



## South Boston Association of Non-Profits

### Board of Directors Commitment Letter

I \_\_\_\_\_ agree to support the mission of the South Boston Association of Non-Profits (SBANP):

*The mission of the South Boston Association of Non-Profits is to increase the vitality of our neighborhood by strengthening the connections between our non-profits, coordinating our efforts, and collectively advocating for all of South Boston.*

**By agreeing to serve on the Board, I am committing to:**

- Respect, uphold and model SBANP by-laws, process, values and commitments
- Attend all director meetings.
- Serve on at least one committee per year with regular meeting attendance and active participation.
- Stay informed and advocate for SBANP programs and South Boston community needs.
- Attend fund raising and other community events that benefit SBANP.

Committee(s) participation: (please check one or more)

- Finance & Grant Review
- Marketing and Public Relations
- Governance
- Ad Hoc (UMASS Partnership)

\_\_\_\_\_  
Signature of Board Member

\_\_\_\_\_  
Date



## **South Boston Association of Non-Profits**

### **Mission Statement**

#### *Mission Statement*

The SBANP seeks to increase the vitality of our neighborhood by strengthening the connections between our non-profits, coordinating our efforts, and collectively advocating for all of South Boston.

#### *This will be accomplished by...*

- Assessing the needs of South Boston and proactively responding to them,
- Collectively exploring new resources,
- On-going outreach to all SB non-profits, as well as other community and business leaders,
- Strengthening connections to service agencies in other neighborhoods throughout the city.

#### *The Needs of South Boston...*

While our conversation is a continuing one, we currently see three major areas of need in our community:

1. **Building Community** -- As South Boston changes, there is a need to build bridges between our increasingly diverse constituencies, to strengthen families, and to re-establish social networks.
2. **Education** -- This is a cradle to grave issue, and includes child care needs, after-school programs, academic enrichment, and the need to train our adults for better jobs.
3. **Housing** -- People of all income strata need access to housing in South Boston.



## **The Marketing and Public Relations Committee Charter**

The Committee shall be responsible to advise the Board on all matters relating to the marketing and public relations of the South Boston Association of Non-Profits (SBANP). The Committee will create an annual work plan and budget, as needed, that will promote the activities of the SBANP. The Committee's activities shall include but not be limited to:

1. Creating promotional materials such as logos, letterhead, stationary, etc.
2. Create a website and on-line calendar for SBANP and a plan to maintain and update it on a scheduled basis. The website will include an up-to-date directory of all SBANP Members.
3. Establishing a relationship with the local media venues to regularly report on and advertise the activities and events created and supported by SBANP.
4. Developing a communication strategy and schedule with regular mailings to the local elected officials to ensure their awareness of the goals, activities, and events of SBANP.

The Committee shall, as soon as practicable, elect a vice chair, establish an annual schedule of meeting, and delegate the responsibilities of meeting minutes, regular communications to committee members, and meeting planning. The Committee shall also develop for presentation to, and approval by, the Board, a list of annual goals and a work plan describing how the goals will be achieved. The Committee shall recruit additional members from the SBANP Board and General Membership, seeking individuals with suitable interests, background and experience, and in sufficient numbers so that the Committee is composed of no fewer than five active members.

The mission will be to keep a steady stream of media regarding SBANP activities and promote SBANP's story to the community.



### **Finance and Grant Review Committee Charter:**

The Committee shall be responsible to advise the Board on all matters relating to budgets, finance, and audits including policies and risk management. The Committee's activities shall include but not be limited to:

1. In conjunction with the President, prepare and present the annual budget to the Board and review and report to the Board, on a monthly or quarterly basis, with respect to income, expenditures, and consistency or deviation from budget.
2. Organize the receipt and management of fundraising revenue for SBANP.
3. Monitor and review the financial status and condition of the SBANP.
4. Arrange for an annual audit of the financial operations and report results of the audit to the Board.
5. Develop a policy by which requests from member agencies for SBANP to act as a coordinating agency or create a letter of support will be reviewed and acted upon.
6. Review, analyze and make recommendation to the Board concerning risk management and insurance.

