Association of Independent Living Groups, Inc (AILG) Bylaws: Proposed Updates
Not updated since 2007 (when filed)
Commentary and redline version

High-level summary of general changes:
• Ensure the updated bylaws reflect what we actually are doing
• Clean up language, punctuation and abbreviations, and eliminate redundant or confusing language
• Replace gendered language
• Ensure the bylaws reflect modern methods of meeting and communication (e.g., email, videoconferencing, hybrid options)
• Add new Articles covering Conflict Of Interest, Indemnification, Personal Liability and Non-Discrimination as is best practice in non-profit governance

Article 1 Section 2 Summary: Language streamlined to reflect when we may have meetings and eliminate unnecessary confusing or redundant language.

Article 1 Section 4 Summary: Updated to reflect that we conduct both fully virtual and hybrid meetings

Article 1 Section 5:
Updates to reflect modern methods of communication, actual practice in timing of notification, and specifying that each member organization must provide a current email address to be used for communication.

Article 1 Section 6: No substantive changes

Article 1 Section 7 Summary: Member organizations are responsible for identifying who will cast the vote for their organization; the AILG will no longer collect or track written authorizations.

Article 1 Section 8: Reference to quorum eliminated because it was incorrect ("one half") and the quorum for voting is addressed in section 6.

Article 2 Section 7: Updated to indicate that the Directors must hold an annual meeting to select officers; eliminates requirement that it occur "immediately" after the annual meeting of the member organizations.

Article 2 Section 8: Elimination of confusing language about meetings for the Directors.

Article 2 Section 9: Streamlined language

Article 2 Section 10: Eliminates details around how notices are delivered. Eliminates references to Assistant Secretary (historically an unfilled role)

Article 2 Section 11: Streamlined language
Article 2 Section 13: Updated to reflect the names of the currently existing standing committees

Article 2 Section 15: Streamlines language and updated to reflect actual practices: Committees select their chairs and are responsible for their own responsibilities and goals. Specifies that Board of Directors shall "affirm the selection" of the committee for its chair. Also, clearly states that a committee cannot bind the Corporation to a specific action without a vote of the Board of Directors.

Article 3 Section 10: Elimination of overly detailed and confusing language re: duties

Article 3 Section 11: Specifies that the Secretary is responsible for maintaining the records of the Corporation either physically or in "other document storage". Specifies that a temporary secretary may take the minutes if the secretary is absent.

Article 3 Section 12: Eliminates excessive detail around the role of Assistant Secretary

Article 3 Section 13: Eliminate entire section; redundant with prior several sections

Article 4: Changed to reflect current practice of online document storage

Articles 9, 10, 11, 12: New additions to reflect current best practices in non-profit governance regarding COI, indemnification of officers, personal liability, and non-discrimination

Article 13: Eliminates language that suggests that the Directors can make, amend, or repeal a bylaw provision. Bylaw amendments can only be adopted by vote of member organizations.
BY-LAWS
of the
ASSOCIATION OF INDEPENDENT LIVING GROUPS, INC.

ARTICLE I
Members

Section 1. Membership. Membership shall be open only to those corporations, partnerships, trusts or other entities (hereinafter sometimes collectively referred to as "member organizations") that are primarily engaged in the leadership and support of independent living groups of students of the Massachusetts Institute of Technology within the Commonwealth of Massachusetts (collectively comprised of and also known as fraternities, sororities, and independent living groups (FSILGs) or the FSILG community). All existing entities that are member organizations of the unincorporated Association of Independent Living Groups of Massachusetts Institute of Technology as of December 31, 2007 shall be invited to join the Association of Independent Living Groups, Inc. (the “Corporation”) as member organizations without further review and approval through December 31, 2008. Thereafter, all such prospective member organizations recommended shall be approved and elected as member organizations in the corporation by a two-thirds vote of those member organizations who are present and voting at such annual or special meeting of the member organizations, following a screening process defined by the member organizations. Should any of the aforementioned entities cease to be engaged in the leadership of independent living groups at the Massachusetts Institute of Technology for a period longer than one year, and have no intention of re-establishing, then such entity shall cease to be a member organization. Member organizations may revoke their membership by written notice to the Secretary of the Corporation which after sixty (60) days receipt thereof shall be final and binding. The unanimous vote of the Board of Directors or a two-thirds vote of those member organizations that are present and voting at such annual or special meeting, may revoke a membership effective immediately.

