



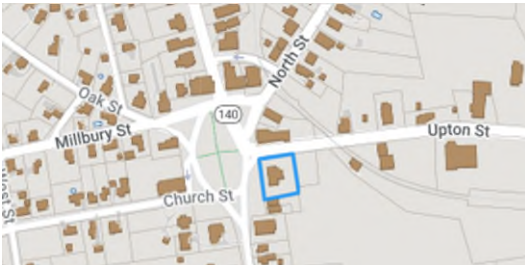
Metro-West Building Officials Meeting Notice



new location

**July 19, 2022
9:00 AM -12:00 PM**

new location



**Place: Grafton Library
35 Grafton Common
Grafton, MA 01519
This month's presentation's**



**Mini Split License Requirements
Swimply & AirBnB
Special Election
Speakers**

**Robert Berger
Grafton Building Commissioner
&**

Eugene Novak State Building Inspector

Good morning, everyone,

This is notice that we are having a special election meeting & bylaw update vote on changes at our July 19, 2022 9:00 AM, meeting. The officer positions that we are trying to fill is President. Nominations can be heard that day on the floor.

For the purpose of this special election meeting is also to amend the bylaws, in order for the Metro-West to amend its current bylaws we are required to have a quorum which means that we need 56 of our active members to join this meeting. I am employing that you all try to make every effort to attend our July 19, 2022 meeting so we can accomplish this task together.

In order for members to participate in this special election you must be up-to-date with your membership dues for July 1, 2022 - June 30, 2023. I do realize that your memberships expires on June 30, 2022 so it is imperative that you submitted and pay for your renewal application or new membership application before the July 19th special election meeting.

For your convenience [link to renewal application](#)

Attached to this notice is the proposed bylaw change, all changes are seen in blue text or blue text crossed out.

Quorum. A quorum shall be required at any meeting of the members (be it a special meeting or otherwise) except where these By-Laws provide otherwise. For the purpose of these By-Laws, a quorum shall be ten or 51% of the Active Membership whichever is greater. In any case, any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is required and is present at any meeting, a plurality of the votes properly cast at the meeting on an issue shall carry the issue, except where a larger vote is required by law or by these bylaws.

Please let us know if you have any questions.

Any questions please call

Robert Berger (508) 414-8986

Board of Director member

robert.berger@mwboa.org

MetroWest Building Officials Association, Inc.

Amended By-Laws

ARTICLE I – NAME AND ADDRESS

1. The name of this organization is the MetroWest Building Officials Association, Inc. Throughout these by-laws the terms "Association" or "Corporation" may be substituted for the full name.
2. The business mailing address of the Association is MetroWest Building Officials Association, Inc., 150 E Main Street, Number 1373, Westborough, MA 01581, or any subsequent address voted upon by the Board of Directors.

~~PO BOX 1373,
WESTBOROUGH, MA 01581.~~

ARTICLE II - PURPOSES AND OBJECTIVES

1. The Association is a registered 501(c)(3) organization incorporated as a not-for-profit corporation under M.G.L. c. 180. The objectives of this organization are:
 - a. To develop and advance our members' professional abilities in the administration of building codes such as the International Codes and otherwise to ~~ensure~~insure the health, safety, and welfare of all people in matters relating to building construction.
 - b. To unite the members in pursuit of code enforcement, for the betterment of the residents in the areas serviced by the Association.
 - c. To foster closer official and personal relationships among Code Officials throughout the territory.
 - d. To promote higher professional and ethical standards in the field of building inspection and code enforcement.
 - e. To establish and maintain a good working relationships between code enforcement officials and members of the construction industry.
 - f. To encourage and provide a forum for the free exchange of ideas and information among its members and to other interested and related parties about topics and issues related to building technologies, practices

and codes (past, present and future).

- g. To compile and disseminate building code and zoning information useful to the membership in the performance of their duties and responsibilities.
- h. To promote continuing education and training.

ARTICLE III - MEMBERSHIP

1. **Classes.** There shall be three classes of membership: Active Member, Associate Member, and Honorary Member.