The Committee shall, as soon as practicable, elect a vice chair, and establish a annual schedule of meetings. The Committee shall also develop for presentation to, and approval by, the Board, a list of annual goals and a work plan describing how the goals will be achieved. The Committee shall recruit additional members from the Corporation, seeking individuals with suitable interests, background and experience, and in sufficient numbers so that the Committee is composed of no fewer than five active members.



## **The Governance Committee Charter**

The Committee shall be responsible to advise the Board on all matters relating to its governance structure including the annual assessment of board composition, the development of a strategic recruitment plan, the review of descriptions of duties and responsibilities for new Board members, the development of a plan for the orientation for new board and corporation members and the continuing education of all members on their responsibilities. The Committee's activities shall include but not be limited to:

1. Analyze current Board make up and identify areas where particular expertise, background or other characteristics are needed.
2. Coordinate recruitment of new of Board members for nomination.
3. Interview prospective candidates, prepare a slate of candidates for the Board.
4. Develop long-term leadership succession plan, and planning process.
5. Establish Board of Directors Orientation Program:
6. Create a policy on term limits for Board of Director Members and Officers.
7. Develop a membership fee structure and collection policy.
8. Develop a communication and dissemination of information policy for emailings and mailings.
9. Establishing the relationship and roles of the South Boston Association of Non-Profits and its subcommittees (i.e. Hope and Recovery Committee, Ad Hoc Committees, etc.).

The Committee shall, as soon as practicable, elect a vice chair, and establish an annual schedule of meeting. The Committee shall also develop for presentation to, and approval by, the Board, a list of annual goals and a work plan describing how the goals will be achieved. The Committee shall recruit additional members from the Board, SBANP General Membership, and community, seeking individuals with suitable interests, background and experience, and in sufficient numbers so that the Committee is composed of no fewer than five active members.

**BY-LAWS**  
**OF**  
**THE SOUTH BOSTON**  
**ASSOCIATION OF NONPROFITS, INC.**

As Approved by the Board of Directors  
June 30, 2004

South Boston Association of Nonprofits, Inc.  
**BYLAWS**  
Approved June 30, 2004

EIN: 71-0969464

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**BY-LAWS  
OF  
THE SOUTH BOSTON ASSOCIATION OF NONPROFITS, INC.**

**ARTICLE I. General Provisions**

**Section 1. Name.** The name of the Corporation shall be The South Boston Association of Nonprofits, Inc.

**Section 2. Purpose.** The Corporation shall have the purposes set forth in its Articles of Organization, including the following:

- a. To increase the vitality of the South Boston community, including by: assessing its needs proactively; strengthening the connections among nonprofit organizations, service agencies, and community and business leaders; co-ordinating their efforts to serve the community; and providing a voice for South Boston organizations in other initiatives;
- b. To benefit the community of South Boston in furtherance of the charitable purposes of the General Members of the Corporation, including by raising funds and making grants to Member organizations or other organizations, or by funding programs and projects that serve the community of South Boston;
- c. To serve as a "supporting organization" as defined in §509(a)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), in support of the charitable purposes of the General Members, and to be supervised or controlled by or in connection with the General Members in furtherance of such purposes; and
- d. To engage in any other activities in furtherance of the foregoing purposes and any other activities that would be permitted under the Code to an organization that is organized and operated exclusively for exempt purposes, and is described in §501(c)(3) of the Code, including by making distributions to other organizations in furtherance of such charitable purposes.

**Section 3. Operation of the Corporation.** The Corporation shall at all times be operated exclusively in accordance with its purposes and its intended status as an organization exempt from tax under §501(c)(3) of the U.S. Internal Revenue Code (the Code). These By-laws shall be interpreted at all times consistently with the Corporation's purpose and status under §501(c)(3), and shall not be interpreted to authorize any actions inconsistent with such purposes or that would jeopardize such status under the Code.