Section 2. Annual Meeting. The annual meeting of the member organizations shall be held in either May or the month of June each year or such other date as shall be fixed by the Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-Laws, may be specified by the member organizations, Directors or the Chair in the notice of meeting. Each annual meeting shall however include as stated purposes; the election of the Board of Directors, the election of the Ombudspersons, and the approval of the Corporation budget for the ensuing fiscal year, and may include other agenda items of relevance and interest to the member organizations in the notice of meeting. In the event that no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

Section 3. Special Meetings. Special meetings of the member organizations may be called by the Chair or by the Directors and shall be called by the Secretary, or in case of the death,
absence, incapacity or refusal of the Secretary, by any other officer, upon written application of member organizations representing at least ten percent of the smallest quorum of member organizations required for a vote upon any matter at the annual meeting of member organizations. These meetings may also be called "plenary meetings."

Section 4. Place of Meetings. All meetings of member organizations shall be held at the principal office of the Corporation, currently on the premises of Massachusetts Institute of Technology, 77 Massachusetts Avenue, Cambridge, MA, unless a different place (within the United States) is specified in the notice of the meeting. All meetings may also be conducted in either a hybrid or fully virtual manner.

Section 5. Notices. Seven (7) days notice via first class mail, electronic delivery or telephonic notice shall be given of all meetings of the membership, stating the date, time and place of such meeting; place, day and hour of all meetings of member organizations notice shall be given by the Secretary or Assistant Secretary (or the person or persons calling the meeting), at least ten days before the meeting (or Notice may also be posted online in a vehicle accessible to all member organizations. Less than seven (7) ten days notice may be given, provided there are no objections to such notice by more than one-fourth of the member organizations within the period ending two weeks after the meeting.) Notice will be provided to each member organization entitled to vote thereat and to each member organization who, by law, the Articles of Organization, or these Bylaws, is entitled to such notice, by leaving such notice with them or her or at their or his or her residence or usual place of business, or by mailing it, postage prepaid or by electronically mailing it, to the member organization, with email receipt confirmed, and addressed to such member organization at their or his or her legal or email address as it appears in the record of the books of the corporation. Such notice, if the meeting is called otherwise than by the Secretary, may be a copy of the call of the meeting. Such notice given by the Secretary shall constitute a call of the meeting by them or her. Notices of all meetings of member organizations may/or shall state the purposes for which the meetings are called. Each member organization is responsible for providing an appropriate email address to the Secretary of the Corporation or their designee.

Additionally, thirty (30) days notice to member organizations is required for copies of proposed Articles of Organization and Bylaw changes, must be provided to the member organizations at least thirty days before the meeting, copies of proposed fiscal year budgets, must be provided to the member organizations at least thirty days before the meeting and notice of meetings where nominations and elections are scheduled. must be provided to the member organizations at least thirty days before the meeting along with said notices.

No notice need be given to any member organization if a written waiver of notice, executed before or after the meeting by the member organization or their or her attorney, thereunto authorized is filed with the records of the meeting.

Section 6. Quorum. Unless the Articles of Organization or these Bylaws otherwise provide, a quorum meeting of member organizations, a quorum for the transaction of business shall consist of
one or more duly authorized individuals appearing in person or virtually and representing a majority of the member organizations of the Corporation entitled to vote, unless the Articles of Organization or these Bylaws otherwise designate. provided that a quorum shall have power to adjourn the meeting from time to time.

