

**BYLAWS OF**  
**MASSACHUSETTS ASSOCIATION**  
**FOR OCCUPATIONAL THERAPY, INC.**

A MASSACHUSETTS CORPORATION SINCE 1922

2023

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## ARTICLE I - NAME, PURPOSE, and AFFILIATION

### Section 1.1 Name

The organization shall be called the Massachusetts Association for Occupational Therapy, Incorporated hereinafter referred to as MAOT or the Association.

### Section 1.2 Purpose

The purpose of MAOT is to advocate for Occupational Therapy in the Commonwealth of Massachusetts. The goals of MAOT shall be to:

- A. Uphold, maintain, protect and advance the standards of practice, education, and research in occupational therapy.
- B. Further the dissemination of knowledge through educational opportunities and other activities.
- C. Promote the utilization of occupational therapy services.
- D. Protect the practice of occupational therapy in the state legislative process.

### Section 1.3 Affiliation

The Association operates under the Affiliate Agreement with the American Occupational Therapy Association, hereinafter referred to as AOTA.

## ARTICLE II - MEMBERS

### Section 2.1 Membership Categories

The Association shall have the following membership categories:

- A. **Occupational Therapist (OT):** “Any individual initially certified to practice as an occupational therapist or licensed or regulated by a state, commonwealth, district, or territory of the United States to practice as an occupational therapist and who has not had that certification, license, or regulation revoked due to disciplinary action” (AOTA 2017, p. 1).
- B. **Occupational Therapy Assistant (OTA):** “Any individual initially certified to practice as an occupational therapy assistant or licensed or regulated by a state, commonwealth, district, or territory of the United States to practice as an occupational therapy assistant and who has not had that certification, license, or regulation revoked due to disciplinary action” (AOTA 2017, p. 2).

- C. **Occupational Therapy/Occupational Therapy Assistant Student (OT/s or OTA/s):** Any individual enrolled in an entry-level occupational therapy educational program that is fully accredited or has been granted pre-accreditation or candidacy status by the Accreditation Council for Occupational Therapy Education (ACOTE).
- D. **Retired Occupational Therapy Practitioner:** Any individual who was initially certified to practice as an occupational therapist or occupational therapy assistant but is no longer actively practicing as an OT or OTA, whose certification, license, or regulation was not revoked due to disciplinary action, and who is an OT or OTA member of the Association in good standing.
- E. **Organizational:** Organizational members are organizations, institutions, or agencies interested in occupational therapy.
- F. **Associate:** Associate members are all other individuals interested in occupational therapy that does not fall into any of the above categories.

## **Section 2.2 Rights of Members**

- A. OT and OTA members shall have the right to attend and participate in all regular and special meetings of the Association. They may:
  - 1. Vote on all issues pertaining to this Association;
  - 2. Hold office;
  - 3. Chair and serve on all committees subject to meeting the qualifications for those positions.
- B. Student members shall have the right to attend, participate and vote in all regular and special meetings of the Association. They may serve as invited members of committees.
- C. Retired members shall have the same rights and privileges as OT/OTA members.
- D. Organizational and Associate members can attend and participate in Association meetings.

## **Section 2.3 Termination of Membership**

- A member may be discharged from duties, including duties as a member of a committee, if:
- A. The member's Massachusetts license has been revoked or suspended due to disciplinary action by the Massachusetts licensing board, or by any other such agency governing the practice of occupational therapy in Massachusetts; or

- B. The member's dues are in arrears immediately after payment is due on final day of annual membership; or
- C. The Association's Executive Board finds good cause to terminate membership. Cause may include any of the following:
  - 1. Any violation of an Association policy, procedure, or term of use; such violation reflects negatively on the individual's professional role, the profession of occupational therapy, or the reputation of the Association; or
  - 2. Any persistent course of conduct detracting from or reflecting negatively upon the profession of occupational therapy and/or the Association and its mission

Termination of membership for any cause other than nonpayment of dues shall take effect upon completion of the following steps:

- A. The member is given notification that a complaint for expulsion has been initiated;
- B. Upon the member's written request to the Executive Board, the Executive Board shall mark a date and time for a defense hearing and send it to the member via certified mail;
- C. The Executive Board members attending the hearing must vote by a simple majority to either approve or deny the expulsion immediately after the member pleads their defense; and
- D. The Executive Board gives written notification of its decision to the member before the hearing is adjourned.

