

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

*(Approved on 1/09/2023)*

## **ARTICLE I – Name and Purposes**

1. This corporation shall be known as Massachusetts Families Organizing for Change, Inc. (MFOFC) and its principal office will be located in Massachusetts.
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:
  - a. MFOFC is a grassroots membership organization of individuals with disabilities and/or chronic illnesses, family members, and other interested Massachusetts residents. It shall provide leadership and support in the areas of training, education, technical assistance, resource development, and advocacy.
  - b. 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.
  - c. 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 – Membership**

1. General membership to the corporation is composed 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.

2. Membership can be secured through the regional chapters of Massachusetts Families Organizing for Change.
3. Present chapters are: Central, Metro Boston, Northeast, Southeast, West.
4. MassFamilies board members, affiliates, family leadership contracts, grants, and partners must use MassFamilies name, logo and tagline on all materials for workshops, trainings, position papers, letters, DDS communications, statewide and local advertisements. This includes but is not limited to, all materials used for conferences or exhibits, advertisements, grant or scholarship applications, media events, and social platforms when the platform uses logos & taglines. Any new programming, legislative initiatives, or partnerships should be presented to the board for review.

### **ARTICLE III – Officers**

1. The officers of the corporation elected by the Board of Directors shall include a Chairperson, a Vice Chairperson, a Treasurer, a Clerk, and other officers as shall be determined necessary by the Board.
2. All officers must be graduates of the Family Leadership Series or commit to complete a Series within one year of taking office.
3. Any officer position can be shared by up to two individuals.
4. Duties:
  - a. The Chairperson shall preside over all Board of Directors meetings, in person and virtual. 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 and 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 Executive Director. They shall act as the organization's representative within the community or appoint appropriate representation.
  - b. The Vice Chairperson shall assist the Chairperson as needed. The Vice Chairperson shall assist in the development of board meeting agendas. They shall act in the Chairperson's place if the Chairperson is unable to fulfill their obligation.

- c. The Clerk shall provide for the recording of proceedings of the corporation.
  - d. The Treasurer shall provide for the financial administration of the corporation.
5. Assistant, Interim, and/or Honorary Officer Positions:
- a. Any office position can have an Assistant Officer appointed by the Chairperson. The Assistant Officer shall act in the absence of the Officer and shall have such responsibilities as assigned by the Officer.
  - b. Any office position can have an Interim Officer elected by the Board. The Interim Officer shall act in the absence of the Officer and shall have such responsibilities as voted by the Board.
  - c. In the event of an unanticipated vacancy, the Chairperson may appoint a board member to serve the remainder of an officer's uncompleted term.
  - d. Provisions can be made by the Board to create Honorary Officer positions of former Officers.
  - e. Duties and Term of Office as such determined by the Board.
6. Term of Office:
- a. The Chairperson position has a term of three years.
  - b. All other Officer positions have a term of two years.
  - c. There is no limit to the number of terms an officeholder may serve in any elected or appointed position.
  - d. Term of office begins on the first day of September.

## **ARTICLE IV – Board of Directors**

1. 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.
2. 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.

3. Members of the Board of Directors shall not receive any compensation for their services as Directors.
4. Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.
5. An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.
6. A Board member may be removed under the following conditions:
  - a. Misrepresenting the goals and mission of the organization.
  - b. Representing MFOFC on outside committees without approval of the Board.
  - c. Unexcused absences from three regularly scheduled meetings of the Board in one calendar year. (Refer to protocol on attendance.)
  - d. Acts of malfeasance and/or impropriety.

## **ARTICLE V – Committees**

1. The board may create committees as needed. The Chairperson 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. The board chair appoints all committee chairs.
  - a. Executive Committee: The officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.
  - b. Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization shall be made available to the board members.
  - c. Family Leadership Development Committee: Made up of the Regional Coordinators and Executive Director. Recruits, develops ongoing educational opportunities, training of values, and principals for the board of directors.
  - d. Legislative Committee: Recommends legislative priorities for the organization, organizes and coordinates legislative activities for graduates and allies, presents/updates board on legislative issues.

## **ARTICLE VI – Regional Chapters**

1. Regional Chapters are defined in accordance with the Department of Developmental Services's (DDS) definition.
2. Each regional chapter shall uphold the purposes, goals, and principles of Massachusetts Families Organizing for Change, Inc.

3. When agreed upon by the Chair or Executive Director, Regional Chapters shall work with the statewide organization to promote special events.
4. If contracts with a public agency or private grant are held by an outside organization, then Regional Chapters are required to contribute dues. Dues are an amount equal to 3.2% of any state contracted budget or grant funding.
5. The Treasurer has an obligation to bill dues to Regional Chapters housed outside of the organization, and reserves the right to structure the payment schedule of dues at their discretion.
6. Regional Coordinators are required to update the Treasurer when there is a change in their budget within five (5) business days.
7. Regional Chapters may be removed under the following conditions:
  - a. Failure to uphold the purposes, goals, and principles of Massachusetts Families Organizing for Change, Inc.
  - b. Failure to meet due obligations, if behind in dues, and has not made an effort to communicate intent to pay.
  - c. Failure to update the Treasurer when there is a change in their budget.

## **ARTICLE VII – Fiscal Year and Meetings**

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

## **ARTICLE VIII – Voting**

1. The by-laws specifically prohibit proxy voting.
2. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.
3. The Chairperson of the organization or their designee can poll the board of directors for a vote in between meetings.

## **ARTICLE IX: Corporate Staff**

1. Executive Director
  - a. The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the Chair or the Board. The Executive Director shall be an ad-hoc member of all committees.
  - b. The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

## **ARTICLE X – Conflict of Interest and Compensation**

1. Purpose:

- a. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definitions:

a. Interested Person:

- i. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest:

- i. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- ii. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- iii. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### 3. Procedures:

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
  - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy**

- i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **ARTICLE XI – Compensation**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **ARTICLE XII – Amendments**

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 seven (7) days prior to the meeting that a vote to change is held. Approval of the majority of the Board members present is required to make any change.

## **ARTICLE XIII – Distribution of the Assets on Dissolution**

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 7 days prior to the meeting at which it shall be voted upon.

## **ARTICLE XIV – Indemnification**

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.
2. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.
3. The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.