Section 7. Voting and Written Authorizations to Vote. Each member organization entitled to vote at a meeting shall have one vote. The vote of each member organization shall be only made by that person who is duly authorized in writing by the member organization to vote on behalf of the member organization or by a successor to that person who has been duly authorized in writing by such person to vote on behalf of the member organization and in their absence. Such person may also be referred to as a "representative." Member organizations or duly authorized persons representing the member organization may only vote at a meeting in person or via virtual attendance and may cast only one vote. No authorization to vote on behalf of the member organization shall be valid after the final adjournment of such meeting. Written authorizations to vote shall be filed with the Secretary before being voted at any meeting or any adjournment thereof. A written authorization to vote purportedly executed by or on behalf of a member organization shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

Section 8. Action at Meeting. Action of the member organizations on any matter, including the adoption of operating rules, procedures and policies, properly brought before a meeting shall require, and may be effected by, the affirmative vote of a majority of the member organizations present or represented and voting on such matter, except where a different vote is required by law, the Articles of Organization or these Bylaws. In matters regarding Bylaw changes or amendments, repeal of decisions made by the Board of Directors, revocation of the membership of any member organization submitted by the Board of Directors for revocation and approval of operating rules or resolutions submitted by the Board of Directors, a two-thirds vote of the member organizations present or represented and voting on such matters shall be required. In matters regarding Articles of Incorporation changes or amendments thereto, a three-quarter vote of the member organizations present or represented and voting on such matters shall be required.

In all matters properly brought before a meeting for vote a quorum (as defined in Section 6) of member organizations shall be required for action to be taken on such matters. A quorum for action on any matter shall constitute one-half of all voting member organizations of the corporation. Any vote by member organizations shall be determined by a plurality of the votes cast by the member organizations entitled to vote at the meeting. No written vote or ballot shall be required for such vote unless requested by a member organization present or represented at the meeting and entitled to vote on the matter. The meetings shall be chaired by the Chair of the Corporation who shall conduct the meeting, or another designee from among the Directors appointed by them in their absence.

Section 9. Action Without Meeting by Written Consent. Any action by member organizations may be taken without a meeting if a majority (or such greater amounts as enumerated above on
certain matters) of all member organizations entitled to vote on the matter and who also constitute a quorum for action to be taken on such matters consent to the action by a writing filed with the records of the meetings of member organizations. Such consent shall be treated for all purposes as a vote at a meeting.
ARTICLE II
Directors

Section 1. Powers. The Board of Directors, subject to any action at any time taken by the member organizations of the Corporation, shall have the entire charge, control and management of the Corporation and its property and may exercise all or any of its powers.

Section 2. Number and Election. Except as otherwise provided by these Bylaws or in the Articles of Organization, the number of Directors that shall constitute the whole Board of Directors shall be fixed at six and the Directors shall be elected by the member organizations at the annual meeting. The Directors need to be affiliated with a member organization yet need not be the authorized person to vote on behalf of a member organization. The Directors shall annually elect one of them to act as Chair for the ensuing year.

Section 3. Vacancies. Any vacancy at any time, existing in the Board of Directors may be filled for the remaining term by the Board of Directors at any meeting. The member organizations having voting power may further, at a special meeting called within thirty days after a successor Director is chosen by the Board of Directors, at least in part for the purpose, choose a successor to a Director whose office has become vacant, and the person so chosen shall displace any successor chosen by the Board of Directors.

Section 4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these Bylaws, Directors shall hold office for three year overlapping terms and until their successors are chosen and qualified. In order to create overlapping terms the initial Directors have been appointed with overlapping terms of one to three years so that two Directors shall be elected at each annual meeting to serve for successive three years terms.

