

# Bylaws of the Massachusetts Chess Association Inc.

## August, 2005

### **Section 1.** *Name, Purpose, Location, Corporate Seal, and Fiscal Year*

- 1.1. **Name and Purpose.** The name and purposes of the corporation shall be as set forth in the articles of organization.
- 1.2. **Location.** The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the articles of organization of the corporation. The Executive Board may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.
- 1.3. **Corporate Seal.** The Executive Board may adopt and alter the seal of the corporation.
- 1.4. **Fiscal Year.** The Fiscal Year of the corporation shall, unless otherwise decided by the Executive Board, end on June 30 in each year.

### **Section 2.** *Members and Affiliates*

- 2.1. **Membership and Affiliation.** Any individual or organization interested in chess may become, respectively, a member or an affiliate. There shall be four classes of memberships, and one class of affiliation.
  - a. **Adult Membership.** Any individual may become an adult member upon payment of annual dues of \$12.00.
  - b. **Junior Membership.** Any individual under 18 years of age may become a junior member upon the payment of annual dues of \$6.00.
  - c. **Life Membership.** Any individual may become a life member upon the payment of one time dues of \$175.00 (\$100.00 if 65 or older) and subsequent Executive Board approval. A member may be conferred a life membership with no fee by the Executive Board's unanimous vote at any meeting after reasonable and sufficient notice.
  - d. **Family Membership.** The spouse or child or sibling of any adult or junior or life member residing at the same address may become a family member upon payment of annual dues of \$4.00.
  - e. Adult, junior, and life members are voting members and can vote in elections and membership meetings. Family members cannot vote and do not receive a subscription to the official organ.
  - f. **Affiliation.** Any organization may become an affiliate upon payment of \$25.00 and the filing of an Affiliate Information Form.
  - g.
    - i) Any individual may become a subscriber upon the payment of annual dues of \$12.00.
    - ii) Any New England primary or secondary school may become a subscriber upon payment of annual dues of \$6.00.
    - iii) Any New England library may become a subscriber upon the payment of annual dues of \$6.00.

- iv) Any chess club may become a subscriber upon the payment of annual dues of \$12.00.
  - h. The Executive Board may establish surcharges for special circumstances, such as the cost of *Chess Horizons* postage.
  - i. The Executive Board may offer, for a specified time, incentives, consistent with MACA's tax exempt status, for the purpose of promoting membership and raising funds.
  - j. The Executive Board may conclude agreements with other organizations to provide its magazine or other materials at rates to be set by the MACA Executive Board. Such agreements shall not confer membership status in MACA to this organization or its members, or benefits beyond receipt of such materials.
- 2.2. **Length of Membership.** Adult and junior memberships and affiliations shall expire on the fifteenth day of the month, twelve months after payment of dues. Memberships and affiliations may be extended for additional years by paying additional appropriate annual dues. A life membership expires upon the member's death or resignation.
- 2.3. **Powers and Rights.** In addition to the rights vested in the by-laws elsewhere and the articles of organization, the members shall have such other powers and rights as the Executive Board may designate.
- 2.4. **Privileges**
- a. **Competition.** A member shall be permitted to compete in any event held by the corporation, subject to such rules and regulations as may govern that event.
  - b. **Subscriptions.** Members, except family members, and affiliates shall receive annual subscriptions to the official organ.
  - c. **Affiliate Services.** Affiliates are entitled to such services, upon availability, as:
    - i) Initial organization kit, simultaneous exhibitions, lectures;
    - ii) Chess education materials;
    - iii) Advice on forming leagues, organizing and directing competitive chess events;
    - iv) Space in the official organ for affiliate and scholastic chess news;
    - v) Tournament supplies.
  - d. **Agenda and minutes.** A member or an affiliate may receive all minutes, agenda to the Executive Board meetings, and proposed amendments of the articles of organization and by-laws upon payment of a prescribed fee.
- 2.5. **Annual Meetings.** The location and date of the annual meeting shall be specified by the Executive Board in the notice for the annual meeting and shall take place during the months of April or May at the site of the Massachusetts Championship. If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these by-laws, except in this Section 2.5, to the annual meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Sections 2.7 and 2.8.
- 2.6. **Regular Meetings.** Regular meetings of the members may be held at such places within Massachusetts and at such times as the members may determine.