## **Section 2.4 Dues and Good Standing**

### **A. Dues**

The Executive Board shall determine membership dues and related fees. Members must pay dues by the last date of their annual membership. A reminder notice will be sent 30 days in advance.

### **B. Good Standing**

A member is in good standing if the following criteria have been met:

- 1. Annual membership dues have been paid
- 2. All qualifications for membership have been met
- 3. Membership has not been revoked or terminated as outlined below (Article II, Section 3).

## **Article III - MEETINGS**

### **Section 3.1 Meeting Location**

Association meetings may be held in person or virtually.

### **Section 3.2 Annual Business Meeting(s)**

The Association shall hold a membership meeting at least once each calendar year. An official notice of the meeting to the membership shall be published at least 1 month before the meeting date and shall specify date, time, and place. This meeting shall be available to all MAOT members.

### **Section 3.3 Quarterly Meetings**

The Association shall hold quarterly Board meetings that are open to MAOT membership. An official notice of the meeting to the membership shall be published at least 1 month before the meeting date and shall specify, date, time, and place. These meetings shall be scheduled in advance at the beginning of the fiscal year.

### **Section 3.3 Special Meetings**

The President, a majority of voting members of the Board, or 10 members of the Association may call a special meeting. Members shall be notified by mail, electronic, or telephonic transmission of the place, date, time, and purpose at least 21 days before the special meeting. Only the business stated in the notification shall be conducted during the special meeting.

### **Section 3.4 Quorum**

At any meeting of the voting members, the vote of a majority of those present shall be sufficient to take any action, unless a different vote is specified by law, by the Articles of Organization, or by these Bylaws. Unless otherwise provided by law, the Articles of Organization, or these Bylaws, 35% of voting members in good standing with a current membership shall constitute a full membership quorum. However, a resolution by the Executive Board requiring satisfaction of a greater quorum may satisfy this requirement.

### **Section 3.5 Action by Consent**

Any action required to be taken at any meeting of the voting members may be taken without a meeting if all voting members consent to the action in writing and the written consents are filed with the records of meetings. Each such consent shall be treated for all purposes as a vote at a meeting.

### **Section 3.6 Proxies**

Voting members may vote either in person, online or by written proxy. Proxies shall be accompanied by the voting member's signature and membership number. Proxies shall be filed with the clerk prior to the meeting or any adjournment thereof. Proxies shall entitle the person named in the proxy to vote at any meeting specified, but shall not be valid after final adjournment of such meeting.

No proxy dated more than 6 months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a voting 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 3.7 Voting and Privileges of Members**

Each voting member shall have one vote and shall vote at such times as required by law, the Articles of Organization, and these Bylaws. Only voting members in good standing with a current membership number shall be entitled to vote.

Unless otherwise provided by law, the Articles of Organization, or these Bylaws, and where a meeting is not so required, voting members may cast their vote by any of the following methods designated by the Executive Board: mail, email, voice mail, facsimile or any other electronic means deemed valid by the Executive Board. Prior to the vote taking place thereof, notice shall be given within a reasonable time and in a manner provided in **Section 3.3**. Said notice shall set forth the purpose and reason for the vote and the method by which a ballot may be cast.

## **ARTICLE IV - EXECUTIVE BOARD**

### **Section 4.1 Purpose**

The Executive Board shall govern the affairs of the Association, its property, and business, and may exercise all or any of its powers subject to any limitation set forth by law, the Articles of Organization, or these Bylaws. Each member of the Board shall act in good faith and in a manner reasonably believed to be in the best interest of the Association and in accordance with the standards of conduct under Massachusetts law for directors of non-profit organizations.