Section 5. Resignation. Any Director may resign by delivering their written resignation to the Corporation at its principal office or to the Chair or Secretary by electronic delivery. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. Removal. A Director may be removed from office with or without cause by vote of a two-thirds majority vote of the member organizations entitled to vote in the election of Directors. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove them. Cause shall include gross and willful misconduct including the following: performing any act of dishonesty in rendering services as a Director, including falsification of records, expenses accounts or other reports; Director's conviction, whether by judgment or plea, of any crime which constitutes a felony or which constitutes a misdemeanor involving violence, fraud, embezzlement, theft, or business activities and conduct engaged in by Director which is injurious (other than to an immaterial extent) to the Corporation and which is either willful or grossly negligent.
Section 7. Annual Meeting. The Directors shall hold an annual meeting for the purpose of selecting the Chair and other officers. Immediately after each annual meeting of member organizations, or the special meeting held in lieu thereof, and at the place thereof, if a quorum of the Directors is present, there shall be a meeting of the Directors without notice; but if such a quorum of the Directors is not present, or, if present, does not proceed immediately thereafter to hold a meeting of the Directors, the annual meeting of the Directors shall be called in the manner hereinafter provided with respect to the call of special meetings of Directors.

Section 8. Regular Meetings. Regular meetings of the Directors may be held at such times and places as shall from time to time be fixed by operating rules or resolutions of the Board and no notice need be given of regular meetings held at times and places so fixed, provided, however, that any operating rules or resolutions relating to the holding of regular meetings, the approval process for new member organizations, the revocation process of old member organizations, and such other matters of corporate governance not otherwise provided for in the Bylaws, Articles of Incorporation or by law shall remain in force only until the next annual meeting of member organizations, or the special meeting held in lieu thereof. and that if at any meeting of Directors, at which a resolution is adopted fixing the times or place or places for any regular meetings, any director is absent, no meeting shall be held pursuant to such resolution until either each such absent Director has in writing or by electronic mail approved the resolution or ten days have elapsed after a copy of the resolution certified by the Secretary has been mailed, postage prepaid, addressed to each such absent Director at their his or her last known home or business address. All regular and special meetings of the Board of Directors shall be open to all individuals eligible to be present at member organization meetings unless the Board of Directors vote to close the meeting to only Directors.

Section 9. Special Meetings. Special meetings of the Directors may be called by the Chair, by the Secretary, by the Assistant Secretary, or by any two Directors, or by one Director in the event that there is only one Director, and shall be held at the place designated in the notice or call thereof.

Section 10. Notices. Notices of any special meeting of the Directors shall be given to each Director by the Secretary or Assistant Secretary via mail, email, telephone, or in person at least 48 hours prior to the meeting. (a) by mailing to them him or her, postage prepaid, and addressed to them him or her at their his or her last known home or business address, as registered on the books of the corporation, or if not so registered at their his or her last known home or business address, a written notice of such meeting at least four days before the meeting or (b) by delivering such notice of such meeting by hand, facsimile transmission, or electronic mail to them him or her at least 48 hours before the meeting at such address, or (c) by giving notice to such Director in person or by telephone at least 48 hours in advance of the meeting. Such notice, if the meeting is called otherwise than by the Secretary or Assistant Secretary, may be a copy of the call of the meeting and if the meeting is not so otherwise called, such notice given shall constitute a call of the meeting by them him or her. If the Secretary or Assistant Secretary refuses or neglects for more than 24 hours after receipt of a call to give notice of such special meeting, or if the offices of Secretary and AssistantSecretary are vacant or the Secretary and Assistant Secretary are
absent from the Commonwealth of Massachusetts or incapacitated, such notice may be given by the officer or one of the Directors calling the meeting. Notice need not be given to any Director if a written waiver of notice, executed by them him or her before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to them him or her. A notice or waiver of notice of a Directors’ meeting need not specify the purposes of the meeting.

Section 11. Quorum. At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business. Any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of Directors present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

Section 12. Action at Meeting. At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these Bylaws. Each Director shall have one vote and in cases of tie votes by the Directors, the Chair’s vote shall be entitled to a second vote to break the tie if they he or she so chooses. The meeting shall be chaired by the Chair of the Corporation who shall conduct the meeting, or their designee from among the other Directors in their absence.