- 2.7. **Special Meetings.** Special meetings of the members may be held at any time and at any place within Massachusetts. Special meetings of the members may be called by the President or by the Executive Board upon the written application of thirty or more voting members.
- 2.8. **Call and Notice.**
- a. **Annual and Regular Meetings.** The call or notice for annual or regular meetings shall be sent to all voting members. The call or notice must list either contracts or transactions of the corporation with interested persons, amendments to the articles of organization or to these by-laws (as adopted by the Executive Board or otherwise), or other items as required by law, the articles of organization, or these by-laws.
  - b. **Special Meetings.** Reasonable notice of the time and place of special meetings of the members shall be given to each voting member. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these by-laws or unless there is to be considered at the meeting:
    - i) contracts or transactions of the corporation with interested persons,
    - ii) amendments to these by-laws (as adopted by the directors or otherwise), or
    - iii) removal or suspension of a member, director, or officer.
  - c. **Reasonable and Sufficient Notice.** Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send notice by mail or by telegram at least ten days before the meeting addressed to the member at the member's usual or last known business or residence address or by telephone at least ten days before the meeting.
- 2.9. **Quorum.** At any meeting of the members, 30 voting members present in person shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than three days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- 2.10. **Action by Vote.** Each voting member shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by voting members present in person shall decide any question, including election to any office, unless otherwise provided by law, the articles of organization, these by-laws, or the rules of order.
- 2.11. **Action by Writing.** Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all voting members are given a mail ballot to vote on the matter and the return ballots are to be filed with the records of the meetings of the members. The ballots must be sent by mail or delivered in person at least 10 days before the ballots must be return postmarked, addressed to each voting member at the member's usual or last known business or residence address. At least 3 days shall be allowed after the postmark date for the ballots to be returned by mail. Such votes shall be treated for all purposes as a vote at a meeting, provided at least 30 valid ballots are returned.
- 2.12. **Compensation.** Members shall be entitled to receive for their services such amount, if any, as the Executive Board may determine, which may include expenses of attendance at meetings. Members shall not be precluded from serving

the corporation in any other capacity and receiving compensation for any such services.

### **Section 3.** *Sponsors, Benefactors, Contributors, Advisors, Friends of the corporation*

The Executive Board may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors, or friends of the corporation or other such titles as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Board shall otherwise designate, shall in such capacity have no right to notice or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

### **Section 4.** *Executive Board*

- 4.1. **Membership.** The Executive Board shall consist of the directors and the executive officers: president, vice president, treasurer, and clerk.
- 4.2. **Election of Officers and Directors.** Annually, by mail ballot, the MACA corporate membership shall elect four (4) executive officers and twelve (12) directors for a total of sixteen (16) MACA board members. Each voting member may vote for any number of director candidates, up to twelve (12). The candidates receiving the most votes shall be elected. The election results shall be announced at the annual meeting. Candidates may run for an officer and a director position, but if elected as an officer, then the candidate is not elected as a director.
- 4.3. **Tenure.** Each Executive Board member shall hold office until the next annual meeting of the members and until the member's successor is elected and qualified, or until the member sooner dies, resigns, is removed, or becomes disqualified. An Executive Board member shall be suspended immediately following the lapse of the member's membership in the corporation.
- 4.4. **Powers.** The affairs of the corporation shall be managed by the Executive Board which shall have and may exercise all the powers of the corporation, except those powers reserved to the members by law, the articles of organization, or these by-laws.
- 4.5. **Committees.** The Executive Board may elect or appoint one or more committees and may delegate to any such committee any or all of their powers. Any committee to which the powers of the Executive Board are delegated shall consist solely of Executive Board members. Unless the Executive Board otherwise designates, committees shall conduct their affairs in the same manner as is provided in these by-laws for the Executive Board. The members of any committee shall remain in office at the pleasure of the Executive Board.
- 4.6. **Suspension or Removal.** An Executive Board member may be suspended or removed
  - a. with or without cause by a vote of two thirds of corporate members present and voting at a special membership meeting called for that purpose, or
  - b. with cause by a vote of two thirds of Executive Board members present and voting, or an absolute majority of Executive Board members, whichever is

greater, at a regular or special Executive Board meeting. An Executive Board member may be removed by the Executive Board only after reasonable notice and opportunity to be heard.