**Section 4. Location.** The principal office of the Corporation shall be located at 521 East Seventh Street, South Boston, MA 02127. The Board may establish other offices and places of business in Massachusetts or elsewhere.

**Section 5. Fiscal Year.** Except as otherwise determined from time to time by the Board, the fiscal year of the Corporation shall end on June 30th of each year.

**Section 6. Execution of 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.

**Section 7. Corporate Records.** Books, accounts, documents and records of the corporation shall be open to inspection by any Director or Member at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the incorporators, Members and Directors, and records which shall contain the names of all Directors and their record addresses, shall be kept in Massachusetts at the principal office of the corporation, or at an office of the Clerk or the resident agent, if any, of the Corporation. Said copies and records need not all be kept in the same office.

**Section 8. Seal.** The seal of the Corporation shall be circular in form, bearing its name, the word "Massachusetts," and the year of its incorporation. The President or Treasurer may 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.

**Section 9. General Notice Provisions.** Notice of any meeting, event or information required under these By-laws may be given by any reasonable means, including electronic mail ("email"), fax, telegram or telex, mail, delivery by hand, telephone or voice mail recording, unless the recipient objects to the use of such means. Notice shall be deemed sufficient and received if sent via certified mail to the recipient, postage prepaid, and addressed to the recipient's address as registered on the books of the Corporation, or if not so registered, at the recipient's last known home or business address, at least seven days before the meeting or event in question. Unless otherwise provided in these By-laws, notices of meetings may but need not state the purposes for which the meetings are called. No notice of a meeting need be given to any person otherwise entitled thereto if such person attends a meeting without objecting to lack of notice prior to or at such meeting, or if a written waiver of notice from such person is filed with the records of the meeting.

## **ARTICLE II. Membership.**

**Section 1. Categories of Members.** The principal Members of the Corporation shall be the General Members and Associate Members. General Members shall be entitled to vote on the election of the Board of Directors of the Corporation and on all other matters. Associate Members shall not be entitled to vote on the election of the Board of Directors, but may vote at Membership meetings on all other matters. Except to the extent otherwise provided in these By-laws, the rights and responsibilities of General and Associate Members shall in all other respects be identical. The Board in its discretion may also establish additional categories of Membership, including Honorary or Advisory Members, subject to such terms and conditions as the Board shall establish, provided that, such additional categories of Members shall not be entitled to vote on any matter.

**Section 2. General Members.** An organization shall be a General Member of the Corporation if it meets the general membership requirements of the Corporation and is one of the following:

- a. An organization qualified under §501(c)(3) of the Code and described in §509(a)(1) of the Code;

b. An organization qualified under §501(c)(3) of the Code and described in §509(a)(2) of the Code;

c. An organization qualified under §501(c)(4) of the Code and meeting the "public support test" otherwise applicable to §501(c)(3) organizations under §509(a)(2) of the Code; or

d. An organization qualified under §501(c)(6) of the Code and meeting the "public support test" otherwise applicable to §501(c)(3) organizations under §509(a)(2) of the Code.

**Section 3. Associate Members.** Organizations meeting the general membership requirements of the Corporation and not eligible to be General Members shall be Associate Members.

**Section 4. General Membership Requirements.**

a. **General Membership requirements for General and Associate Members.** Each General and Associate Member must comply with the following requirements:

- (1) The organization must be a non-profit organization.
- (2) The organization must serve the South Boston community.
- (3) The organization shall pay annual dues as determined by the Board.
- (4) The organization must comply with other Membership requirements established by the Board from time to time.

b. **Requirements for Other Members.** Other categories of Members as may be established by the Board (such as Honorary or Advisory Members) shall comply with such requirements as may be established by the Board, and, unless otherwise provided by the Board, need not comply with the General Membership Requirements.

c. **Interpretation of Membership Requirements.** The Board or any Membership Committee established by the Board shall be authorized to establish reasonable rules and regulations interpreting the Membership requirements of this Article.

