

**BY-LAWS OF THE BERKSHIRE ASSOCIATION
FOR BEHAVIOR ANALYSIS AND THERAPY, INC.
DRAFTED 5-10-2019**

APPROVED BY BOARD FOR IMPLEMENTATION 5-17-2019

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ARTICLE I NAME AND PURPOSE

The name of this Corporation is the BERKSHIRE ASSOCIATION FOR BEHAVIOR ANALYSIS AND THERAPY, Inc. also known as BABAT. BABAT is an approved not-for-profit corporation. It is a Massachusetts professional organization for behavior analysts.

The purpose of this Corporation is to advance the profession, science, and practice of behavior analysis by advocating for the profession and the services its practitioners provide; promoting quality assurance and training; providing resources and information related to behavior analysis, and promoting and providing professional development activities for behavioral practitioners and scientists.

ARTICLE II MEMBERSHIP

Section 1. Members

The members of this organization shall be the persons who have met the criteria set forth in these Bylaws for membership and who have been approved for such membership by the Board. Membership in this Corporation shall not vest in any member any proprietary rights in this Corporation but shall only entitle the Full members to vote for the election of individuals to the Board. Members shall have no other voting rights in this Corporation. Membership shall not be assignable by any member.

Section 2. Memberships

- (a) Qualifications and Classifications: Membership in this Corporation is open to all persons interested in or actively engaged in teaching, research, or application of the principles of behavior analysis, and shall be in one of three classes:
- (1) Full Member – Must qualify in at least one of the following categories:
 - i) Board Certified Behavior Analyst at the doctoral level (BCBA-D)
 - ii) Board Certified Behavior Analyst (BCBA)
 - iii) Board Certified Assistant Behavior Analyst (BCaBA)
 - iv) Licensed Applied Behavior Analyst in the state of Massachusetts
 - (2) Affiliate Member – Any person with an interest in behavior analysis who does not qualify for a Full or Student membership.
 - (3) Student Member - Any person currently in a program of study leading to a degree in behavior analysis or a related discipline and/or enrolled in a Behavior Analyst Certification Board (BACB) approved program to meet course requirement for BACB certification.
- (b) Application for Membership: Application for membership shall be in accordance with procedures established by the Board.
- (c) Dues: Dues shall be established by the Board, and shall be due upon enrollment and renewed every 12 months thereafter. The Board may change the dues schedule as needed.
- (d) Termination of Membership:
- (1) Members failing to pay dues to this Corporation within sixty (60) days of the due date shall automatically forfeit their membership in this Corporation as of the sixty-first (61st) day. Individuals who have forfeited membership because of non-

payment of dues may be reinstated in accord with policies established by the Board.

- (2) The Board may, by two-thirds (2/3) vote of the entire Board, suspend or expel any member of this Corporation for violation of these Bylaws, and/or any rules, procedures and policies established by this Corporation. Before such action is taken by the Board, written notice shall be sent to the member not less than thirty (30) days prior to the meeting of the Board at which the matter is to be considered. Said member shall be entitled to a hearing before the Board before any decision is rendered.
- (3) The Board may suspend or expel any member for violations of the most current version of the Behavior Analyst Certification Board Compliance Code or any other ethical codes explicitly adopted by the Board.

Section 3. Place of Meetings

Notwithstanding anything to the contrary in these Bylaws, any meeting of the members of this Corporation may be held at any place within or outside of the Commonwealth of Massachusetts that has been designated therefor by the Board.

Section 4. Bi-Annual Meetings

There shall be one regular meeting of the members held in the second quarter of each calendar year and shall be called by the Board and noticed in accordance with the provisions of this Article.

There shall be one annual meeting of the members held in the fourth quarter of each calendar year and shall be called by the Board and noticed in accordance with the provisions of this Article. The annual meeting shall include, but not be limited to, presenting reports by the Directors and Officers of this Corporation.

Section 5. Special Meetings

Special meetings of the members may be called at any time by order of the President of this Corporation or by simple majority vote of the Board.

