



## By-Laws

Amended and Restated on August 2, 2015

Approved by the Board of Directors on August 2, 2015

Ratified by at the Annual Meeting of the Corporation August 2, 2015

A handwritten signature in black ink that reads "Nelson R. Roman".

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Signature of Chairperson – Nelson Roman

A handwritten signature in black ink that reads "Terry Miles".

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Signature of Clerk – Terry Miles



## **ARTICLE 1 - NAME, PRECEDING GROUP**

1. NAME- The name of this charitable corporation shall be the Imperial Court of Western Mass Inc. (ICWMA)
2. PRECEDING GROUP- This Corporation is successor to the Principality of Western Mass Inc. The Imperial Court of Western Mass Inc has chosen this charitable corporation to be their duly appointed successor. All preceding by-laws and or policies and procedures of the preceding group are null and void.

## **ARTICLE II – PURPOSES, TAX EXEMPTION, AND PROHIBITION ON POLITICAL ACTIVITIES**

1. PURPOSES-The purposes of the Corporation are as follows:
  - a. Mission & Vision:
    - i. Our Mission - We are an all-inclusive and innovative philanthropic organization that empowers, engages, and unites the community through fundraising, community events and celebrations.
    - ii. Our Vision – To strengthen the understanding and pride of diverse individuals, and foster equity and equality that transcends generations.
  - b. To acquire by purchase, gift, devise, bequest, and lease or otherwise to own, hold, use, maintain, improve, operate, post for bail and to sell, lease and otherwise dispose of real and personal property and to do everything necessary and proper to the conduct of said purposes, including the power to borrow funds and to mortgage.
  - c. To do any legal act or thing to carry out any activities or transact business, necessary, related or incident to the aforementioned purposes which are permitted by the laws of the Commonwealth of Massachusetts.
2. TAX-EXEMPT STATUS, EXEMPT ACTIVITIES, SHARING IN CORPORATE EARNINGS  
This corporation is a non-profit organization and is not organized for the pecuniary profit of its

Directors, Officers or members or any other private individuals, nor may any of its net income, after operating expenses of all kinds, inure to the benefit of any Director, Officer or member or any other private individual. All net earnings or assets remaining after the full payment of corporate obligations of all and of any kind shall be devoted solely to the charitable, educational, and benevolent purposes of this corporation. No Director, Officer, employee, consultant, or agent of the corporation shall take any action or carry on any activity, by or on behalf of the corporation, not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue Law) or (b) by a corporation's contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue Law).

3. **PROHIBITION ON POLITICAL ACTIVITIES AND LIMITATIONS ON LOBBYING**

The corporation shall not participate, or intervene, in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence, legislation, except to the extent permitted by law for non-profit, tax-exempt organizations.

**ARTICLE III - ANNUAL MEETING, OFFICERS, AND MEMBERSHIP**

1. **ANNUAL MEETING**- The Board of Directors shall hold an annual meeting 30 days after the close of our fiscal year, at such time and place as is established by the Board upon proper notice, for election of new Board members and transaction of such other businesses as may properly come before the Board. At the Board's annual meeting, the Board of Directors and members of the corporation, general public, community stake holders and leaders shall meet jointly at the principal office of the corporation or at a place specified in the notice of the meeting.
2. **OFFICERS**- At the annual meeting the members of the Board of Directors shall elect two members of the Executive Board (I.E. Chair /Clerk, or Vice Chair and Treasurer) with a term of office for two years. These executive officers duties shall be as set forth in these By-Laws, in accordance with Massachusetts nonprofit organization laws.
3. **MEMBERSHIP** - Membership to the corporation is open to any community member in a fifty (50) mile radius who believes in furthering the mission and vision of the Imperial Court of Western Mass Inc., membership fee if any will be voted on and ratified by the Board of Directors; an individual must submit an application that is to be accepted by the Board of Directors. This allows the member full rights and privileges to serve on any Imperial Court Planning/Standing Committees and to serve in a volunteer capacity in assisting the Imperial Court of Western Mass Inc achieve its mission and vision.