**Section 5. Definition of Nonprofit Organization.**

a. **In general.** An entity shall be considered a nonprofit organization for purposes of these Bylaws if:

- (1) It is separately incorporated or is an unincorporated organization consisting of more than one person,
- (2) It is not organized or operated for the profit, private inurement or benefit of any private individual or entity, and
- (3) It is organized and operated for purposes traditionally identified as charitable or serving the public interest, including any purpose that would be allowed for tax exempt organizations under §501 of the Code and any purpose that would be allowed for nonprofit corporations under Mass. General Laws Chapter 180.

**b. Formal recognition not required.** An organization need not have received formal recognition of tax-exempt status from the Internal Revenue Service in order to be eligible for membership.

#### **Section 6. Related or Affiliated Organizations.**

Organizations that are related or affiliated shall be eligible for membership as separate Members, except as the Board may otherwise determine. Where necessary to avoid disproportionate representation, the Board shall have the reasonable discretion to treat related or affiliated organizations as one organization for purposes of voting at any meeting or exercising other rights of membership. For these purposes, organizations shall be treated as related or affiliated if:

- (1) An organization owns more than 50% of the equity interest in another organization. For example, any subsidiary corporation 50% owned by another organization shall be considered related and affiliated with its parent.
- (2) An organization controls more than 50% of the voting power of another organization, whether through direct voting rights or through the authority to appoint, remove or replace Board members of the other organization, or otherwise.
- (3) An organization is operated as a program or under the sponsorship of another organization.

A separately incorporated entity not controlled by another organization as described above shall generally be considered an independent organization rather than "related or affiliated".

#### **Section 7. Rights of Members.**

**a. In General.** Each General and Associate Member shall have the following rights:

- (1) To attend meetings of the Membership
- (2) To participate in Membership activities
- (3) To exercise all the rights of Members under M.G.L. c. 180, including the rights thereunder to vote on matters affecting the Corporation, except that only General Members shall have the right to elect the Board of Directors.
- (4) To receive grants or funding from the Corporation.

**b. Designation of Representative.** In any matter on which a Member is entitled to vote, each Member organization shall have one vote. A Member may exercise its vote through a single representative or a group of persons designated by such Member to exercise its vote collectively. While more than one person from a Member organization may attend Membership meetings, the Board may in its discretion require the Members to designate one person to speak for such Member at meetings.

**Section 8. Conflicts of Interest.** It shall be the policy of the Corporation not to compete with its Members for grants, and the Corporation shall not target or solicit sources of funding that are substantial contributors for particular Members, without the affected Member's consent. Whether a funding source is a "substantial contributor" of a particular Member shall be determined in light of all the facts and circumstances, including whether grants from such source have constituted a

substantial portion of a Member's funding, whether prior grants have been regular and ongoing or one-time only, and whether a receipt of a particular grant by the Corporation would be likely to reduce the availability of grant money to the affected Member. Members believing themselves to be affected by a fundraising initiative of the Corporation shall have the right to be heard by the Board or by a Committee established to review such matters. Before undertaking a fundraising initiative, the Board shall present a proposal for such initiative to the Membership for approval.

### **ARTICLE III. Actions and Meetings of the Members.**

**Section 1. Annual Meeting.** The Annual Meeting of the Members shall be held on the first Thursday of May in each year, or on such other date as shall be established by the Board. The Members may specify purposes in the notices for Annual Meetings in addition to those prescribed by law or the Corporation's Articles of Organization. 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 2. Special Meetings.** Special Meetings of the Members may be called by the President or by the Directors and Special Meetings shall be called by the Clerk (or in case of the death, absence, incapacity or refusal of the Clerk, by any other officer), upon written application of Members representing at least ten percent of the smallest quorum of Members required for a vote upon any matter at a meeting of Members.