Active Member: Any person within Massachusetts whose primary duties are the enforcement of building codes and related ordinances/by-laws, and is employed by a state or local unit of government. An Active Member has all voting rights and may hold an elective office.

Associate Member: Any person(s), firms, company, or corporation having an interest in furthering the objectives and purposes of the Association, such as but not limited to a contractor or retired building inspector. Associate Members shall not hold an elective office and do not have any voting rights.

Honorary Member: Honorary Membership may be conferred upon any person as an honorarium for outstanding service to the Association. Such a member shall have no voting rights, shall hold no elected office nor be subject to payment of dues. Nominations for Honorary Member shall be submitted to the Board of Directors in writing signed by at least twenty-five (25) Active Members. at least sixty (60) days prior to an annual meeting. The A favorable report by the Board of Directors may then bestow Honorary Membership upon any or all such nominees by majority vote and shall hold that vote (or act by unanimous written consent in lieu of an in-person vote) within thirty (30) calendar days of the receipt of a nomination. and a majority vote of the Association at an annual meeting shall be necessary to elect a person as an honorary member of the Association.

2. **Application for Membership.**

- a. To apply for membership an applicant must submit a completed and signed Association application form with fees covering the current year's dues.
- b. Upon receipt of the Association application the Secretary shall forward

the above to the Membership Committee Chair.

- c. The Membership Committee shall review said application for correctness, qualifications, and criteria and shall decide (at its sole discretion) to approve or not approve the applicant for admission into the Association as a member.
3. **Membership Dues.** The annual membership dues of the Association shall be as established by resolution of the general membership, and shall be in coordination with the Association's fiscal year which ends each year on June 30th.
 - a. The Treasurer will bill each member of the Association once a year. Dues must be paid before June 30th to retain membership.
 - b. Yearly membership runs from July 1st to June 30th of the following calendar year. For new members coming into the Association in any of the last six months of our fiscal year (i.e. from January to June), the membership fee shall also cover the following full year's dues (i.e. from July to the end of **June** of the following year).
 - c. The Secretary of the Association shall report (for dismissal from membership of the Association) any member not paying his dues for a period of more than one (1) year to the Board of Directors.
 - d. The monies received shall be used to defray the expenses associated with the pursuit of the objectives as listed in Article II.
 - e. Members whose dues are current shall be considered in good standing.
4. **Conduct/Expulsion.** Any member of the Association, who is charged with conduct unbecoming, in violation of the Article XIII Code of Ethics or otherwise, may be expelled as a member by a majority vote of no less than a majority of all the members thereof, nor by vote of less than three quarters of the members present and voting upon such expulsion. If the member is an officer or director, the membership must first affirmatively vote to remove the member from all officer and director positions (which he or she may hold) before the member may be removed as provided in this paragraph. A member expelled from the Association will no longer be a voting member, nor be allowed to participate in any association-sponsored activity. An individual expelled from this association shall not be allowed to rejoin this association for a period of twelve months from the expulsion, and until the Board votes to approve the reinstatement by majority vote.

5. **Not for Profit/Not for Gain.** The affairs of this Association shall not be conducted for profit. No member shall utilize the Association name for private gain. Neither members, directors, nor officers shall receive any fee, salary or remuneration of any kind for their services as trustees, and/or officers, provided, however, that trustees and officers may be reimbursed for reasonable expenses incurred with approval of the Board of Directors of the Association. Notwithstanding the foregoing, the Association shall be responsible and shall pay for meals (including lunches) for one or more of the officers or directors if they should ~~choose~~^{hese} to gather after official meetings to discuss the Association's present business and future plans.
6. **Resignation.** Any person may resign from the Association by giving written notice. Withdrawal or resignation from this Association shall not be deemed to waive liability for the payment of any dues or other amount owing this Association at the effective date of such withdrawal or resignation.
7. **Membership Not Transferable.** Membership is not transferable. All rights and privileges of any individual serving as an officer, trustee or other position with the Association shall be forfeited upon termination of membership.

