statements are audited annually.
- e. Report on the financial status of the Association at the Annual Meeting and at meetings of the Board of Directors.
- f. Perform other duties as established by the Board of Directors from time to time.

5. Duties of the *Immediate Past President* shall include:

- a. Support the President in efforts to achieve the Association's goals and objectives.
- b. Perform other duties as established by the Board of Directors.

### **C. Election and Terms of Office**

1. Election. The Officers shall be nominated by the Nominating Committee, approved by the full Board of Directors, and elected by the Members. If the office of President or Treasurer becomes vacant, the Directors shall elect a successor to fill such position for the balance of the given term of office. The Directors may elect a successor if any other office becomes vacant.

2. Terms of Office.

- a. The term of office for President shall be two (2) years. No person shall serve as President for more than two (2) consecutive terms.
- b. The term of office for President-Elect shall be one (1) year. The President-Elect shall be elected midway through the first term of the President. The President-Elect may stand for re-election annually until the President then in office completes his/her term(s).
- c. The term of office for Vice President shall be two (2) years. No person shall serve as Vice President for more than two (2) consecutive terms.
- d. The term of office for Treasurer shall be two (2) years. No person shall serve as Treasurer for more than two (2) consecutive terms.
- e. The term of office for Immediate Past President shall be two (2) years. No person shall serve as Immediate Past President for more than two (2) consecutive terms.
- f. Any officer appointed by the Board of Directors to fill a vacancy may, if nominated by the Nominating Committee, stand for election to that or any other office at the next Annual Meeting and shall be eligible to serve for the full term(s) of office permitted under these By-laws without regard to time served while filling the vacancy; *provided* that such officer shall remain bound by term limits related to Board membership.
- g. No person may serve concurrently in more than one elected office.

### 3. Resignation and Removal

Any Officer may resign by delivering a written resignation to an Officer or to the Association at its principal office and such resignation shall be effective upon receipt, unless it is specified to be effective at some later time. Officer resignation shall not affect Director status unless such written resignation so specifies. The Directors may remove any Officer, with or without cause, by a vote of at least a majority of the Directors then in office. An Officer being removed for cause must first be provided reasonable notice and an opportunity to be heard by the Board of Directors.

## ARTICLE VI: COMMITTEES

### A. **Nominating Committee**

1. Composition. The Nominating Committee shall consist of five Directors including one Chair. The President shall appoint two members of the Committee, subject to approval by the Board of Directors. Two members of the Committee shall be elected by the Members at their Annual Meeting. The President, President-Elect and Treasurer shall not be eligible to serve on the Nominating Committee. The President shall appoint a Chair from among Board Members who are not standing for election as Officers. If a Nominating Committee vacancy occurs before the expiration of a term, the President shall have the power to appoint a Director to fill the vacancy for the remainder of the term, subject to approval by the Board of Directors.
2. Duties & Procedures. The Nominating Committee shall annually nominate the Officers, the Affiliate Representative to the Governing Council of the American Public Health Association, Directors, and Nominating Committee Members to be elected at the Annual Meeting of the Members. Announcement of the slate prepared by the Nominating Committee shall be published and distributed to the Members at least fourteen days prior to their Annual Meeting. The report of the Nominating Committee shall be placed before the Members for adoption at the Annual Meeting, but nominations shall also be entertained from the Members present at the meeting. The Nominating Committee will prepare secret ballots in advance for use by Members in case of contested elections.

### B. **Executive Committee.**

1. Duties. The Executive Committee shall:
  - a. Monitor the Association's progress in meeting goals set by the Board of Directors from time to time and advise the Executive Director;
  - b. Coordinate the Board of Directors and its committees in fulfillment of such goals;
  - c. Have full authority to act in the place and with the authority of the Board of Directors subject to the limitations of law, the Articles of Organization and the discretion of the Board of Directors. Such actions shall be subject to review and approval by the Board of Directors from time to time, in the discretion of the Board of Directors. The Executive Committee may conduct such actions through meetings, phone calls, or electronic communications.

- d. Meet at least twice per year, at such time and place as the Chair may determine; and
- e. Carry out such duties as the Board of Directors may delegate to it from time to time.

2. Members of the Committee. The President, President-elect, Vice President, the Treasurer and the Executive Director shall be members of the Executive Committee. Any other members of the Executive Committee shall be elected by the Board of Directors for one year terms. The Executive Director shall be a non-voting member. Any Director who is not a member of the Executive Committee may attend meetings as a non-voting participant.