Section 13. Standing Committees. The standing committees shall include: the Facilities Committee, the Finance and Insurance Committee, the Peer Visit Program Accreditation Committee, and the Nominations and Credentials Committee. The Directors shall have the power to fill vacancies in or change the membership of any such committee. The member organizations shall have the power to merge or disband any such committee by amending these Bylaws.

Section 14. Ad Hoc Committees. The Directors may, by vote of a majority of the number of Directors then in office, establish such committees as may be required to assist the Directors in their management and control of the Corporation. The Directors shall have the power to fill vacancies in, change the membership of, and merge or disband any such committee.

Section 15. Committees. Any member organization may serve on these committees by requesting to serve and shall then serve upon appointment of the Board of Directors for an annual term. The Chair of each committee shall be by appointment each year by the Board of Directors, after considering nominations proposed by the committee. The Chair of each committee shall be elected by the Committee members and the Board shall affirm the selection. The Board shall be authorized to delegate to these committees some or all of their powers except those which by law, the Articles of Organization or these Bylaws they are prohibited from delegating. Each committee will develop the responsibilities and goals it hopes to achieve and these responsibilities and goals shall be annually approved by the Board of Directors. Except as the Board of Directors may otherwise determine, any such committee
may make rules for the conduct of its business and, but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided by these Bylaw/By-Laws for the Directors. Committees shall have no power to bind the Corporation with respect to any action without a specific vote of the Board of Directors.

Section 16. Ombudspersons. The Ombudspersons shall be chosen annually by the member organizations who are affiliated in distinct voting groups at their annual meeting. Each member organization may belong to only one voting group. Each voting group may elect one Ombudsperson by majority vote of those member organizations comprising a voting group who are present and eligible to vote. Any member organization or affiliated individual may request that an Ombudsperson consider whether the written Bylaw/By-laws or policies are being followed, whether traditions are being violated, or whether officers, Directors, or employees are failing to communicate. An Ombudsperson may access any records, officers, Directors, or employees of the Corporation. An Ombudsperson may present or publish the results of their investigation to the complainant, the involved parties, the Board of Directors, or to any of the member organizations. An Ombudsperson may call a special meeting of the Board of Directors or the member organizations.

Section 17. Remote Meeting Participation. Board of Directors and Committees may hold regular and special meetings that utilize electronic means such as telephone conference calls, video conferences, or other meeting technologies, provided that subject to the following: A majority of the board members or committee members shall have access to the utilized electronic meeting technology, as verified by their response to a notice calling for a particular meeting. This majority shall constitute the quorum for the meeting and, once established, shall be assumed present until the meeting is adjourned. The technology used shall allow the members full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting. The affirmative vote of a majority of the quorum shall be the minimum vote needed for adoption of any motion, unless for non-electronic meetings a greater majority is specified for that type of motion by the Bylaw/By-Laws or other established operating procedures. Procedural rules related to the conduct of electronic meetings shall be established by the Board of Directors.
ARTICLE III
Officers

Section 1. Enumeration. The officers of the Corporation shall be a Chair, Vice Chair, a Treasurer, a Secretary, and other officers as may from time to time be determined by the Directors. The Board of Directors shall also elect one of its Directors to the office of Chairman (Chair) of the Board and from time to time define the powers and duties of that office.

Section 2. Election and Vacancies. The Chair, Vice Chair, Treasurer and Secretary shall be elected annually by the Directors at their meeting following the annual meeting of member organizations, or the special meeting held in lieu thereof. Other officers may be chosen by the Directors at such meeting or at any other meeting. Any vacancy at any time existing in any office may be filled by the Directors at any meeting and such successor in office shall hold office for the unexpired term of his or her predecessor.