- 4.7. **Resignation.** An Executive Board member may resign by transmitting his or her written resignation to an executive officer, to a meeting of the members of the Executive Board, or the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.
- 4.8. **Vacancies.** Any vacancy in the Executive Board may be filled by the members of the Executive Board. Each member shall hold office for the unexpired term or until the successor sooner dies, resigns, is removed, or becomes disqualified. The Executive Board shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.
- 4.9. **Regular Meetings.** Regular meetings of the Executive Board may be held at any place within Massachusetts and at such times as the Executive Board may determine.
- 4.10. **Special Meetings.** Special meetings of the Executive Board may be held at any place within Massachusetts when called by the president or by five or more Executive Board members.
- 4.11. **Call and Notice.**
  - a. **Regular Meetings.** No call or notice shall be required for regular meetings of the Executive Board, provided that reasonable notice
    - i) of the first regular meeting following the determination by the Executive Board members of the times and places for the regular meetings shall be given to absent members,
    - ii) specifying the purpose of a regular meeting shall be given to each Executive Board member if either contracts or transactions of the corporation with interested persons or amendments to these by-laws are to be considered at the meeting, and
    - iii) shall be given as otherwise required by law, the articles of organization, or these by-laws.
  - b. **Special Meetings.** Reasonable notice of the time and place of special meetings of the Executive Board shall be given to each Executive Board member. Such notice need not specify the purpose of a meeting, unless otherwise required by law, the articles of organization, or these by-laws, or unless there is to be considered at the meeting
    - i) contracts or transactions of the corporation with interested persons,
    - ii) amendments to these by-laws,
    - iii) removal or suspension of an Executive Board member.
  - c. **Reasonable and Sufficient Notice.** Except as otherwise expressly provided, it shall be reasonable and sufficient notice to an Executive Board member to send notice by mail or telegram at least ten days before the meeting, addressed to the member at the member's usual or last known business or residence address or to give notice to the member in person or by telephone at least ten days before the meeting.

- 4.12. **Quorum.** At any meeting of the Executive Board, five (5) Executive Board members shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present.
- 4.13. **Action by Vote.** When a quorum is present at any meeting, a majority of the Executive Board members present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization, these by-laws, or the rules of order.
- 4.14. **Action by Writing.** Any action required or permitted to be taken at any meeting of the Executive Board may be taken without a meeting if all Executive Board members are given a mail ballot to vote on the matter and the returned ballots are to be filed with the records of the meetings of the Executive Board. The ballots must be sent by mail or delivered in person at least ten days before the date of their return, and addressed to each Executive Board member at the member's usual or last known business or residence address. At least three days shall be allowed after the postmark date for the ballots to be returned by mail. Such votes shall be treated for all purposes as a vote at a meeting, provided at least seven valid ballots are returned.
- 4.15. **Compensation.** Executive Board members shall be entitled to receive for their services such amount, if any, as the Executive Board members may from time to time determine, which may include expenses of attendance at meetings. Executive Board members shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such service.