**ARTICLE IV - BOARD OF DIRECTORS - ELECTION, TERM OF OFFICE**

1. **ELECTION OF BOARD OF DIRECTORS** - All members of the Board of Directors will be elected in the following manner:

One the first day of the month following the end of each fiscal year, a Nominating Committee will be formed. This committee will comprise a list of Board Seats Set to expire at the next

annual meeting and call for nominations to the Board of Directors. Thereafter, the Nominating Committee shall meet to review the nominees and prepare a slate of nominees consisting of individuals enumerated in this Article IV, Section 3A(1)-(3), 4(ii) to be presented to the Board Members, General Membership, and all others present at the annual meeting. 30 Days following the end of the fiscal year at the Annual Meeting, the Board of Directors, and Membership of the Corporation shall, by a majority vote of the quorum present: Elect Directors from the slate of nominees presented by the Nominating Committee. The new Directors' terms shall commence upon election. Unless terminated earlier in accordance with these By-laws, each Director shall hold office until the expiration of the term for which he/she is elected.

2. TAKING OFFICE, TERM OF OFFICE- Upon being elected as provided in these By-Laws, a Director shall take office at the annual meeting of the Board of Directors. The term of office for all Directors who are chosen according to these By-Laws shall be one (1) year from the annual meeting, with the exception of the staggered executive officers terms who will serve in the capacity of two years.

3. NUMBER AND TYPES OF DIRECTORS; VACANCIES-

A. The Board of Directors shall be comprised of a minimum of three (3) persons and a maximum of eleven (11) persons. The Board of Directors shall include:

1. Not less than one (1) member with a background and expertise in fiscal management or accounting;
2. Not less than one (1) member with a background and expertise in cultural arts;
3. Not less than one (1) member shall be a licensed attorney familiar with issues that come before the Board;
4. Additional members shall reflect the community to be served and include:
  - (i) individuals of underrepresented or well represented LGBT population or individuals whose employment is related to serving the LGBT population; and
  - (ii) are selected for their expertise in education, business administration or community affairs.

B. In the event that a person described in clauses A(1), A(2), or A(3) in this Article IV, Section 3 above, is not available to serve as a member of the Board of Directors, the Board shall use a consultant, or another individual with relevant experience, with the qualifications described in such clause, who shall work directly with the Board of Directors in an advisory capacity, but who shall not hold a seat on the Board, nor have any rights that attach to Board membership.

C. Vacancies- When a Board seat is vacated before a Director's term has expired (or a new Board seat is created), a new Director shall be elected to the Board of Directors. The new Board member shall serve only for the duration of the unexpired term of the seat filled.

3. SUCCESSIVE TERMS- Any member of the Board of Directors may be elected to successive terms on the Board of Directors.

## **ARTICLE V - BOARD OF DIRECTORS - MEETINGS, DUTIES, ELIGIBILITY**

1. POWERS AND DUTIES - The powers and duties of the Board of Directors are those generally deemed inherent in such positions in a charitable corporation. The function of the Board of Directors shall be the general management and control of the business and affairs of the corporation to effectuate the purposes of the corporation as set forth in these By-Laws. The Directors shall exercise all powers of the corporation except such as are delegated by the Directors or conferred upon other individuals or bodies by law, by agreement of association and by these By-Laws. No individual Director shall act for the Board of Directors except as may be specifically authorized by the Board.
2. RESPONSIBILITIES - The responsibilities of the Board of Directors shall include, but not be limited to, the following:
  - A. To assume legal and fiscal responsibilities for administering and overseeing all programs under its authority, including the safeguarding of Federal funds;
  - B. To adopt practices that assure active, independent, and informed governance of the corporation, including the resolution of internal disputes and the facilitation of meaningful consultation and collaboration about decisions of the Board of Directors, and fully participate in the development, planning, and evaluation of ICWMA program;
  - C. To be responsible for ensuring compliance with applicable Federal, State, and local laws and regulations;
  - D. To be responsible for other activities, including:
    1. Selecting delegate agencies and their service area, as appropriate;
    2. Creating, updating, and implementing strategic plans as needed;
    3. Reviewing all applications for ICWMA funding and amendment to such applications;
    4. Establishing procedures and guidelines for accessing and collecting accurate and regular information for use by the Board of Directors about program planning, policies, and ICWMA operations;
    5. Reviewing and approving all major policies of the agency, including but not limited to the annual self-assessment; financial audit; progress in carrying out the programmatic and fiscal provisions in the corporation's ICWMA applications, including implementing any corrective actions, as applicable; and personnel policies regarding hiring, evaluation, termination and compensation;
    6. Developing procedures for how members of the advisory committee are selected;
    7. Approving financial management, accounting, and reporting policies, and compliance with laws and regulations relating to financial statements, including the approval of all major financial expenditures of the agency; annual approval of the operating budget of the agency; selection of independent financial auditors who shall report all critical accounting policies and practices to and practices to the Board of Directors; and monitoring the corporation's

actions to correct any audit findings and of other action necessary to comply with applicable laws and regulations governing financial statement and accounting practices;