Section 6. Notice of Meetings

Written notice of meetings of members shall be given by electronic mailings to all members of this Corporation, sent to his or her last known electronic mail address. The notice of meeting shall be given at least ten (10) days prior to the date of said meeting.

Section 7. Quorum

Ten percent (10%) of the voting members in person or by proxy shall constitute a quorum for the transaction of business at any meeting of members but a smaller number may adjourn from time to time without further notice until a quorum is present.

Section 8. Election of Directors of the Board and Officers by Electronic Ballot

The election of the director positions set forth herein shall be accomplished by electronic ballot with the ballot of every Full member being solicited. All solicitations of ballots shall indicate the time and date by which the ballot must be submitted to be counted. The director candidates who receive the highest number of affirmative votes up to the number of director positions to be filled shall be elected.

The members shall be entitled to elect:

- a. President
- b. Clerk
- c. Membership Director

- d. Student Relations Director
- e. Member(s)-at-large (two)

Section 9. Voting

At all meetings of the members every member shall be entitled to one vote. When a quorum is present at any meeting, the vote of majority of the members represented thereat shall, except where a larger vote may be required by law, the articles of organization or these bylaws, decide any question brought before the meeting. Members may vote by written proxy dated not more than six months before the meeting named therein, which shall be filed with the clerk of the meeting, or any adjournment thereof, before being voted.

Section 10. Action by Consent

Except as set forth herein, any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all the members consent to the action in writing and the written consents are filed with the records of the meetings of the embers. Such consents shall be treated for all purposes as a vote at a meeting.

Section 11. Attendance at Meetings

Any or all members may participate in any bi-annual or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 12. Volunteers

Volunteers are current members who fulfill specific long- or short-term responsibilities under the supervision a Director and/or Assistant Director. Directors and/or Assistant Directors recruit volunteers.

ARTICLE III DIRECTORS

Section 1. Powers

Subject to any limitations contained in the Articles of Incorporation and these Bylaws and the pertinent restrictions contained in Chapter 156B and Chapter 180 of the General Laws of the Commonwealth of Massachusetts, all the activities and affairs of this Corporation shall be exercised by or under the direction of the voting members of the Board of Directors. The Board may delegate the management of the day-to-day operation of the activities of this Corporation to a management company or other person or persons, however composed, provided that the activities and affairs of this Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the agents and employees of this Corporation, prescribe such duties for them as may be consistent with law, with the Articles of Organization, or with these Bylaws, fix the terms of their offices and their compensation and in the Board's discretion require from them security for faithful service.

- (b) To make such disbursements from the funds and properties of this Corporation as are required to fulfill the purposes of this Corporation as more fully set out in the Articles of Organization thereof and generally to conduct, manage and control the activities and affairs of this Corporation and to make such rules and regulations therefore not inconsistent with law, with the Articles of Organization or with these Bylaws, as they may deem best.
- (c) To borrow money and incur indebtedness for the purposes of this Corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.
- (d) To change the principal executive office or the principal business office from one location to another; to cause this Corporation to be qualified to do business in any other state, territory, dependency, or country and to conduct business within or outside the Commonwealth of Massachusetts; and to designate any place within or outside the Commonwealth of Massachusetts for the holding of any meeting or meetings.

Section 2. Number and qualifications of Directors

The authorized number of voting directors of this Corporation shall be no fewer than nine (9) and no more than nineteen (19). Each voting Director shall be over 21 years of age and shall be a Full member of this Corporation. The vote of a majority of directors currently holding office is required for any action of the Board of Directors. The voting members of the Board of Directors of this Corporation shall be:

1. President
2. Clerk
3. Past-President
4. Membership Committee Director
5. Student Relations Director
6. Member(s)-at-large (up to two elected)
7. Standing Appointment (up to 10 voting directors)
8. Special Appointment (up to two appointments, with voting privileges as designated by the board)