ARTICLE IV – ELECTIONS/REMOVALS OF DIRECTORS AND OFFICERS

1. **Election Meetings.** An election meeting (an "Election Meeting" or in the plural "Election Meetings") shall be held on the second Tuesday of October in each year or whenever one or more officer or director positions are open for election. Election Meetings may take place at the regular meeting location place or of such meeting place to be determined by the Board of Directors. The Secretary of the Association shall provide at least thirty (30) ~~days~~^{days'} advanced written notice, to all of the members, of each Election Meeting. The notice shall include the names of all nominees with a statement that these nominations will be voted on at the Election Meeting. Votes shall be counted only for candidates placed in nomination as reported in the Secretary's advanced notice or from any nomination made and seconded from the floor at the Election Meeting.
2. **Nominations.** Nominations for any position (as an officer or director) may be made in writing to the Secretary by any Active Member of the Association, or on the floor at any Election Meeting. Only Active Members may be nominated, and only Active Members shall be allowed to serve as officers or directors of the Association.
3. **Place.** Election Meetings can take place during annual meetings of the

Association but may also be scheduled for and take place at different times during the year as well so long as the meeting is duly noticed as provided in Paragraph 1, above.

4. **Majority Vote Without the Need for a Quorum.** Officers and Directors shall be elected by a majority vote of Active Members present at an Election Meeting, regardless of whether a quorum of the total active membership is present at the meeting.
5. **Terms.** Officers and directors shall be elected for two-year terms, except when an officer or director is being replaced during a term (regardless of reason) the new officer or director shall only serve the remainder of the replaced officer's or director's term.
6. **Removal.** An officer or director may be removed (for cause) by a vote of at least two-thirds of the total active membership at a meeting called specifically for that purpose and for no other purpose, but only after a recommendation of such removal has first been considered and approved of by a majority vote of the directors. The Secretary of the Association shall provide at least two ~~weeks~~^{weeks} advanced written notice of any such meeting, stating specifically who will be voted upon for removal from his/her position.
- 6.7. Replacement of an Officer or Director By the Board: When a vacancy occurs in an Officer or Director position (the "Vacancy"), in lieu of holding an election the Board of Directors may vote (by majority vote) to fill the Vacancy until the next annual election, at which election of the members shall then elect to either confirm the Board's replacement, or to elect another qualified person to fill the Vacancy, to serve for the unexpired portion, if any, of the original term of Officer or Director whose departure created the Vacancy. Officers or Directors elected by the Board to fill a Vacancy shall continue in office until their successors are elected and qualified. Notwithstanding anything to the contrary within this Section, if an Officer or an Active Member objects to a Vacancy having had been filled by the Board, he or she may call for an Election Meeting to fill the Vacancy pursuant to Article IV, Section 1 by written demand to the President and/or Secretary within two (2) months from the date of the notice to the membership of the filling of the Vacancy. In the case of a proper demand for an Election Meeting, the Board of Directors shall cause the Election Meeting to occur within two (2) months from the date of the receipt of the demand. If such election occurs, the Vacancy shall then be filled by the vote at the Election Meeting as if the Vacancy had never been filled by the Board. If a demand for an Election Meeting is not timely made, as set out above, any Vacancy filled by the Board of Directors shall continue to serve until the next annual meeting as provided for herein.

ARTICLE V – VOTING

1. **One Vote.** Each member present, that has the right to vote at a meeting of members, shall be entitled to one vote.
2. **No Proxies.** No member may vote by proxy or absentee ballot, including at an Election Meeting or at a meeting to remove an officer or director.
3. **Vote Tally.** Upon motion duly made, seconded, and voted by a majority of members present and voting, the vote upon any question or election shall be cast by ballot or by count.
4. **Abstaining.** Any eligible member may waive their right to vote on any matter.

ARTICLE VI - ANNUAL MEETING OF THE MEMBERS

1. **Place.** The annual meeting of the members shall be held at such place as the Board of Directors shall determine in the notice of meeting.
2. **Purposes.** Purposes for which an annual meeting is to be held, additional to those prescribed by law, and by these bylaws, may be specified by the President, or by one or more members who are entitled to vote at the meeting.
3. **Special Meeting in Lieu.** If such annual meeting is canceled on the day scheduled, a special meeting of the members may be held in place of, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at the annual meeting, and in such case, all references in these bylaws shall be deemed to refer to such special meeting. Any such special meeting shall be called, and the purposes shall be specified in the call.