### **Section 4.2 Interpretation of the Articles of Organization and Bylaws**

The Executive Board shall have the power to interpret all of the terms and provisions of the Articles of Organization and these Bylaws, and its interpretation shall be conclusive.

### **Section 4.3 Composition**



The Association shall create an Executive Board that shall consist of the following officers of the Association: president, vice president, treasurer, and clerk. The Executive Board may also consist of members, representatives, and other such persons as determined by the officers of the Association.

#### **Section 4.4 Term and Qualification of Executive Board**

##### **A. Term of Office**

1. Officers shall serve a 2-year term, or until a successor has been elected but in no event shall a Director serve in excess of 5 consecutive years without being appointed or elected to a new term.
2. Officers shall only be eligible to serve another elected term after the expiration of 2 intervening years.
3. A vacancy on the Board may be filled until the next scheduled election by a vote of the majority of the officers remaining in office, even if they constitute less than a quorum.
4. Officers may only be removed for cause by the members of the Board provided in **Section 4.13** or by a vote of the membership. Notice of a meeting at which removal of a Director is being considered shall state that the purpose, or one of the purposes, of the meeting is removal of the Director(s).

##### **B. Qualifications of Officers**

1. Officers shall have been initially certified with at least 1 year of experience as an OT or OTA at the time of nomination.
2. An officer shall have the qualifications necessary to execute the duties of the office held as stated in the Association documents.
3. An officer shall be a member in good standing of the Association at the time of the nomination and throughout the term of office.

#### **Section 4.5 Number**

The Executive Board shall not in any event be less than three (3) Executive Board members.

#### **Section 4.6 Election**

Except as provided in **Section 4.15** (“Vacancies”) of this Article, the president, vice president, treasurer, and clerk shall be elected by voting members via electronic ballot, or in such other manner as designated by the Executive Board. Other officers, if any, may be elected or appointed by the Executive Board at any time.

Duties of the officers elected by voting members shall commence on July 1<sup>st</sup> of each calendar year unless otherwise provided by the Executive Board.

#### **Section 4.7 President and Vice President**

The president shall be the chief executive officer of the Corporation. Subject to the direction of the Executive Board, the president shall have general charge and supervision of the affairs of the Corporation and shall make all decisions and perform all necessary acts to the conduct of the Corporation between meetings of the Executive Board, unless otherwise provided by law, the Articles of Organization or these Bylaws.

The vice president shall have such duties and powers as the Executive Board shall determine. The vice president shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of the president's inability to act.

#### **Section 4.8 Treasurer**

The treasurer shall be the chief financial officer and shall be in charge of general financial affairs of the Corporation. The treasurer shall also have such other duties and powers as designated by the Executive Board.

#### **Section 4.9 Clerk**

The clerk shall record and maintain records of all proceedings of the members and Executive Board members. The clerk shall also have such other duties and powers as designated by the Executive Board. If a clerk is absent from any meeting a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

The clerk (or assistant clerk if any) shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process

#### **Section 4.10 Appointment, Term, and Qualifications of Appointed Members**

Except as otherwise provided by law, the Articles of Organization, or these Bylaws, the officers of the Executive Board of the Association shall appoint all other Board members. Such officers shall have such duties and powers as shall be designated from time to time by the Executive Board or the president and they shall be responsible to and shall report to the Executive Board or the president or to such other officers as the Executive Board shall designate.

##### **A. Appointment**

Duties of the officers appointed by the Executive Board shall commence at a date designated by the Executive Board.

##### **B. Term of Office**

Except as otherwise provided by law, the Articles of Organization, or these Bylaws, and subject to an Executive Board member's death, resignation, or removal, the elected Executive Board member shall hold office for a two-year term. Appointed officers shall hold office for two- to four-year terms.