## **Section 5. *Officers and Agents***

- 5.1. **Number and Qualification.** The officers of the corporation shall be the executive officers: president, vice-president, treasurer, and clerk; and the appointed officers: education coordinator, scholastic coordinator, club coordinator, league coordinator, promotion coordinator, membership secretary, Comeau Fund coordinator, data processing coordinator, prison chess coordinator, master chess coordinator, tournament coordinator, publications coordinator, archivist, budget coordinator, fund raising coordinator, volunteer coordinator, parliamentarian, and such other appointed officers, if any, as the Executive Board may determine. The corporation may also have such agents, if any, as the Executive Board may appoint. An executive or appointed officer must be a corporate member. If the Clerk is not a Massachusetts resident the Board must appoint a Massachusetts resident to be its resident agent. In addition, an executive officer must be a resident of New England. A person may not hold via annual election more than one executive office at the same time. If required by the Executive Board, any officer shall give the corporation a bond for faithful performance of his duties in such amount and with such surety as shall be satisfactory to the Executive Board. No office, either executive or appointed, may be shared by two or more persons.
- 5.2. **Election.** The executive officers shall be elected annually by mail ballot of the corporate voting membership. The election shall be decided by a plurality of votes cast for each position. Appointed officers may be elected by the directors at any time.

- 5.3. **Tenure.** The executive officers shall each hold office until the end of a meeting at which the officer's successor is chosen and qualified, and each appointed officer shall hold office until the first meeting of the Executive Board following the next annual meeting of the members unless a shorter period shall have been specified by the terms of the appointed officer's election or appointment, or in each case until the officer sooner dies, resigns, is removed, or becomes disqualified. Each agent shall retain his or her authority at the pleasure of the Executive Board.
- 5.4. **President.** The president shall be the chief executive officer of the corporation and, subject to the control of the Executive Board, shall have general charge and supervision of the affairs of the corporation and shall be responsible for the corporation's general welfare. The president shall preside at all meetings of the members and at all Executive Board meetings, except as the members or the Executive Board otherwise determine. The president shall be an ex-officio member of all committees and all commissions.
- 5.5. **Vice President.** The vice president shall have 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 his inability to act.
- 5.6. **Treasurer.** The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The treasurer shall be in charge of its financial affairs, funds, securities, and valuable papers and shall keep full and accurate records thereof. The treasurer shall have such other duties and powers as designated by the Executive Board or its president. The treasurer shall also be in charge of its books or account and accounting records, and of its accounting procedures. The treasurer shall report at the membership and Executive Board meetings on the financial position of the corporation.
- 5.7. **Clerk.** The clerk shall record and maintain records of all proceedings of the members and Executive Board in a book or a series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk or resident agent and shall be open at all times to the inspection of any matter. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the articles of organization and by-laws and names of all Executive Board members and appointed officers and the address of each. If the clerk is absent from any meeting of the members or directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.
- 5.8. **Education Coordinator.** The education coordinator shall develop, maintain, revise, and distribute a chess education program. The education coordinator shall coordinate and aid chess education programs amongst the affiliates and other organizations as may request the help.
- 5.9. **Scholastic Coordinator.** The scholastic coordinator shall be responsible for the organization of corporate sponsored scholastic singles and team events and shall aid in the development of educational and competitive chess programs in the Commonwealth's schools. The scholastic coordinator shall be responsible for the advertising and distribution of the chess education program within the Commonwealth's schools.