8. Establishing, adopting, and periodically updating written standards of conduct that establish standards and formal procedures for disclosing, addressing and resolving any conflicts of interest or appearance of conflicts of interest by Directors, Officers and employees of the corporation, and consultants and agents who provide services or furnish goods to the corporation; and complaints, including investigations, as appropriate;
  9. As practicable and appropriate, establishing advisory committees, as per Article IX of these Bylaws, to oversee key responsibilities related to ICWMA program governance and improvement.
3. REGULAR MEETINGS- Regular meetings of the full Board of Directors shall be held, but not be limited to, at least quarterly. Meetings shall be held at the principal office of the corporation or at a place specified in the notice of the meeting.
  4. SPECIAL MEETINGS- Special meetings may be held at any time upon the call of the Chairperson or upon written demand from four (4) Directors given or sent to the Clerk at least seven (7) days prior to the proposed date of the meeting. Such notices shall specify the purpose of the proposed special meeting. The Clerk shall properly notice such meeting consistent with State law.
  5. NOTICES OF MEETINGS; WAIVER OF NOTICE- Notice for regular meetings shall be given fourteen (14) days in advance of a meeting of the Board. Notice of a meeting need not be given to a Director if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, nor to any Director attending a meeting without protesting the lack of notice prior to or at the commencement of the meeting. Notice for meetings other than regular meetings shall be given at least seven (7) days prior to the meeting for which notice is being given.
  6. CORRECTION, RATIFICATION- The Board of Directors may correct, ratify, or implement any omitted or improperly executed event, in failing to hold a meeting, or taking improper action, or in an election, at any subsequent meeting duly called.
  7. QUORUM- At any meeting of the Board of Directors, a number of members present in excess of one half (1/2) of the current number of sitting Directors shall constitute a quorum. The act of a majority of the quorum present shall be an act of the Board of Directors.
  8. ABSENTEEISM- Any member of the Board of Directors who misses two (2) consecutive meetings without notification and an acceptable reason, shall be cause for removal from the Board of Directors. \*\*
  9. OTHER REMOVAL FOR CAUSE- Any Director may be removed from the Board of Directors, for conduct detrimental to the interests of the corporation, for conduct inconsistent with the corporation's purposes, for refusing to render reasonable assistance in carrying out the corporation's purposes, or whenever it is determined that the best interest of the corporation would be served by such removal, by a two-thirds vote of the entire Board of Directors. The right of a Director to vote



and all of his/her other rights, titles and/or interests in the corporation shall cease upon the termination of his/her membership on the Board of Directors.

10. RESIGNATIONS- Any member of the Board of Directors may resign by submitting a written notice to the Chairperson or the Clerk. This vacancy shall be filled as prescribed in these By-Laws.

11. CONFLICTS OF INTEREST-

A. The following persons are deemed ineligible for the Board of Directors as having a unresolvable conflict of interest if placed on the Board:

- i. Individuals with a financial conflict of interest with this corporation;
- ii. Individuals who receive compensation for providing services to this corporation;
- iii. Salaried employees of this corporation;
- iv. The spouse or significant other of any salaried employee of the corporation; and
- v. Any member of the immediate family, defined as mother, father, brother, sister and in-law equivalents, of any salaried employee of this corporation.

B. No person shall be elected to the Board of Directors who has a conflict of interest as described in this section. If after his/her election, a Director develops a conflict of interest as described in this section, he or she shall conclusively be deemed to have resigned from the Board of Directors and the vacancy shall be filled as prescribed in these By-Laws.

C. The Board of Directors shall establish, adopt, and periodically update a written corporate policy that establishes procedures for disclosing and addressing conflicts of interest or the appearance of conflicts of interest by Directors, Officers, employees, consultants, and/or agents who provide services or furnish goods to the corporation, and for maintaining the confidentiality of the corporation's proprietary information.