### **C. Audit and Finance Committee.**

1. Duties. The Audit and Finance Committee shall:
  - a. Work with the Executive Director to prepare the annual budget of the Association, study its financial status, plan for its current and long-term financial success, and make recommendations regarding these matters to the full Board; and
  - b. Carry out such other duties and responsibilities as the Board of Directors or the Executive Committee may request of it from time to time.
2. Members of the Committee. The Audit and Finance Committee shall consist of the Treasurer, who shall serve as Chair, the President-Elect, and at least three additional members appointed by the President to serve one year terms.

### **D. Development Committee**

1. Duties. The Development Committee shall:
  - a. Work with the Executive Director to make recommendations regarding fundraising to the full Board; and
  - b. Carry out such other duties and responsibilities as the Board of Directors or the Executive Committee may request of it from time to time
2. Members of the Committee. The Development Committee shall consist of a Chair, who is a member of the Board of Directors appointed by the President. The President shall also appoint at least two additional members to serve on the Committee.

### **E. Other Committees.**

The Board of Directors, by vote of at least a majority of the Directors then in office, may establish Standing or *Ad Hoc* committees to carry out the goals and objectives of the Association. The President shall appoint the chair of each committee with the approval of the Board of Directors. Each of the other committees will be comprised of three (3) or more Directors of the Association, as well as Members in good standing of the Association, as the Board of Directors may from time to time determine necessary or advisable, and the Board of Directors may delegate, to the extent permitted by law, the Articles of Organization or these By-Laws, such

powers and duties thereto as the Board of Directors may deem advisable. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee. Any committee may, subject to the approval of the Board of Directors, make further rules for the conduct of its business. However, unless otherwise provided by vote of the Board of Directors or by rules established by the Board of Directors, the business of any committee shall be conducted as nearly as possible in the same manner, including without limitation, the power to act by unanimous written consent and to conduct meetings by telephone conference, as is provided in these By-Laws for the Board of Directors. The members of any such committee shall remain in office at the pleasure of the Board of Directors.

### **ARTICLE VII: ADVISORS**

The Board of Directors may designate certain persons or groups of persons as one or more categories of sponsors, benefactors, contributors, advisors or friends of the Association or such other title as they deem appropriate (“Advisors”). Advisors may include Board of Directors emeriti, prospective Board members, policy experts, Section leaders, Members of the Association, and leaders from the political, community, labor, religious, legal, and business communities. Advisors shall serve in an honorary capacity for such term as the Board of Directors may determine. Advisors may be invited to participate in meetings of the Board of Directors or any Committees thereof, provided that Advisors shall have no voting rights or other role in governance of the Association. The Board of Directors shall annually approve members of the Advisory Board of Directors and may change the Advisory Board of Directors’s composition and function as appropriate to advance the purposes and goals of the Association. The Association may require an Advisor to sign a confidentiality agreement before the Advisor may commence service as an Advisor.

### **ARTICLE VIII: MEMBER SECTIONS**

- A. Generally.** The Association may establish Sections that reflect the major fields of interest of the Members. The Sections may develop special activities and programs to advance the interests of their members, consistent with the purposes of the Association. Any Member may affiliate with and participate in more than one Section.
- B. Composition; Termination.** Twenty-five (25) Members of the Association may petition the Board of Directors to form a Section. A Section may be terminated by vote of the Board of Directors if fewer than twenty-five (25) Members are affiliated with it or if it fails to conduct activities for a period of two years.
- C. Leadership.** Section Officers, including a Section Chair and such other officers as the Section may from time to time deem advisable, may be elected from among the members of each Section, by a majority vote of its members, for terms of one year. Section Officers shall have administrative powers only with respect to their respective Sections, and shall not be agents of the Association or capable of binding the Association in any way without express Board of Directors approval. Section members may determine schedules and

protocols to conduct elections, fill vacancies in their leadership, and conduct business using democratic values and procedures.

- D. Section Meetings.** Sections may meet periodically to address Section business, discuss issues, formulate positions and policy recommendations for submission to the Board of Directors for consideration and develop programs related to their professional disciplines and interests consistent with Association purposes.

#### **ARTICLE IX: AMERICAN PUBLIC HEALTH ASSOCIATION**

The Association shall affiliate with the American Public Health Association (the “APHA”). The Association’s Affiliate Representative to the Governing Council (the “ARGC”) of the APHA shall be elected annually at the Annual Meeting of Members, and shall hold such position for up to three (3) successive terms of one (1) year each. The President shall appoint an alternate if the elected ARGC is unable to represent the Association at the annual meeting of the APHA. The ARGC and alternates shall be members in good standing of the APHA and Members in good standing of the Association. Following the annual meeting of the APHA Governing Council, the ARGC or alternate shall present a summary report of proceedings to the Association’s Board of Directors.