**Section 3. Place of Meetings.** All meetings of members shall be held at the principal office of the corporation unless a different place (within the United States) is specified in the notice of the meeting.

**Section 4. Notices.** A written notice meeting the general Notice requirements in Article 1 shall suffice for any meeting of the Members. In addition, other forms of reasonable Notice may be given (including notice by electronic mail or telephone), provided such Notice is reasonably calculated to reach all Members entitled to such notice, and provided further, that any Member requesting written notice of Annual or Special Meetings of the Corporation shall be entitled to such written notice. No notice of any meeting need be given to any Member if a written waiver of notice, executed before or after the meeting by the Member is filed with the records of the meeting.

**Section 5. Quorum.** Unless the Articles of Organization otherwise provide, at any meeting of Members, a majority of the combined General and Associate Members in good standing shall constitute quorum for the transaction of business, provided that less than such quorum shall have power to adjourn the meeting from time to time.

**Section 6. Voting and Proxies.** Each General and Associate Member shall be entitled to one vote on any matter as to which such Member is otherwise entitled to vote. Members may exercise their vote in such manner as they see fit (such as, for example, by designating one person to cast the vote of such Member, or by designating a group of persons who may collectively determine the vote of such Member), provided that, where reasonably necessary to avoid confusion, the Board shall have the authority to require a Member to designate one person to speak for such Member and cast such Member's vote at meetings. Members may vote either in person or by written proxy. No proxy dated more than six months before the meeting named therein shall be valid, and no proxy shall be

valid after the final adjournment of such meeting. Proxies shall be filed with the Clerk before being voted at any meeting or any adjournment thereof. 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.

**Section 7. Action at Meeting.** Action of the Members on any matter properly brought before a meeting shall require, and may be effected at any meeting as to which there is a quorum in attendance, by the affirmative vote of a majority of the Members present or represented and voting on such matter; except where a different vote is required by law, the Articles of Organization or elsewhere in these By-Laws. No ballot shall be required for casting of votes, unless requested by a Member present or represented at the meeting and entitled to vote, or unless otherwise determined by the chairperson of such meeting.

#### **ARTICLE IV. Directors.**

**Section 1. Powers.** The Board of Directors 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.** The number of Directors that shall constitute the whole Board of Directors (the "Board") may be established by the Membership at the Corporation's Annual Meeting, or at any Special Meeting of the Members, provided that the notice of such meeting includes a notification of the purpose to change the number of Directors. Where the Members have not established a different number, the Board shall consist of eleven (11) Directors, and the Directors shall be elected yearly at the Corporation's Annual Meeting of the Members.

**Section 3. Vacancies.** The Board may fill any vacancy existing in the Board of Directors at any meeting, and such replacement Director shall serve until the expiration of the term of the person being replaced, unless the Board or the Members shall determine otherwise.

**Section 4. Enlargement of the Board of Directors.** The number of the Board of Directors may be increased and one or more additional Directors may be elected at any meeting of the Members.

**Section 5. Tenure.** Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, Directors shall hold office until the next Annual Meeting of Members and thereafter until their successors are chosen and qualified.

**Section 6. Resignation.** Any Director may resign by delivering his written resignation to the corporation at its principal office or to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

**Section 7. Removal.** A Director with three consecutive unexcused absences from Board meetings shall be removed from the Board. Otherwise, any Director may be removed from office with or without cause by vote of the Members. A Director to be removed for cause shall be entitled to reasonable notice of such cause and an opportunity to be heard thereon prior to such removal. No such notice and opportunity is required for removals without cause.