12. OPEN MEETINGS- Meetings of the Board of Directors shall be open to the public unless the Directors, by motion, go into closed session. The Board may invite the Agency Executive Director and such other persons as it deems appropriate to attend a closed session. The public and staff personnel are excluded from closed sessions except when invited to give testimony or advice, after which they will be excused.

12. TELEPHONIC MEETING- Unless otherwise specified by State law, any or all Board members may participate in a meeting of the Board of Directors or a Committee of the Board of Directors, as applicable, by telephone or by any other means of communication so long as all Board members who are participating in the meeting can hear all other Board members. Such participation in the meeting shall constitute presence in person at the meeting.

13. ELECTIORNIC MEETING - Unless otherwise specified by State law, any or all Board members may participate in a meeting of the Board of Directors or a Committee of the Board of Directors, as applicable, electronic communication (i.e. email, social media video conferencing, etc.) so

long as all Board members who are participating in the meeting can hear all other Board members. Such participation in the meeting shall constitute presence in person at the meeting.

14. REMUNERATION-No Director shall receive compensation for serving on the Board of Directors or for providing services to the agency. This section does not prohibit the Board of Directors from reimbursing reasonable expenses incurred by Directors acting in their capacity as Directors, such as attending Board meetings.

## **ARTICLE VI - BOARD OF DIRECTORS - OFFICERS AND THEIR DUTIES**

1. OFFICERS- The officers of the corporation shall be the Chairperson, Vice Chairperson, Treasurer, and Clerk. These officers shall serve as the Executive Committee of the Board of Directors.
2. ELECTION, TERM OF OFFICE- The term of an Officer shall be two (2) years and shall expire on staggered years at the Annual Meeting of the LCC held in November. Upon expiration of Officers term at the Annual Meeting, where quorum is present, the Board Shall elect new Officers by a majority vote of the quorum Board Members present. New Officers shall take office immediately following their election.
3. ELIGIBILITY, VACANCY- Officers of the Board of Directors shall be elected from among the Directors presently on the Board. No person shall continue as an Officer if he or she is no longer a Director of the corporation. If an office becomes vacant for any reason, the Board of Directors shall elect, by an affirmative majority vote of the quorum present, a Director to fill that office at a specially convened meeting within thirty (30) days of the vacancy. The sole executive seat that is not required to be filled by state law is that of the Vice Chair, if the Vice Chair position becomes open and the board wishes not to fill said position they may do so, up until the term of expiration for the said position at which point any interested Board Member may seek the Vice Chair position.
4. DUTIES OF THE CHAIRPERSON- The Chairperson shall be the Chief Officer of the corporation and have the general duties of a Chief Officer. Except as otherwise noted by the Board of Directors, he/she shall: (i) preside at all meetings of the Board of Directors at which he/she is present; (ii) select committee memberships and committee chairpersons; (iii) represent the Board at public functions; and (iv) perform such other duties as may be required of him or her by the Board of Directors. The Chairperson may elect to be an Ex- Officio member of all standing and special committees of the Board.
5. DUTIES OF THE VICE CHAIRPERSON- The Vice Chairperson shall have such powers and such special duties as the Board of Directors shall from time to time designate, and shall perform the duties of the Chairperson in the absence of the Chairperson.
6. DUTIES OF THE TREASURER- The Treasurer shall have, but not be limited to, the following duties: overseeing the fiscal affairs of the corporation; reporting, with the Fiscal Officer, on the financial condition of the corporation to the Board of Directors at its regular meetings, the annual meeting and at such other times as the Board may require; serving as the Chairperson of the Finance and Audit Committee; meeting with the Fiscal Officer regarding monthly financial statements; working with the Fiscal Officer and the Finance and Audit Committee on yearly budgets; and any further such duties as determined by the Board of Directors.



7. DUTIES OF THE CLERK- The Clerk shall keep the Agreement of Association, attested Copy of the Articles of Organization, and any articles in Amendment of said agreement or of said Articles, and these By-Laws and any amendments of these By-Laws, as well as a true record of all meetings of the Board of Directors in a book to be kept at the principal office of the corporation, which shall be open at all reasonable times to the inspection of any member. In the absence of the Clerk at any meeting of the Board, a temporary clerk shall be chosen, who shall record the proceedings. The Clerk and such temporary clerk shall be sworn to the full and impartial discharge of their duties.