Section 3. Type, Selection and Tenure of Office

Elected Directors

Except as set forth herein, those Directors elected by the members shall be divided into three classes, such classes to be as nearly equal in number as possible. Initially, the terms of directors in the first group or class will expire one (1) year after their election, the terms of the second group or class will expire two (2) years after their election, and the terms of the third group or class will expire at three (3) years after their election. Thereafter, one-third (1/3) of the elected directors, or as close to one-third (1/3) as is possible, shall be elected annually by properly executed ballot of the members of this Corporation. Elected directors will consist of a President, Clerk, Membership Director, Student Relations Director, and two Members-at-large.

Except as herein set forth, each voting director shall hold office for a term of three (3) years, with the following exceptions: (1) A student member's term is one (1) year; (2) the President shall be a member of the Board for a term of three (3) years followed by two (2) years as Past-President; (3) a director who is completing the term of a director whose office is vacant shall complete the remaining term of the prior director; and (4) if the number of voting directors has been changed (in which case the directors may be

elected for terms of one (1) year and two (2) years in order to continue the rotation basis for the Board. An individual shall not serve more than three (3) consecutive terms as a voting director, and not more than two (2) consecutive terms in the same position, but he or she may be re-elected as a director after one full year has elapsed since he or she last served as a director. However, the ineligibility provision established herein may be waived on a case by case basis by the action of the members. Further, a director may complete the term of a prior director whose office has become vacant and then continue as a director for two consecutive full terms. If the directors are not elected by ballot during the first quarter of the calendar year, the directors may be elected at any special meeting of the members held for that purpose.

Nominations for open director positions shall be solicited during each calendar year by regular and/or electronic mailings to all members of this Corporation and by printed solicitation in the Annual Conference Program, if a conference is being offered that year.

An Election Committee comprised of members of the Board selected by the President shall review all nominations, confirm that the nominating individuals are current members of the Corporation and the Professional membership status of nominees, and select from the valid nominees a slate of no more than three candidates for election for each open office. The Election Committee shall propose the candidates to the Board for voting. The Board shall have final approval of the slate of candidates.

The selection of candidates for office shall be made on the basis of qualifications of the individual, unique experiences and affiliations of the individual, and the opinion of which candidates might further the mission of the organization and its immediate concerns, without prejudice on the basis of race, ethnicity, gender, or age.

Appointed Directors

The Board shall, by appropriate action, appoint Directors as follows: Standing Appointments (up to 10 voting director appointments which must include a Treasurer, at least one Conference Committee Director, and Volunteer Director), Special Appointments (up to two voting director appointments), Student member (up to two non-voting appointments), Special advisor (up to two non-voting appointments).

An appointment shall be made by simple majority vote of the Board. A call for nominations for an appointed Director position shall be made by the President. Any voting Director of the Board may nominate a Full member in good standing for appointment.

Appointed directors who are elected by the Board appointment shall serve for a term of three (3) years. After the term has ended, the Board may vote to renew appointment for another three-year term.

Assistant Directors

Are current non-voting members of the board that can function as area coordinators and assigned specific roles and tasks based on Board needs and area of expertise. Assistant directors are recruited by individual Directors and approved by the Board. Each voting director is permitted two Assistant Directors unless otherwise specified by the Board. An Assistant Director is a 3-year term, that can be renewed by the Board for another term when petitioned by the recruiting Director.

Section 4. Ethics

Directors shall comply with the Behavior Analyst Certification Board's Guidelines for Responsible Conduct for Behavior Analysts.

Directors shall avoid participating in dual relationships and any activities that may compromise their ability to make objective decisions regarding this Corporation.

The Board may require directors to notify the Board of any conflicts of interest that may compromise their ability to make objective decisions regarding this Corporation.

The Board may adopt or incorporate other ethical guidelines by majority vote.