#### **ARTICLE X: FISCAL YEAR**

The fiscal year of the Association shall be April 1 to March 31.

#### **ARTICLE XI: ORGANIZATIONAL STATUS AND ACTIVITIES**

Notwithstanding any other provisions of these articles, the Association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

No part of the net earnings of the Association shall inure to the benefit of any Member, trustee, director, officer of the Association, or any private individuals (except that reasonable compensation may be paid for services rendered to or for the Association), and no Member, Director, trustee, officer of the Association or any private individual shall be entitled to share in the distribution of any of the Association’s assets on dissolution of the Association.

No substantial part of the activities of the Association shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

In the event of dissolution, all of the remaining assets and property of the Association shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding

provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Judicial Court of the Commonwealth of Massachusetts.

In any taxable year in which the Association is a private foundation as described in IRC509(a), the Association shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the Association shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain any excess business holdings as defined in IRC 4943(C), (c) make any investments in such a manner as to subject the Association to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

Subject to the foregoing, the Association shall have all the powers and privileges of a non-profit corporation organized and operating under the laws of the Commonwealth of Massachusetts.

## ARTICLE XII: TRANSACTIONS WITH INTERESTED PERSONS

The Association may enter into contracts and transact business with one or more of its Directors or Officers or with any corporation, organization or other concern in which one or more of its Directors or Officers are directors, officers, stockholders, partners or otherwise interested; and, in the absence of fraud, no such contract or transaction shall be invalidated or in any way affected by the fact that such Directors or Officers of the Association have or may have interests which are or might be adverse to the interest of the Association *unless*, for so long as the Association is a private foundation described in section 509 of the Internal Revenue Code of 1986, as amended (the “Code”), such contract or transaction constitutes an act of self-dealing prohibited by section 4941 of the Code. Notwithstanding the foregoing, subject to the Articles of Organization and applicable law, the Board of Directors shall adopt a Conflict of Interest Policy covering the Association’s substantial contributors, Directors, Officers and such other employees as shall be specified in the Policy.

## ARTICLE XIII: INDEMNIFICATION

**A. Generally.** To the extent legally permissible, including to the extent that the status of the Corporation as exempt from federal income tax under Section 501(c)(3) of the Code, is not affected thereby, the Corporation shall indemnify each person who may serve or who has served at any time as a Director or Officer of the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, a proceeding authorized by at least a majority of the full Board of Directors, or a proceeding that seeks a declaratory judgment regarding his or her own conduct); *provided* that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable

belief that his or her action or omission was in the best interests of the Corporation.

- B. Scope of Indemnity.** Such indemnification may, to the extent authorized by the Corporation, include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment. The payment of any indemnification shall be conclusively deemed authorized by the Corporation under this Article if:
- a. The payment has been approved or ratified by at least a majority vote of a quorum of the Directors consisting of persons who are not at that time parties to the proceeding; or
  - b. The action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the Directors; or
  - c. The Directors have otherwise acted in accordance with the standard of conduct applied under Chapter 180.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a Director, Officer or other person entitled to indemnification hereunder.

- C. Additional Rights.** The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which such Director or Officer or other persons may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Corporation employees or agents other than Directors and Officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.
- D. Exceptions.** No indemnification, reimbursement or other payment may be made under this Section with respect to penalties imposed under section 4958 of the Code to the extent such indemnification, reimbursement or other payment would cause the total compensation of a person to exceed “reasonable compensation,” as defined in the Treasury Regulations to the Code and as determined by the Board of Directors. To the extent that any such payment is made, the amount of such payment may be reduced by any amount determined to exceed reasonable compensation. Any such reduction shall be determined by the Board of Directors. Further, if at any time the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in section 4941(d) or section 4945(d), respectively, of the Code.

#### **ARTICLE XIV: AMENDMENTS TO THE BY-LAWS**

The Association’s By-Laws may be amended or repealed by (i) a majority vote of the Members participating in any duly called meeting of the Members, provided that the text of the proposed amendment(s) shall accompany notice of such meeting; or (ii) written consent of a majority of the Members.

Amendments to the By-Laws may be proposed by Members of the Association or by an *ad hoc* or standing Committee appointed by the Board of Directors. Such proposed amendments shall be submitted to the Board of Directors for approval prior to submission to the Members for adoption.

#### **ARTICLE XV: ANTI-DISCRIMINATION STATEMENT**

The Association shall not discriminate based on any class of persons protected by state or federal law.

*These Amended and Restated By-Laws approved by the Board of Directors on October 27, 2017 and adopted by the Members at the Association's 2017 Annual Meeting on November 29, 2017.*

Attest:

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Jessica Collins, President  
November 29, 2017