See Appendix 1: MAOT Board Term Information (updated annually)

### **C. Qualifications of Officers**

1. Officers shall have been initially certified with at least 1 year of experience as an OT or OTA at the time of nomination.
2. An officer shall have the qualification necessary to execute the duties of the office held as stated in the Association documents.
3. An officer shall be a member in good standing of the Association at the time of the nomination and throughout the term of office.

#### **Section 4.11 Customary Powers and Duties**

Each officer shall, subject to these Bylaws and to any applicable provisions of law and the Articles of Organization, have, in addition to the duties specifically set forth in these Bylaws, such duties and powers as are customarily incident to such officer's office.

See Appendix 2: MAOT Volunteer Opportunities-Duties of Executive Board and Appointed Board Members for roles and responsibilities

#### **Section 4.12 Compensation**

An officer of the Association may be entitled to receive reasonable compensation for services if so determined by the Executive Board and in such amounts as the Executive Board may from time to time determine. Officers of the Association shall not be precluded from serving the Association in any other capacity and receiving reasonable compensation for any such services in such amounts as the Executive Board may from time to time determine.

#### **Section 4.13 Removal**

Except as otherwise provided by law, the Articles of Organization, or these Bylaws, a member of the Executive Board or Appointed Board may only be removed with just cause. This is completed by a vote of a majority of the officers of the Association then in office. A member of the Executive Board or Appointed Board may be removed only after reasonable notice and opportunity to be heard.

#### **Section 4.14 Resignation**

Members of the Executive Board or Appointed Board may resign by delivering a written resignation:

- A. To any office of the Association; or
- B. To the Association at its principal office

Such resignation shall be effective upon receipt unless specified to be effective at some other time; acceptance thereof shall not be necessary to make it effective unless it so states. When possible, up to 4 weeks notice will be provided prior to leaving office.

#### **Section 4.15 Vacancies**

Vacancies shall be filled in accordance with **Section 4.10** (“Appointment, Term and Qualifications of Appointed Members”) of this Article. Vacancies should not be filled within 6 months of an election. Vacancies should be filled following 6 months of a resignation or departure of position. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the Executive Board member cannot take office until the vacancy occurs, unless the officers of the Association state otherwise. Members elected to fill a vacancy will honor the term of the vacant position.

Except as otherwise provided by law, the Articles of Organization, or these Bylaws, the Executive Board members shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

#### **Section 4.16 Functions**

The Executive Board shall perform such functions as necessary to fulfill the purpose of the Board of Directors set forth in this Article at Section 1, including the functions set forth below.

- A. Establish the policies and procedures of the Board and the Association.
- B. Develop and approve the strategic plan of the Association.
- C. Review and approve the strategic plan of the Association
- D. Unless otherwise provided, act as, or appoint, the appeal body of the Association for matters for which such appeals are provided under these Bylaws.
- E. Declare and take action during an emergency.
- F. Create committees of the Board, and advisory committees and entities to meet the needs of the Association and the practice of occupational therapy in the Commonwealth of Massachusetts.

#### **Section 4.17 Establishment of Committees**

The Executive Board, at its discretion, may create one or more committees to carry out the purposes of the Association provided:

- A. The Executive Board does not delegate its overall responsibilities or its powers to any committee;
- B. Committees and appointment of its members are approved by the Executive Board members in office when the action is taken; and
- C. Committees do not have the power to authorize distributions, change the number of Executive Board members, remove Executive Board members from office or fill its vacancies, amend the Articles of Organization, or amend, adopt or repeal Bylaws, and do any other such act prohibited by law.

The Executive Board shall have the power to discharge, change the membership or authority of, or fill vacancies in, any such committee.

#### **Section 4.18 Notice of Executive Board Meeting**

Unless otherwise stated in these Bylaws, notice of a meeting shall be given no fewer than 7 days nor more than 60 days before the meeting date. Any notice hereunder shall state the purpose, place, date, and hour of the meeting. Notice shall be given to each Executive Board member.