Section 5. Removal of Director

Any director may be removed with or without cause from the Board if such removal is approved by a majority of the directors then in office. Before action is taken by the Board to remove a director with cause, written notice shall be sent to the director not less than thirty (30) days prior to the meeting of the Board at which the matter is to be considered. Said director shall be entitled to a hearing before the Board before any decision is rendered.

An individual who is removed from the Board shall not be eligible to serve as a director or on a committee of this Corporation for a minimum of three years. In addition, if a director violates policies and procedures of the organization, including but not limited to conference activities, election to office, or appointment to special committees, the Board shall vote on whether to remove said director from office.

An individual who has been removed from the Board may, after three years, petition the Board for eligibility to run for elected office or appointment as a member of the Board. The Board may deny this request without cause.

Section 6. Resignation or Leave of Absence of a Director

Any director may resign effective upon giving written notice to the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be appointed to take office when the resignation becomes effective if the resignation takes effect more than one month prior to an election or if the resignation is for an appointed office.

Section 7. Vacancies

Vacancies on the Board may be filled by vote of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a special meeting held pursuant to notice to all members in compliance with written notification requirements, or (3) a sole remaining director. Each director so elected shall hold office until the expiration of the term of office of the replaced director and until a successor has been elected and qualified.

A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of any court, or convicted of a felony. That individual shall not be eligible to serve as a director or on a committee of this Corporation at any point in the future.

No reduction of the authorized number of voting directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 8. Place of Meetings

Notwithstanding anything to the contrary in these Bylaws, any meeting of the Board may be held at any place within or without the Commonwealth of Massachusetts which has been heretofore designated for that purpose by the Board.

Section 9. Bi-Annual Meetings

There shall be one regular meeting of the members held in the second quarter of each calendar year and shall be called by the Board and noticed in accordance with the provisions of this Article.

There shall be one annual meeting of the members held in the fourth quarter of each calendar year and shall be called by the Board and noticed in accordance with the provisions of this Article. The annual meeting shall include, but not be limited to, presenting reports by the Directors and Officers of this Corporation.

Section 10. Special Meetings and Unanimous Written Consent

(a) Special meetings of the Board may be called by the President or any two directors.

(b) Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 11. Notice of Meetings

Meetings of the Board shall be held upon not less than forty-eight (48) hours' notice delivered by electronic mail. Any such notice shall be addressed or delivered to each director or at such director's address as it is shown upon the records of this Corporation or as may have been given to this Corporation by the director for such purpose of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Section 12. Quorum

A majority of the voting directors in office shall constitute a quorum. A majority of the voting directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors, if any, who were not present at the time of the adjournment.

Section 13. Participation in Meetings by Conference Telephone

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment, so long as all of the following apply:

(a) Each member participating in the meeting can communicate with all of the other members concurrently.

(b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by this Corporation.

(c) This Corporation adopts and implements some means of verifying both of the following:

- (1) A person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the Board meeting.
- (2) All statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

Section 14. Waiver of Notice

Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or to a director who attends the meeting without protesting, before or at its commencement about the lack of notice. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 15. Action at Meetings

Except as otherwise expressly provided by law, the Articles of Organization, or the By-laws of the corporation, the affirmative vote of a majority of the voting directors present at any meeting at which a quorum is present shall be sufficient to transact any business which may properly come before the meeting.

Section 16. Action without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all voting members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the voting members of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 17. Rights of Inspection

Every voting director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of this Corporation.

Section 18. Committees

Committees of the Board may be appointed by vote of the Board. Official Board committees shall be chaired by a voting member of the Board and composed of two or more non-voting members of the Corporation that are assigned specific roles and tasks based on Board needs and area of expertise. Committee members are recruited by individual Committee chairs and/or the Volunteer Director. A committee member is a 2-year term, that can be renewed by the individual Committee Chair and/or Volunteer Director for another term.