Section 3. Qualification. The Chair must be the Chairman of the Board of Directors. The Vice Chair, Treasurer and Secretary must be members of the Board of Directors. All other officers need not be Board of Director members. Any two or more offices may be held by the same person. The Secretary shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Directors to give bond for the faithful performance of his or her duties to the corporation in such amount and with such sureties as the Directors may determine. The premiums for such bonds must be paid by the corporation, if a bond is requested.

Section 4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these Bylaws, each of the Chair, Vice Chair, Treasurer and Secretary shall hold office until the first meeting of the Directors following the next annual meeting of member organizations, or the special meeting held in lieu thereof, and thereafter until his or her successor is chosen and qualified. Other officers shall hold office until the first meeting of the Directors following the next annual meeting of member organizations, or the special meeting held in lieu thereof, unless a shorter term is specified in the vote choosing or appointing them.

Section 5. Resignation. Any officer may resign by delivering his or her written resignation to the Corporation at its principal office of official mailing address or electronically or to the Chair or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. Removal. The Directors may remove any officer appointed by the Directors with or without cause (as otherwise defined herein) by a vote of a majority of the entire number of Directors then in office; provided, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.
Section 7. Chair. The Chair when present shall preside at all meetings of the member organizations and of the Directors. They shall be the chief executive officer of the Corporation except as the Board of Directors may otherwise provide. It shall be their duty and they shall have the power to see that all orders and resolutions of the Directors are carried into effect. They shall from time to time report to the Directors all matters within their knowledge which the interests of the Corporation may require to be brought to its notice. The Chair shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 8. Vice Chair. In the absence or unavailability of the Chair, they powers and duties shall be performed by the Vice Chair. The Vice Chair shall have such other powers and perform such other duties as the Directors shall from time to time designate.

Section 9. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of accounts. They shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide. They shall promptly render to the Chair and to the Directors such statements of transactions and accounts as the Chair and Directors respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 10. Assistant Treasurers. An Assistant Treasurer may be appointed by the Directors to assist in the performance of the duties of the Treasurer. In the absence or unavailability of the Treasurer, their powers and duties shall be performed by one of the Assistant Treasurers, if only one, or, if more than one, by the one designated for the purpose by the Directors. Each Assistant Treasurer shall have such other powers and perform such other duties as the Directors shall from time to time designate.

Section 11. Secretary. The Secretary shall, except as the Directors may otherwise provide, record and maintain or cause to be maintained all records of votes and proceedings of the meetings of Directors and member organizations in books or other document storage kept for the purpose. If the Secretary is absent from any meeting, a temporary Secretary shall exercise the duties of the Secretary at the meeting. All votes and proceedings of the meetings of the member organizations and, if there be no Secretary or Assistant Secretary, of the Directors at their meetings. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 12. Assistant Secretaries. An Assistant Secretary may be appointed by the Directors to assist in the performance of the duties of the Secretary. In the absence of the Secretary from any meeting of the member organizations or, if there be no Secretary or Assistant Secretary, from any meeting of the Directors, a Temporary Secretary, the Assistant Secretary, if one be elected, or, if there be more than one designated for the purpose by the Directors, otherwise a Temporary Secretary designated by the person presiding at the meeting, shall perform the
Each Assistant Secretary shall have such other powers and perform such other duties as the Directors may from time to time designate.

