

By-laws of Massachusetts Families Organizing for Change, Inc.

(Amended September 28 and November 2015, Approved February 22, 2016)

ARTICLE I - NAME AND PURPOSES

Section 1. This corporation shall be known as Massachusetts Families Organizing for Change, Inc. (MFOFC) and its principal office will be located in Massachusetts.

Section 2. The purposes for which this corporation is formed as a charitable corporation are as follows and as set forth in the Articles of Organization:

The corporation is organized exclusively for charitable, educational and scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended as follows:

MFOFC is a grass roots membership organization of individuals with disabilities, family members and other interested Massachusetts residents. It shall provide leadership and support in the areas of training, technical assistance, resource development and advocacy.

To make distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any other or future provision or future United States Internal Revenue Law; to solicit and receive gifts, grants, contributions and bequests, and to engage in fund-raising activities.

Notwithstanding any provision of the Articles of Organization or by-laws of this corporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) of the Internal Revenue Code of 1954 as amended.

ARTICLE II – GENERAL MEMBERSHIP

Section 1. General membership to the corporation is comprised of family members of people with disabilities or chronic illness and other individuals and professionals who endorse and promote the goals and purposes of the organization. Membership can be secured through the regional chapters of Massachusetts Families Organizing for Change and its Statewide Coordinator.

Present chapters are: 1. Southeast 2. West 3. Central 4. Northeast 5. Metro Boston.

Section 2. All general members who are non-board members are entitled to participate in items of discussion at meetings of the organization. Only board members vote on items of discussion, matters pertaining to changes to the Articles of the Organization, its by-laws and the dissolution of the organization's assets.

In emergency situations where a vote is required between monthly meetings, the Chairperson of the organization or his/her designee shall poll the board of directors for a vote.

ARTICLE III - OFFICERS

Section 1. The officers of the corporation shall be the two Co-Chairpersons who shall also serve as Chairpersons of the Board of Directors, a Vice-chairperson as shall be elected by the Board, a Treasurer, a Clerk who shall also be the Secretary of the Corporation and such other officers as shall be elected by the Board of Directors. All officers must be graduates of the Family Leadership Series or will complete a Series within a year of taking office.

Section 2 The Co-Chairpersons shall serve a minimum three year term. They shall preside at all Board of Directors meetings (including Board of Directors conference calls). They shall be responsible for coordination of all Board activities including but not limited to appointing committee chairpersons, overseeing the implementation of committee work and approving all documents/materials before dissemination. They shall be responsible for preparation of the agenda for the Board of Directors meetings in consultation with the officers of the corporation and Statewide Coordinator. They shall act as the organization's representatives within the community or appoint appropriate representation.

Section 3. If appointed or elected, the Vice Chairperson shall assist the Co-Chairpersons as needed. The Vice-Chairperson shall serve a minimum two-year term. The Vice-Chairperson must commit to succeeding a current Co-Chairperson at the end of a Co-Chairperson's term. The Vice-Chairperson-Elect shall assist in the development of board meeting agendas. He/she shall act in a Co-Chairperson's place if a Co-Chairperson is unable to fulfill that obligation.

Section 4. The Clerk shall provide for the recording of proceedings of the corporation.

Section 5. The Treasurer shall provide for the financial administration of the corporation.

Section 6. If appointed or elected, the Assistant or Temporary Clerk and Assistant Treasurer shall act in the absence of the Clerk or Treasurer. Other Officers elected by the Board shall have such responsibilities as voted by the Board.

Section 7. The Officers of the corporation, with exception to the Co-Chairpersons, shall serve for a term of two years in their elected positions. The Co-Chairpersons shall serve for a term of three years. While serving as an officer, their term as a Board of Director is suspended for the duration of their tenure as an officeholder. Provisions can be made by the board of directors to create honorary membership status of former Officers. In the event of an unanticipated vacancy, the Co-Chairpersons may appoint a board member to serve the remainder of an officer's uncompleted term.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. The total number of Board Members is not to exceed (21). The composition of the board is as follows: 3 members from each of the 5 chapters, not including any serving officer from a chapter. Provision by the board of directors may be made for "At -large" and Honorary membership as long as the total membership does not exceed the total number defined in these by-laws. Regional Coordinators are automatically Board members taking 1 of 3 board slots from their respective regions. At large and honorary members can be from any region of the state.