The Clerk shall keep accurate minutes of all meetings of the Board of Directors and in his absence from any such meeting, the temporary clerk shall be chosen who shall be sworn and shall record the proceedings of each meeting. The Clerk shall give or cause to be given all notices in accordance with these By-Laws or as required by law, and shall be responsible for such other actions of the corporation as the Board of Directors shall direct. The Board of Directors may delegate the day-to-day duties of the Clerk, such as keeping the book onsite and available or noticing meetings, to any person hired by this corporation.

8. REMOVAL OF AN OFFICER; RESIGNATION- Any Officer may be removed at any time, with or without cause, by the Board by a majority vote of the full Board of Directors. An Officer may resign at any time by giving written notice to the Chairperson. If the Chairperson is the resigning Officer, the written notice shall be given to the Clerk.

## **ARTICLE VII - EXECUTION OF PAPERS, ENDORSEMENT OF CHECKS, BONDS**

1. EXECUTION OF PAPERS- Except as the Board of Directors may generally or in particular cases authorize the executor thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, drafts and other obligations made, accepted and endorsed by the corporation shall be signed by the Chairperson of the Board of Directors and/or the Executive Director.
2. CHECKS- All checks should be signed in accordance with the Agency's Cash Disbursements (Check-Writing) Policies.
3. BOND- If required, each Officer and any Director, or employee of the corporation entrusted with funds, shall give bond for the faithful performance of his duty, in such forms and in such sums, and with such sureties as the Board of Directors or the federal or state government shall require by law or regulation.

## **ARTICLE VIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS**

1. INDEMNIFICATION- The corporation shall, to the extent legally permissible, indemnify each of its Directors and Officers, against all liabilities and expenses, including counsel fees reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceedings in which he may be involved or with which he may be threatened, while an Officer or thereafter, by reason of his being or having been such a Director or Officer, except with respect to any matter as to which he shall have been adjudicated in any proceedings not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided however, that as to any matter disposed of by a compromise payment by such Director or Officer, pursuant to a consent decree or otherwise no indemnification; either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the

corporation, after notice that it involves such indemnification; (a) by a disinterested majority of the Directors when in office, or (b) by a majority of the disinterested Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Director or Officer appears to have acted in good faith in the reasonable belief that his action was in the best interest of the corporation. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled. As used in this paragraph, the terms "Director" and "Officer" include their respective heirs, executors, and administrators and an interested Director or Officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is pending. Nothing contained in this section shall affect any right to indemnification to which corporate personnel other than Directors and Officers may be entitled by contract or otherwise under law.

## **ARTICLE IX - COMMITTEES**

1. IN GENERAL- The Board shall establish such Committees, either as standing Committees or Ad Hoc Committees, as it deems appropriate. All Committee members shall be appointed by the Chairperson of the Board of Directors, provided that such appointment shall fairly reflect the composition of the Board, as appropriate. All actions taken by any Committee must be ratified by the majority Board.
2. STANDING COMMITTEES- A Standing Committee is a permanent Committee that shall be appointed by the Chairperson and, with the exception of the Executive Committee, shall be comprised primarily of Board members. All standing committees shall operate in a manner consistent with the policies of the Board of Directors.

### **A. EXECUTIVE COMMITTEE**

- i. The elected Officers of the Board of Directors shall serve as the Executive Committee of the Board of Directors. The Executive Committee shall have and may exercise all the powers of the Board of Directors during the interim periods between meetings of the Board of Directors, except those powers that are preserved by the full Board of Directors. The duties and responsibilities of the Executive Committee shall include, but not be limited to, transacting all business for and on behalf of the corporation and giving the necessary instructions to the executive management of the corporation, on behalf of the Board, and to authorize any of the officers, on behalf of the corporation to sign, affix the corporate seal to, and deliver any contracts, deeds, releases, assignments or other instruments of writing.
- ii. The Executive Committee shall meet regularly at times determined by the Committee and additional meetings may be called at any time by the Chairperson, or upon request of two (2) or more of the Committee members. Minutes of the Executive Committee action shall be kept and mailed to the Board of Directors prior to the next meeting of the Board of Directors.
- iii. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business.