Section 13.- Secretary and Assistant Secretaries. If a Secretary is elected, they or she shall keep a record of the meetings of the Directors and in their absence, an Assistant Secretary, if one be elected, or, if there be more than one, the one designated for the purpose by the Directors, otherwise a Temporary Secretary designated by the person presiding at the meeting, shall perform the duties of the Secretary. Each Assistant Secretary shall have such other powers and perform such other duties as the Directors may from time to time designate.
ARTICLE IV
Inspection of Records

Books, accounts, documents and records of the Corporation shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, Bylaws and records of all meetings of the incorporators and member organizations, and membership records which shall contain the names of all member organizations and their record addresses, shall be kept in Massachusetts at the principal office of the Corporation, or at an office of the Secretary or the resident agent, if any, of the Corporation. Said copies and records need not all be kept in the same office. Copies of documents may be stored in an online repository. They shall be available at all reasonable times for inspection by any member organization for any proper purpose but not to secure a list of member organizations or other information for the purpose of 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 organization, relative to the affairs of the corporation.
ARTICLE V
Checks, Notes, Drafts and Other Instruments

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Corporation may be signed by any officer or officers or person or persons authorized by the Directors to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.

ARTICLE VI
Seal

The seal of the Corporation shall be circular in form, bearing its name, the word "Massachusetts," and the year of its incorporation. The Treasurer shall have custody of the seal and may affix it (as may any other officer if authorized by the Directors) to any instrument requiring the corporate seal.

ARTICLE VII
Fiscal Year

The fiscal year of the Corporation shall be the year ending with June 30 in each year.

ARTICLE VIII
Parliamentary Procedures

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order which the Corporation may adopt.

ARTICLE IX
Conflict of Interest

Disclosure and Recusal. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, the affected person shall (a) fully disclose the nature of the interest and (b) recuse themself from discussion or lobbying on the matter and (c) absent themself from any meeting where such matter may be discussed or voted upon. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, recusal and rationale for approval. The Board shall be authorized to adopt a Conflict of Interest Policy consistent with the intent and purposes of this Article IX.

Article X
Indemnification
Section 1. Indemnification for Officers. The Corporation shall, to the extent legally permissible, indemnify each person who serves or has served as a Director or Officer of the Corporation, and each person who is or was serving at the request of the Corporation against all liabilities, costs and expenses (including, without limitation, amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements) reasonably incurred by or imposed upon such person 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 such person being or having been such an Officer, Director, or by reasons 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 such person's action was in the best interest of the Corporation or, if applicable, the other organization of which such person is or was serving as an officer or trustee at the Corporation's request. Expenses including, without limitation, counsel fund disbursements so incurred by any such person in defending any such person in any such action, suit or proceeding, may be paid from time to time by the Corporation 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.

Section 2. Insurance. By action of the Board, notwithstanding any interest of the Directors in such action, the Corporation may purchase and maintain insurance, in such amounts as the Board may from time to time deem appropriate, on behalf of any person who is or was a Director, Officer, employee or other agent of the Corporation.

Article XI
Personal Liability

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

Article XII
Non-Discrimination

It is the policy of the Corporation to provide equal employment opportunities to all employees and qualified applicants for employment without regard to race, color, religion, gender identity, gender expression, sexual orientation, national or ethnic origin, age, pregnancy, disability, genetic information, or status as a covered veteran in accordance with applicable federal and
state law. To this end, the Corporation shall comply with all applicable federal and state laws governing non-discrimination in employment.

This policy shall apply to all terms and conditions of employment, including, but not limited to, recruitment, recruitment advertising, hiring, placement, promotion, termination, leaves of absence, compensation and training. In addition, the Corporation expressly prohibits any form of unlawful employee harassment based on race, color, religion, gender identity, gender expression, sexual orientation, national or ethnic origin, age, pregnancy, disability, genetic information or status as a covered veteran in accordance with applicable federal and state law.

Article XIII
Amendments

These BylawByLaws may at any time be amended by vote of two-thirds of the member organizations, provided that notice of the substance of the proposed amendment is stated in the notice of the meeting and provided to the member organizations at least thirty days prior to the meeting. Not later than the time of giving notice of the meeting of member organizations next following the making, amending or repealing by the Directors of any BylawByLaw, notice thereof stating the substance of such change shall be given to all member organizations entitled to vote on amending the BylawByLaws. Any BylawByLaw adopted, amended or repealed by the Directors may be amended or repealed by the member organizations.