Members of the Board of Directors will serve a minimum three year term. A majority of the Board of Directors shall be people with disabilities/or chronic illness or family members. The Board shall at all times attempt to reflect the cultural diversity in Massachusetts.

Section 2. The Board of Directors shall meet at least four times a year and at other times as deemed necessary or advisable by Chairperson of the Board, in order to assure the continuity of planning and administration of the corporation.

Section 3. The Board of Directors shall be the governing Board of the organization and they shall be advised as to the administration of the corporation, publications and other events and activities of the organization.

Section 4. The Chairman of the Board, with the approval of the Board, shall appoint from among the members of the organization such committees as may be established by the Board of Directors. All Board members are expected to serve on at least one committee.

Section 5. Before the annual meeting, the Board of Directors shall nominate the officers of the Corporation. The Officers will be elected by a majority vote of the general membership present at the annual meeting. The by-laws specifically prohibit proxy voting.

In the event that an Officer or Board member is unable or unwilling to complete his/her term, said person shall submit a letter of resignation to the Chairperson and the Board of the organization. The Board of Directors may fill vacancies at any meeting of the Board, for any unexpired term.

Section 6. A quorum for any meeting shall be two thirds of members currently serving on the Board of Directors, including one officer. Voting will be in accordance with Robert's Rules of Order.

Section 7. A Board member may be removed under the following conditions:

1. Misrepresenting the goals and mission of the organization.
2. Representing MFOFC on outside committees without approval of the Board.
3. Unexcused absences from three regularly scheduled meetings of the Board in one calendar year. (Refer to protocol on attendance.)
4. Acts of malfeasance and/or impropriety.

ARTICLE V - REGIONAL CHAPTERS

Section 1. Each regional chapter shall uphold the purposes, goals, and principles of Massachusetts Families Organizing for Change, Inc.

Section 2. When agreed upon by the Board, the regional chapters shall work with the statewide organization to promote special events that will benefit statewide membership.

Section 3. Regional chapters will be expected to contribute annually to the statewide organization an amount determined by the Board no later than the last day of the current fiscal year.

ARTICLE VI - FISCAL YEAR AND ANNUAL MEETINGS

Section 1. The fiscal year of the corporation shall end on June 30 and the annual meeting of the corporation shall be no later than 6 months from the end of the previous fiscal year.

ARTICLE VII – AMENDMENTS

Section 1. The Articles of Organization and/or the organization's by-laws may be amended from time to time at any meeting called for said specific purpose. Written or electronic notification of any proposed change to the corporation's Articles of Organization and/or by-laws must be made available to all current members at least thirty (30) days prior to the meeting that a vote to change is held. Approval of at least two-thirds of the Board members present is required to make any change.

ARTICLE VIII – DISTRIBUTION OF THE ASSETS ON DISSOLUTION

Section 1. No private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. Upon the dissolution of the corporation, whether voluntary or involuntary, the assets of the corporation shall be distributed and transferred to such non-profit member agencies within the meaning of these terms as used in Section 501(c)(3) of the Internal Revenue Code of 1954 as it may be from time to time amended, to be held upon such terms and in such amounts and proportions as Board of Directors may impose and determine, to be used by such institutions or organizations receiving the same for such kindred purposes as are set forth in the charter of the corporation and any and all amendments thereto.

The corporation shall give to its members who are not entitled to vote on amendments or restatement of Articles of Organization and/or by-laws written notice of the proposed distribution of assets at least 10 days prior to the meeting at which it shall be voted upon.

ARTICLE IX – INDEMNIFICATION

Section 1. The Board of Directors may from time to time make such rules and regulations, including by-law amendments, as it shall deem appropriate for the indemnification of its members from personal liability or expenses.

Under the current by-laws, the Officers, Board Members and Employees shall be indemnified to the extent provided by current Massachusetts' law.