Committees shall have such powers of the Board as may be expressly delegated to it by resolution of the Board, except with respect to:

- (a) The approval of any action for which the Commonwealth of Massachusetts General Law also requires members' approval;
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;

- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The naming of an Election Committee by the President of the Corporation;
- (h) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (i) Any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 19. Fees and Compensation

Directors shall not receive compensation for their services as directors. Directors may receive reimbursement for expenses as may be fixed or determined by the Board and may serve the organization in some other capacity for which compensation is paid. Directors may by majority vote hire staff for the organization, including but not limited to an executive director, whose duties and compensation will be fixed by the Board.

Section 20. Annual Reports and Statements

The Board shall cause an annual report and a statement of certain transactions and indemnifications to be sent annually to the members and directors of this Corporation or posted in electronic form on the Corporation web site.

Section 21. General Duties of Directors

- (a) Directors will work with President and Treasurer to develop a budget for their committee activities and will manage and track all expenditures relevant to this budget.
- (b) Directors will recruit assistant directors for their committees as needed and submit for approval by the Board of Directors. Directors will delegate duties to the assistant directors and will monitor progress on any related activities.
- (c) Directors will attend meetings of the Board of Directors, with a minimum of 10 meetings annually. If unable to attend a meeting, Directors should make arrangements to have an Assistant Director attend in their absence.
- (d) Directors will be responsible for being the committee chair for at least 1 committee. As committee chair, Directors are responsible for organizing a minimum of 6 committee meetings annually and updating the Board on committee activities.
- (e) In general, to perform all duties as may be required by law, by the Articles of Organization of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the President and/or Board of Directors.

Section 22. Duties of Other Directors

- (a) Conference Committee Director: To coordinate and oversee the planning and implementation of the annual conference, site selection, selection of the conference program, and on-going operations of the conference, including a final report of these activities to the Board of Directors.

- (b) Volunteer Director: To recruit and coordinate committee members and general volunteers.
- (c) Membership Committee Director: To maintain the list of past and current membership and to coordinate efforts to gain new members and retain current members. Assessing member satisfaction and responding to member feedback. Coordinate electronic communication in coordination with the Social and Media Director and Technology Director.
- (d) Student Relations Committee Director: To maintain positive relations with regional colleges and universities offering coursework in applied behavior analysis and to promote active student involvement through recognition of student submissions to the annual conference and promoting participation in Board activities.
- (e) Member(s)-at-large: To provide consultation to the Board on matters of concern for the field for their geographic or special interest area, participate in Board activities, special assignments, and ensure that members' interests and concerns are considered as needed.
- (f) Social and Media Director (if currently appointed): To maintain positive relations with members at large through social opportunities, media, and outreach.
- (g) Marketing Director (if currently appointed): To recruit and coordinate sponsors and advertisers in support of BABAT and all of its activities.
- (h) Technology Director (if currently appointed): To guide decisions about technology use for BABAT and works directly with any technology vendors. Ensures maintenance of websites and related technologies.
- (i) Professional Practice Committee Director (if currently appointed): To coordinate the implementation, monitoring, and support of activities related to professional practice at the national and state legislative level and coordinate and implement cooperation with activities of national membership organizations in applied behavior analysis.
- (j) Special appointments (if currently appointed): Two (2) special appointments who shall attend the Board of Directors' meeting and provide Directors with information and advisement in their area of expertise and will have voting privileges as assigned by the Board.

Section 23. Appointed (Non-Voting) Directors

- (a) Student Members - Student members who shall be enrolled in either a graduate program or undergraduate program with a focus on behavior analysis. The student members shall attend the Board of Directors' meetings and provide Directors with information regarding the interests and needs of the student members of this Corporation.

Section 24. Executive Committee

The President, Past President, Clerk, Treasurer, Conference Committee Director(s) of the Board shall comprise the Executive Committee. The Executive Committee shall be chaired by the President. At its discretion, the Executive Committee may invite other directors, contractors, vendors, or members of the organization to attend all or part of its meetings or discussions.

The Executive Committee shall conduct operations of the Corporation between meetings of the full Board of Directors, representing and acting for the Board of Directors. In this role, the Executive Committee shall have the full powers of the Board, with the restrictions described in this ARTICLE III DIRECTORS of these Bylaws.