- 5.10. **Club Coordinator.** The club coordinator shall be responsible for the affiliate and club program which shall provide affiliates and clubs with informational, organizational, promotional, advertising, and educational materials, tournament supplies, and whatever other aid that may be deemed necessary in order to encourage growth and existence of chess clubs within the Commonwealth.
- 5.11. **League Coordinator.** The league coordinator shall promote league activity within the Commonwealth, aiding in the formation of new leagues, the advertising of all leagues, whether by advertising in the official organ or by mail campaign to appropriate organizations, and preparing and distributing a manual on league formation and organization.
- 5.12. **Promotion Coordinator.** The promotion coordinator shall develop and coordinate programs to promote the corporation and its activities, endeavoring to increase the visibility and the participation in the game of chess.
- 5.13. **Membership Secretary.** The membership secretary shall coordinate the membership function of the corporation, including recording memberships, compiling membership listings, producing mailing labels for the official chess organ and providing information as to the general welfare of the membership. The membership secretary shall provide the voting membership list for all meetings and mail ballots and shall give the Executive Board notice of an Executive Board member's membership expiration.
- 5.14. **Tournament Coordinator.** The tournament coordinator shall organize all corporate sponsored tournaments, solicit organizers to conduct corporate sanctioned events, and provide tournament organization guidelines for organizers.
- 5.15. **Publications Coordinator.** The publications coordinator shall manage and promote the official organ and any other publications the Executive Board may designate.
- 5.16. **Fund Raising Coordinator.** The fund raising coordinator shall seek donations and bequests for the corporation.
- 5.17. **Budget Coordinator.** The budget coordinator shall brief the Executive Board on trends of income and expenses, and shall present a budget of income and expenses for the coming fiscal year at the first regularly scheduled Executive Board meeting following the annual meeting.
- 5.18. **Volunteer Coordinator.** The volunteer coordinator shall seek out persons to initiate and carry out programs of the Association.
- 5.19. **Parliamentarian.** The parliamentarian shall act as parliamentarian at all meetings of the members and Executive Board and shall be fully knowledgeable of the rules of order, articles of organization, and these by-laws. The parliamentarian shall also provide aid in the drafting of amendments to the articles of organization and the by-laws, offering recommendations in wording or actions to the members, Executive Board, or authors. The parliamentarian shall also maintain a codified book of actions approved at meetings of the members and of the Executive Board.
- 5.20. **Archivist.** The archivist shall collect and maintain copies of records of all committees and officers in the effort to provide a profile of the responsibilities and duties of each office and maintain a history of committee efforts. The archivist shall also maintain an archive of the minutes of all meetings, copies of the official organ, the articles of organization, the by-laws, and such other material as may be



deemed worthy of preservation. The archives shall be kept within the Commonwealth of Massachusetts at the principal office of the corporation or at the office of the archivist and shall be open at all reasonable times to the inspection of any member.

- 5.21. **Comeau Fund Coordinator.** The Comeau Fund coordinator shall administer the corporation's William Comeau Memorial Fund, including soliciting donations to the fund, soliciting bids for Comeau Fund grants from Massachusetts elementary schools, determining and notifying the grantees of the Fund for each academic year, and obtaining and distributing the necessary chess support materials to designated schools.
- 5.22. **Data Processing Coordinator.** The data processing coordinator shall construct and maintain a computerized database of the membership of the corporation, based on information supplied by the membership coordinator, and shall periodically provide the membership coordinator and other designated individuals printouts of this database, and provide a printout in the form of mailing labels to the publications coordinator for each edition of Chess Horizons magazine.
- 5.23. **Prison Chess Coordinator.** The prison chess coordinator shall collaborate with the officials of correctional institutions in Massachusetts and other states designated by the Executive Board to initiate, promote, and develop chess activities within these institutions, including the development of chess clubs, tournaments, and instructional programs, the promotion of correspondence play, and the coordination of visits by chess teams or masters in accordance with the wishes of the officials of these institutions. The prison chess coordinator shall administer the Benjamin Landey-Emil Reubens Memorial Fund to procure chess equipment, supplies, and other materials in support of prison chess activities.
- 5.24. **Master Chess Coordinator.** The master chess coordinator shall administer the corporation's programs and efforts to promote top level and professional chess competition and other activities.
- 5.25. **College Coordinator.** The college chess coordinator shall serve as a liaison between the corporation and college chess clubs, and promote collegiate chess activity within the Commonwealth.
- 5.26. **Suspension or Removal.** An appointed officer may be suspended or removed with or without just cause by vote of a majority of the Executive Board at any special meeting called for such a purpose or at any regular meeting.
- 5.27. **Resignation.** An officer may resign by transmitting his or her written resignation to an executive officer, to a meeting of the members or Executive Board, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.
- 5.28. **Vacancies.** If an executive officer position becomes vacant, the members of the Executive Board may elect a successor. The Executive Board shall elect the successor for an appointed officer vacating his or her office. Each such successor shall hold office for the unexpired term, and in the case of an executive officer, until this officer's successor is elected and qualified, or in such case until the officer sooner dies, resigns, is removed, or becomes disqualified.