**Section 8. Annual Meeting.** The date, place and time of the Annual Meeting of the Directors shall be established by the Directors, and in the event that no date for the Annual Meeting is established, it shall take place as soon as is practicable after the Annual Meeting of Members. If no Annual Meeting of Directors 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 9. Regular Meetings.** Regular Meetings of the Board of Directors may be held without call or notice at such times and places as shall from time to time be determined by resolution of the Board, provided that any Director who is absent when such determination is made shall be given notice of such resolution. Separate notice of individual Regular Meetings need not be given if every person who would otherwise be entitled to such notice was either present at the meeting where the schedule of such Regular Meetings was announced, or received written notice or actual notice of such schedule through any means authorized by these By-laws.

**Section 10. Special Meetings.** Special meetings of the Directors may be called by the President, by the Clerk, by the Secretary, 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 11. Notices.** Subject to the provisions of Article I §9 (General Notice Provisions), a notice or waiver of notice of a Directors' meeting need not specify the purposes of the meeting, except where the purpose is removal of a Director or officer. Notice of any meeting otherwise required need not be given if the intended recipient signs a written waiver of notice with respect to such meeting and such waiver is filed with the records of such meeting, or if such recipient attends such meeting without protesting the lack of notice prior to or at such meeting.

**Section 12. Quorum.** At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum for the transaction of business; provided always that 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 13. 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 By-Laws.

**Section 14. Action by Written Consent.** Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes.

**Section 15. Committees.** The Board may elect from their number an executive committee and may establish other committees, including the following: a Governance Committee, an Event Committee, a Hope and Recovery Committee, a Grant Review Committee, a Nominating Committee, and a Membership Committee. The Board may elect or appoint such persons thereto, whether or not such persons are members of the Board, as the Board may determine. Except for such powers as may not be delegated under the Articles of Organization, these By-Laws, or under applicable law,



the Board may delegate to such committees some or all of their powers as the Board may deem appropriate, and revoke such delegation at any time, and the Board may appoint or remove committee members and fill vacancies in or disband any such committee, notwithstanding any contrary actions or resolutions of such committee. Except to the extent the Board may establish otherwise, such committees may establish reasonable rules for the conduct of their business. Where explicit rules have not been otherwise established, such committees shall conduct business under rules analogous to and substantially similar to those set forth in these By-laws for the activities of Board.

**Section 16. Telephone Conference Meetings.** The Directors may participate in a meeting of the Directors by means of a conference telephone or similar communications 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.

**Section 17. Non-Voting Directors.** The Board may create classes of non-voting directorship such as honorary directors, associated directors, regional directors, friends, alumni honorary event committee chairpersons, and the like, and may elect or appoint such persons to those classes for such terms and on such conditions, and assign such responsibilities, duties and privileges to such persons, as the Board may determine from time to time. Election or appointment of any person to such position shall not entitle such person to vote at meetings of the Board.

## ARTICLE V. Officers

**Section 1. Enumeration.** The officers of the Corporation shall be a President, a Vice President, a Treasurer, a Clerk, and such other officers as may from time to time be determined by the Directors. The Board of Directors may appoint one of its Directors to the office of Chairman of the Board and from time to time define the powers and duties of that office.

**Section 2. Election and Vacancies.** The President, Vice President, Treasurer and Clerk shall be elected annually by the Directors at their Annual Meeting 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 predecessor. The Directors in their discretion may delegate the election of any Officers to the Members, provided that in the event of such delegation, only elected Board members may be elected to such offices.

**Section 3. Qualification.** The Board or the Members may establish reasonable qualification for Board membership from time to time, provided that such qualification requirements shall be evenly applied and shall not be used retroactively to exclude any previously elected Board member. Notwithstanding the foregoing, the Clerk must 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 duties to the Corporation in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the Corporation.