Section 25. Inability to Act

In the case of absence or inability to act of any directors of this Corporation and of any persons herein authorized to act in their place, the Board may from time to time delegate the powers or duties of such directors to any other directors or any directors or other persons whom the Board may select.

Section 26. Vote of Interested Directors.

A director who is a member, stockholder, trustee, director, officer, or employee of any firm, corporation, or association with which the corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other directors acting upon or in reference to such contract or transaction. No director so interested shall vote on such contract or transaction, but he may be counted for purposes of determining a quorum. The affirmative vote of a majority of the disinterested, independent voting directors shall be required before the corporation may enter into such contract or transaction. In case the corporation enters into a contract or transacts business with any firm, corporation, or association of which one or more of its directors is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of the corporation. No director or directors having disclosed such adverse interest shall be liable to the corporation or to any creditor of the corporation or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director or directors be accountable for any gains or profits to be realized thereon.

ARTICLE IV OFFICERS

Section 1. Enumeration

The officers of the corporation shall be a president, treasurer and clerk and such other officers as the board shall elect. Vacancies in any office may be filled by the directors who elect or appoint such officers as set forth in these Bylaws. Each such successor shall hold office for the unexpired term of his predecessor unless a different term is specified in the vote choosing or appointing him and until his successor is chosen and qualified, or until he sooner dies, resigns or is removed. Each of the preceding officers shall hold office for the term specified in Article III above and until their respective successors are elected and qualified, or until their earlier death, resignation, or removal.

Section 2. Duties of President

- (a) The President shall be subject to the control of the Board of Directors, supervise and control the affairs of this Corporation and the activities of the officers.
- (b) He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
- (c) President or Director designated by the President shall preside at all meetings of the Board of Directors and at all meetings of the members.
- (d) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of this Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to

time be authorized by the Board of Directors, or shall approve the execution of such instruments by the Treasurer of the Corporation.

Section 3. Duties of Past President

- (a) In the absence of the President or in the event of their inability or refusal to act, the Past President shall perform all duties of the President and, when so acting, shall have all the power of, and be subject to all the restrictions on, the President.
- (b) The Past President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 4. Duties of Clerk

The Clerk shall:

- (a) Certify and keep at the principal office of this Corporation the original, or a copy, of these Bylaws, as amended or otherwise altered to date.
- (b) Keep at the principal office of this Corporation or at such other place as the Board may determine, the minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether annual or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of this Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of this Corporation.
- (e) Ensure that the Membership Director maintains a database containing the name and contact information of each and every member, and, in the case where any membership has been terminated, he or she shall record such fact in the membership database together with the date on which such membership ceased.
- (f) Exhibit at all reasonable times to any director of this Corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership database, and the minutes of the proceedings of the directors of this Corporation.
- (g) In general, perform all duties incident to the office of Clerk and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 5. Duties of Treasurer

The Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of this Corporation, and deposit all such funds in the name of this Corporation in such banks, trust companies, or other depositories as approved by the Board of Directors.
- (b) Receive, and give receipt for, monies due and payable to this Corporation from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of this Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

- (d) Keep and maintain adequate and correct accounts of this Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any director of this Corporation, or to his or her agent or attorney, on request therefor.
- (f) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of this Corporation.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) In general, to perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 6. Resignation.

Any officer who is not a director may resign at any time by giving his or her resignation in writing to the President, Treasurer, 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. Resignations of officers who are also directors are governed by the provisions of Article III.

Section 7. Removal.

The board may, by vote of two-thirds (2/3) of the voting directors then in office, remove, with or without cause, any officer who is not also a director, at a special meeting called for that purpose provided that, if an officer is to be removed for cause, such officer shall have had reasonable notice and an opportunity to be heard prior to any such removal. Removal of officers who are also directors are governed by the provisions of Article III

ARTICLE V PERSONAL LIABILITY AND INDEMNIFICATION OF AGENTS

Section 1. Definitions

For purposes of this Article, "agent" means any person who is or was a director, officer, employee or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic Corporation which was a predecessor Corporation of this Corporation or of another enterprise at the request of such predecessor Corporation.