- B. FINANCE AND AUDIT COMMITTEE-The Finance and Audit Committee is shall consist of at least three (3) members and shall be chaired by the Treasurer. The Committee is responsible for

monitoring and making recommendations regarding the financial status and policies of the corporation, including fiscal planning, budgeting, policy development, and financial performance. The Finance and Audit Committee is also responsible for making recommendations on the selection of an audit firm, reporting on and overseeing the annual independent financial audit performed pursuant to OMB Circular A-133 and ensuring that any valid audit findings are resolved or corrected.

- C. NOMINATING COMMITTEE – The Nominating Committee shall consist of at least (3) members of the Board of Directors, two members of the corporation who are not on the board of directors. This committee shall be chaired by a Board Member appointed by the Chairperson of the Board. The Nominating committee is responsible for submitting a slate of nominees to the Board of Directors for election to the Board of Directors.
- 3. AD HOC COMMITTEES-Ad Hoc Committees may be created by a resolution of the Board. Except as otherwise provided below and in such resolution, members of each Committee shall be Board members, appointed by the Chairperson.
  - A. GRIEVANCE COMMITTEES- Special Grievance Committees may be appointed by the Chairperson to study any particular grievance situation as it arises, and make recommendations to the full Board of Directors. Grievances concerning terminations, discharges, layoffs or the like are to be heard by a Grievance Committee comprised of both Board members as well as the Agency Executive Director.
- 4. REMOVAL AND RESIGNATION - Any member of a Committee may resign at any time by giving written notice of such resignation to the Committee Chairperson or the Chairperson of the Board. Resignation or removal from the Board of Directors shall constitute resignation or removal from any Committee on which such Board member served.
- 5. MEETINGS - Each Committee shall meet upon the call of the Chairperson. The presence at any Committee meeting of a majority of the members of such Committee shall be sufficient to constitute a quorum for taking such action as the Committee is authorized by these By-Laws or the Board of Directors to take. Action by a majority of the Committee members present at such meeting shall constitute action of the Committee.

## **ARTICLE X - FISCAL YEAR**

- 1. FISCAL YEAR- Except as from time to time otherwise provided by the Board of Directors, the fiscal year of the corporation shall be from August 1<sup>st</sup> through July 31<sup>st</sup>.

## **ARTICLE XI – NON DISCRIMINATION POLICY**

- 1. The members, officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, sexual identity, and sexual orientation. It is the policy of our organization not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual identity, sexual orientation, age, physical disability, veteran’s status, political service or affiliation, color, religion or national origin.

## **ARTICLE XII – POLICY AND PROCEDURE MANUEL**

1. POLICY AND PROCEDURE MANUEL- For any issues, and questions with regards to the policies and procedures of the Imperial Court of Western Mass, individuals shall reference the organizations – Policy and Procedures Manuel.

## **ARTICLE XIII - AMENDMENT AND REPEAL OF BY-LAWS**

2. AMENDMENT AND REPEAL OF BY-LAWS- These By-Laws may be amended, altered or repealed at any regular or special meeting by a majority vote of the sitting members of the Board of Directors, provided that notice of such proposed amendment, alteration or repeal is given in the call for the meeting. An amendment shall take effect upon adoption by the Board.

## **ARTICLE XIV - DISSOLUTION OF THIS CORPORATION**

1. DISSOLUTION- Subject to the applicable provisions of the laws of the Commonwealth of Massachusetts and all Federal laws and regulations affecting any program operated by this corporation, and the agreement of association, this corporation may be dissolved at any time by a majority of the sitting Board of Directors which vote shall be confirmed by a vote of the membership in each center at a meeting in which the purpose of the meeting is given in the call to the meeting at least seven (7) days prior to the meeting. No Director, Officer or employee shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon the application of the Board, exclusively to one or more charitable, religious, scientific, literary or educational organizations (i) which then qualify for exemption from Federal income taxation under the provisions of Code Section 501(c)(3) and the Treasury Regulations thereunder (as they now exist or as they may hereafter be amended) and (ii) contributions to which are deductible under Code Section 170(c)(2) and the Treasury Regulations thereunder (as they now exist or as they hereafter may be amended).