## Section 6. *Tournaments*

- 6.1. **Tournament Organization.** The corporation shall run or seek bids for such tournaments as the Massachusetts Championship and Amateur tournaments and other such events that the Executive Board shall approve.
- 6.2. **MACA Sponsored Events.** A MACA sponsored event shall be approved in format by the Executive Board and shall have a prize fund guaranteed by the corporation.
- 6.3. **MACA Sanctioned Events.** A MACA sanctioned event shall be recognized by the Executive Board and shall require corporate membership of each participant who resides within the Commonwealth.
- 6.4. **Massachusetts Championship.** The corporation shall annually sponsor or sanction the Massachusetts Championship to determine the Commonwealth's chess champion for the following year.

## Section 7. *Annual Election Procedures*

- 7.1. **Elections Commission.** The Elections Commission shall conduct the annual mail ballot election of executive officers and directors.
  - a. **Composition.** A three member Elections Commission and its chairperson shall be named by the Executive Board by the first day of November. Members of the Elections Commission shall not be candidates for any of the executive offices.
  - b. **Duties.** Duties of the Elections Commission shall include the solicitation and/or receipt of nominations and candidate statements, the obtaining of an official roll of voting members from the membership secretary, the design and preparation of the ballot and instructions, the security and mailing of the ballots, the specification of the mail ballot return date, the receipt, custody and counting of completed ballots, and the announcement of results.
- 7.2. **Nominations.** Nominations for all offices and directors shall be submitted to the Chairperson of the Elections Commission by the 15th of February, or the February Executive Board meeting, whichever comes first. Nominees must be corporate members for the term of office.
- 7.3. **Mailing of Ballots.** Ballots shall be mailed to all voting members of record as of the last day of February.
- 7.4. **Ballots.** Ballots may include issues for which the opinion of the membership is sought or issues which the membership must decide, including ratification of by-laws changes made by the Executive Board. The Elections Commission shall specify the ballot return date which shall be no more than seven days prior to the annual meeting.
- 7.5. **Announcement of the Results.** The Elections Commission shall announce the election results at the annual meeting. Tie votes for executive officers and directors shall be broken by a vote of the incoming Executive Board at its first scheduled meeting.

## **Section 8.**

**Execution of Papers.** Except as the Executive Board may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by the corporation shall be signed by the president or by the treasurer. Any recordable instrument, purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the president or the vice president and the other is the treasurer or clerk, shall be binding on the corporation in favor of a purchaser or other relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, by-laws, resolution, or votes of the corporation.

## **Section 9.**

**Personal Liability.** The members, directors, and officers of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having claim against the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the corporation.

## **Section 10.**

**Rules of Order.** The current edition of Robert's Rules of Order, Newly Revised, shall be the rules of order at all meetings of the membership and Executive Board and its committees with the following addition: no actions taken by the Executive Board at one meeting and confirmed in the subsequent meeting may be subject to a motion to rescind until a new Executive Board takes office.

## **Section 11. *Amendments***

These by-laws may be altered, amended, or repealed in whole or in part by a two-thirds vote of those voting of the Executive Board except with respect to any provision thereof which by law, the articles of organization or these by-laws requires action by the members, and provided that reasonable notice has been given.

11.1. **Amendment Action by the Membership.** These by-laws may also be amended by a two-thirds vote at any membership meeting provided such amendments are submitted to the clerk at least ninety days before the membership meeting.

11.2. **Ratification and Limitations of Revisions to By-Laws.**

- a. **Amending the Articles of Organization.** Chapter 180 Commonwealth of Massachusetts, covering non-profit corporations, provides that any amendment affecting the substance of the articles of organization requires two-thirds approval of the membership voting at a membership meeting. All proposed amendments to the articles of organization must be made available to the voting membership in the notice for the related membership meeting.

- b. **Repealing By-Law changes.** All by-law changes made by the Executive Board and yet to be considered by the membership shall be made available to the membership by the mailed ballot described in subsection 7.4, by which means the membership may repeal one or more of the changes by a majority vote.
- c. **By-Laws Changes.** All by-laws changes made by the Executive Board shall be voted at least ninety (90) days prior to the next regularly scheduled membership meeting.