Section 2. Personal Liability

No agent shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such agent as an agent notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an agent director (i) for breach of the agent's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the agent derived an improper personal benefit. No amendment or repeal of this provision shall deprive an agent of the benefits hereof with respect to any act of omission occurring prior to such amendment or repeal.

Section 3. Insurance

This Corporation shall have power to purchase and maintain insurance on behalf of any agent of this Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this Corporation would have the power to indemnify the agent against such liability under the provisions of this Article.

Section 4. Indemnification

The corporation shall, to the extent legally permissible, indemnify agent against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties, and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he may become involved by reason of his serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he is successful on the merits, the proceeding was authorized by the corporation, or the proceeding 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 shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall 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 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.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation if he acted in good faith in the reasonable belief that his action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the corporation approves the payment of indemnification, such director shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of a quorum of the voting directors consisting of persons who are not at that time parties to the proceeding, (2) by a majority vote of a committee of two or more voting directors who are not at that time parties to the proceedings and are selected for this purpose by the full Board (in which selection directors who are parties may not participate), or (3) by the members of the corporation if disinterested; or

(ii) 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 in the manner specified in clauses (1), (2), or (3) of subparagraph (i); or

(iii) the payment is approved by a court of competent jurisdiction; or

(iv) the directors may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this article shall be paid promptly and in any event within 30 days, after the receipt by the corporation of a written request therefor from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

The right of indemnification under this article shall be a contract right inuring to the benefit of the agents entitled to be indemnified hereunder and no amendment or repeal of this article shall adversely affect any right of such director, officer, or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of an agent entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to agents associated with constituent corporations that have been merged into or consolidated with the corporation which would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such agent may be entitled. Nothing contained in this article shall affect any rights to indemnification to which agents may be entitled by contract or otherwise under law.

ARTICLE VI RECEIPT AND DISBURSEMENT OF FUNDS

Section 1. Receipt of Funds

This Corporation shall receive all monies and/or other properties transferred to it for the purposes of this Corporation (as shown by the Articles of Incorporation as amended to date). However, nothing contained herein shall require the Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of this Corporation as shown by said Articles.

Section 2. Disbursement of Funds

This Corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation.

ARTICLE VII ADDITIONAL PROVISIONS

Section 1. Validity of Instruments Signed by Officers

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof, executed or entered into between this Corporation and any other person, when signed by the President, or the Clerk, or the Treasurer of this Corporation is not invalidated as to this Corporation by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

Section 2. Authority of Directors and Agents

The Board, except as the Bylaws otherwise provide, may authorize any director or directors, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of this Corporation. Such authority may be general or confined to specific instances. Unless so authorized by these Bylaws or the Board, and except as in this Section hereinabove provided, no director, agent or employee shall have any power or authority to bind this Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 3. Representation of Shares of Other Corporations

The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of this Corporation all rights incident to any and all shares of any other Corporation or Corporations standing in the name of this Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do in proxy or power of attorney duly executed by said officer.

Section 4. Amendments

These Bylaws may be amended or repealed by the approval of the Board, except for the amendment or repeal of membership voting rights in this Corporation, which may only be amended or repealed by the approval of the Board and the members.

Section 5. Instruments in Writing

All checks, drafts, demands for money and notes of this Corporation, and all written contracts of this Corporation shall be signed by such officer or officers, agent or agents, as the Board may from time to time by resolution designate.

Section 6. Maintenance of Articles, Bylaws and Records

This Corporation shall maintain:

- (a) The original or a copy of its Articles of Incorporation and Bylaws as amended to date;
- (b) Adequate and correct books and records of account; and
- (c) Minutes of the proceedings of its Board and committees of the Board.