Except where otherwise provided by law, the Articles of Organization or these Bylaws, notice of Executive Board meetings may be communicated in the following manner:

- A. In-person;
- B. Telephonic transmission, including voicemail;
- C. Email, social media, or any other electronic means;
- D. Any other means deemed proper and necessary by the Executive Board.

If any meeting is adjourned to a different date, time or place, notice need not be given if the new date, time, or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting shall be given to persons who are members as of the new record date.

#### **Section 4.19 Waiver of Notice**

An Executive Board member may waive any notice required by law, the Articles of Organization, or these Bylaws before or after the date and time of the meeting. The waiver shall be in writing, be signed by the member entitled to the notice, and

be delivered to the Association for inclusion with the records of the meeting. An Executive Board member's attendance at a meeting:

- A. Waives objection to lack of notice or defective notice of the meeting, unless the Executive Board member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- B. Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Executive Board member objects to considering the matter when it is presented.

#### **Section 4.20 Action at Meeting**

When a quorum is present at any meeting, a majority of the Executive Board and Appointed Board members present and voting shall be sufficient to take any action or decide any question, unless a different vote is specified by law, the Articles of Organization, or these Bylaws.

Meetings may be held by means of a teleconference, phone conference, in person, 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 4.21 Action by Consent**

Any action required to be taken at any meeting of the Executive Board and Appointed Board may be taken without a meeting if all Executive Board and Appointed Board members consent to the action in writing and the written consents are filed with the records of meetings. Such consents shall be treated for all purposes as a vote at a meeting.

### **ARTICLE VII - CORPORATE RECORDS**

Books, accounts, documents, and records of the Association shall be open to inspection by members of the Executive Board at all times during the usual hours of business. Said records shall be available to members for inspection at all reasonable times, provided the purpose of the inspection is proper and not for the purpose of selling the Association's member list, or copy thereof, or for using the same for a purpose unrelated to the affairs of the Association or the applicant's interest. The Articles of Organization, Bylaws, and records of all meetings shall be kept in Massachusetts at the principal office of the Association, or at the office of the Clerk. The Articles of Organization and Bylaws may also be kept at the office of the Association's counsel, if any.

### **ARTICLE VIII - NON-INUREMENT**

The Association shall not engage in any activity that is prohibited by the Internal Revenue Code, Section 501 (C) (6); and no part of the Association's earnings shall be for the use or benefit of any one individual.

#### **ARTICLE IX - DISSOLUTION**

Should the Association be dissolved for any reason, the remaining assets shall be distributed for purposes within the scope of the Internal Revenue Code, Section 501 (c)(6), or any amendment thereto, and in accordance with Massachusetts's corporate statutes.

#### **ARTICLE X - CHECKS, NOTES, DRAFTS, AND OTHER INSTRUMENTS**

Checks, notes, drafts, and other instruments for the payment of money drawn or endorsed in the manner of the Association may be signed by the president, the treasurer, or other person or persons authorized by the Executive Board to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by the Executive Board.

#### **ARTICLE XI - PERSONAL LIABILITY**

It is intended that the members, Executive Board, and officers of the Association shall not be personally liable for any debt, liability, or obligation of the Association and that all persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Association may look only to the funds and property of the Association for the payment of any such contract or claim, or for any payment of any debt, damages, judgments or decree, or of any money that may otherwise become due or payable to them from the Association. Nothing contained in these Bylaws shall amend, alter or impair any provision contained in the Articles of Organization relating to limitations of liability of the Executive Board members or the officers of the Association to the Association or to its members.

#### **ARTICLE XII - INDEMNIFICATION**

##### **Section 11.1 Good Faith Conduct**

The Association shall indemnify to the fullest extent permitted by law a person who is a party to any legal proceeding because they are an Executive Board member or an officer of the Association if:

- A. They conducted themselves in good faith; and
- B. They reasonably believed that their conduct was in the best interests of the Association or that their conduct was at least not opposed to the best interests of the Association; and

- C. They had no reasonable cause to believe their conduct was unlawful, in the case of any criminal proceeding.