**Section 4. Tenure.** Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, the President, Treasurer and Clerk shall hold office until the next annual meeting



of Directors, or the special meeting held in lieu thereof, and thereafter until his successor is chosen and qualified. Other officers shall hold office until the next annual meeting of Directors, 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 written resignation to the corporation at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

**Section 6. Removal.** The Directors may remove any officer appointed by the Directors with or without cause 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. Powers and Duties of Officers.** Except to the extent otherwise established by the Board or the Members, the President, Vice President, Treasurer and Clerk shall have the powers and duties customarily vested in and incident to such offices, and any other powers and duties assigned to them by the Board, and other officers shall have such powers and duties as are assigned to them from time to time by the Board or the Members. Unless otherwise established by the Board or Members, in any matter requiring a vote of the Board which has resulted in a tie vote, the President shall have, in addition to the foregoing powers, the power, but not the obligation, to cast an additional tie-breaking vote.

**Section 8. President.** Unless otherwise established by the Board or Members, the President when present shall preside at all meetings of the Directors and shall be the chief executive officer of the Corporation, and shall have the power to see that all orders and resolutions of the Directors are carried into effect. The President shall from time to time report to the Directors all matters within his or her knowledge which the interests of the Corporation may require to be brought to its notice, and shall have such other powers and perform such other duties as the Directors shall from time to time designate.

**Section 9. Vice President.** Unless otherwise established by the Board or Members, the Vice President shall exercise all the powers and duties of the President, and shall have such other powers and perform such other duties as the Directors shall from time to time designate.

**Section 10. Treasurer.** Unless otherwise established by the Board or Members, 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, and shall have custody of all funds, securities, and valuable documents of the Corporation. The Treasurer shall promptly render to the President and to the Directors such statements of transactions and accounts as the President and Directors respectively may from time to time require, and shall report on the fiscal condition of the Corporation to the Members at the Annual Meeting of Members and otherwise as the Board or Members may determine. The Treasurer shall have such other powers and perform such other duties as the Directors shall from time to time designate.

**Section 11. Clerk.** Unless otherwise established by the Board or Members, the Clerk shall record in books kept for the purpose all votes and proceedings of the Directors at their meetings, and shall have such other powers and perform such other duties as the Directors shall from time to time designate.

**ARTICLE VI. Transactions Affecting Interests of Directors and Officers**

No contract or transaction between the Corporation and one or more of its Directors or officers, or any entity related to or affiliated with its officers and Directors, shall be void or voidable solely for such reason, provided that the material facts as to such Director's or officer's relationship or interest in the contract or transaction are disclosed or known to the Board, the Board has explicitly authorized the contract or transaction by the affirmative votes of a majority of the Directors, the contract or transaction is fair as to the Corporation as of the time it is authorized, and entering into such transaction would not constitute a "prohibited transaction" or "private inurement" as defined under the Internal Revenue Code, or otherwise jeopardize the tax-exempt status of the Corporation.

**ARTICLE VII. Indemnification**

Except to the extent not permitted by law, Board members shall be indemnified against all claims (whether asserted or unasserted, actual or potential) arising out of or in connection with or otherwise relating to a Board member's service on the Board, and against costs incurred by a Board member in settling or defending against such claims. Claims to which such indemnification shall apply shall include but not be limited to claims brought by any person based on the Director's breach of duties of care or loyalty to the Corporation. Notwithstanding the foregoing, such indemnification shall not apply where such indemnification would cause or lead to the eventual disqualification of the Corporation as a tax-exempt organization, or where there has been a final legal determination that such Board member had acted in bad faith or had engaged in intentional misconduct or a knowing violation of the law; or that such Board member had breached his/her duty of loyalty to the Corporation or derived an improper personal benefit from any transaction with the Corporation. The Board may in its discretion extend such indemnification to other persons, to the extent permitted under Massachusetts law and not inconsistent with its status as a tax-exempt organization.

**ARTICLE VIII. Amendments to Bylaws**

The Members or the Directors may make, amend, or repeal these By-Laws, in whole or in part, except that no amendment may authorize the election of a majority of Board members by persons other than General Members, and provided further that any change proposed or intended to be made by the Directors shall be disclosed through notice to the Members prior to the enactment thereof.