Unless ordered by a court, the Association may not indemnify an Executive Board member or an officer of the Association under this Section if their conduct did not satisfy the standards set forth above.

### **Section 11.2 Termination of a Legal Proceeding**

The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the Executive Board member or the officer of the Association did not meet the relevant standard of conduct described in **Section 11.1** (“Good Faith Conduct”) of this Article.

### **Section 11.3 Determination of Indemnification**

The determination of whether an Executive Board member or an officer of the Association has met the relevant standard of conduct set forth in **Section 11.1** (“Good Faith Conduct”) of this Article shall be made by a majority vote of three or more disinterested Executive Board members. If there are less than three disinterested Executive Board members, the officers of the Association shall create a committee for such purposes herein described.

### **Section 11.4 Advance for Expenses**

The Association shall, before final disposition of a legal proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by an Executive Board member or officer of the Association who is a party to a proceeding after receiving a written affirmation of their good faith belief that they have met the relevant standard of conduct described in **Section 11.1** (“Good Faith Conduct”) of this Article.

An Executive Board member or an officer of the Association shall immediately repay any funds advanced to them if they are not wholly successful, on the merits or otherwise, in the defense of such proceeding and it is ultimately determined pursuant to **Section 11.5** (“Notification and Defense of Claim”) of this Article or by a court of competent jurisdiction that they have not met the relevant standard of conduct described in **Section 11.1** (“Good Faith Conduct”) of this Article.

### **Section 11.5 Notification and Defense of Claim**

In addition to and without limiting the foregoing provisions of this Article and except to the extent otherwise required by law, it shall be a condition of the Association’s obligation to indemnify the person asserting, or proposing to assert, the right to be indemnified. The person being indemnified must notify the Association in writing as soon as practicable of any action, suit, proceeding or



investigation involving such person for which indemnity will or could be sought, but the failure to so notify shall not affect the Association's objection to indemnify except to the extent the Association is adversely affected thereby.

With respect to any proceeding of which the Association is so notified, the Association will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to such person. The Association shall not be liable to such person for any legal or other expenses subsequently incurred by such person in connection with such action, suit, proceeding or investigation and such person shall have the right to employ their own counsel in connection with such action, suit, proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the Association of its assumption of the defense thereof shall be at the expense of such person unless:

- A. The employ of counsel by such person has been authorized by the Association; or
- B. Counsel to such person shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the Association and such person in the conduct of the defense of such action, suit, proceeding, or investigation; or
- C. The Association employed counsel to assume the defense of such action, suit, proceeding, or investigation, in each of which cases the fees and expenses of counsel for such person shall be at the expense of the Association, except as otherwise expressly provided by this Article or by law.

### **ARTICLE XIII - FISCAL YEAR**

The fiscal year of the Association shall commence July 1<sup>st</sup> and conclude June 30<sup>th</sup> of each calendar year.

### **ARTICLE XIV - AMENDMENTS**

These Bylaws, or any provisions thereof, may be altered, amended, or repealed in whole or in part. The substance of any proposed change to the Bylaws shall be first presented to the Executive Board, then presented in writing to all Association members prior to or at the time of the vote.

Adoption of any amendments or repeals of the Bylaws shall require an affirmative vote of the majority of no fewer than 100 voting members. Non-substantive changes (i.e. grammatical or typographical) do not require a vote by the membership but do require membership notification.

## **ARTICLE XV - ARTICLES OF ORGANIZATION**

These Bylaws shall be subject to the Articles of Organization of the Association. All references in these Bylaws to the Articles of Organization shall be construed to mean the Articles of Organization of the Association as from time to time amended or restated.

## **ARTICLE XVI - PROVISION OF LAW**

These Bylaws shall be subject to such provisions of the statutory and common law of the Commonwealth of Massachusetts as may be applicable to corporations organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts. References herein to provisions of law shall be deemed to be references to the aforesaid provisions of law. All references in these Bylaws to such provisions of law shall be construed to refer to such provisions as from time to time amended.

**Ratified: February 16, 2023**