ARTICLE VII - SPECIAL MEETINGS OF THE MEMBERS

1. **Notice.** A special meeting of the members may be called at any time by the President or by a majority of the Board of Directors, then in office, with notice of such meeting sent in writing to the members by either the Secretary or the President. Such notice shall be given at least one (1) week prior to the meeting and shall state the time, place, and purposes of the meeting.

2. **Assent in Lieu of Members Meeting.** Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter assent to the action by a writing filed with the records of the meetings of members. Such assent shall be treated for all purposes as a vote at a meeting.
3. **Place of Meeting.** Any special meeting of the members held in place of the annual meeting, and any other special meeting of the members, shall be held at such place as is stated in the notice. Any adjourned session of any annual or special meeting of the members shall be held at such place as is designated in the vote of adjournment.
4. **Quorum.** A quorum shall be required at any meeting of the members (be it a special meeting or otherwise) except where these By-Laws provide otherwise. For the purpose of these By-Laws, a quorum shall be ten or 51% of the Active Membership whichever is greater. In any case, any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is required and is present at any meeting, a plurality of the votes properly cast at the meeting on an issue shall carry the issue, except where a larger vote is required by law or by these bylaws.

ARTICLE VIII -- REGULAR MEETINGS

1. The Association will have regular monthly meetings at times and places determined by the Board of Directors, and such meetings shall begin promptly and close promptly at regular set times.
2. The regular meetings shall be devoted to the theory, promotion, and practice of the principals of code enforcement and standards and the purposes and objectives of the organization. Each meeting shall contain a program for the continuing education of the membership.
3. Robert's Rules of Order (current edition) shall be the authority on all questions not specifically stated in the bylaws.

ARTICLE IX - OFFICERS

1. **Officers.** The Officers shall consist of a President, Vice President, Treasurer, Secretary and Clerk. The Immediate Past President shall be deemed an honorary officer of the Association but that title shall carry no official duties except as provided in these By-Laws. Only Active Members may be officers of the Association.

2. **Duties of President.** The President shall preside at all meetings of the Association and shall appoint or replace all chairpersons and members of committees not otherwise specifically provided for herein. The President shall perform all other and such usual duties as are performed by the president of a corporation and shall be responsible for the running of the day-to-day affairs of the Association.
3. **Duties of Vice President.** The Vice President shall act and perform the duties of the President during the latter's absence from any meetings of this Corporation or the Board of Directors, or by vote of the Board of Directors in case of disability of the President. In all other ways the Vice President shall assist the President in the conduct of the office of President.
4. **Duties of Secretary.** The Secretary shall be responsible for keeping the minutes and records of meetings, maintaining correspondence and generally performing such official duties of a Secretary of a corporation.
5. **Duties of Treasurer.** The Treasurer shall be responsible for receiving and disbursing of funds, supervising the financial affairs, approving expenditures as provided by resolution of the Board of Directors or at the direction of the President, and generally performing such official duties of a Treasurer of a corporation. The Treasurer shall deliver and present a fiscal year-to-date Treasurer's Report (in writing and via live presentation) to the membership every year at the Annual Meeting of the Members (via Article VI, above). The Treasurer shall also deliver a fiscal year-end Treasurer's Annual Report to the Board of Directors (in writing and via live presentation) on or before September 1st of each calendar year.
6. **Duties of Immediate Past President.** The Immediate Past President shall have the right to attend all Board of Directors' meetings and shall, when called upon, shall give advice and counsel to the Officers and Board of Directors.
7. **Executive Committee.** There shall be an Executive Committee which shall consist of the President, Vice President, Secretary, Treasurer and Immediate Past President which shall have authority to act in such matters as are specifically delegated by the Board of Directors. The Executive Committee shall meet at least quarterly at a date and place designated by the President and shall have authority to take such action as they deem prudent in the furtherance of the general objectives of this Association, reporting such actions to Association at its next meeting.
8. **Holding More Than One Office.** The same person may hold more than one

office except that one person may not hold the positions of President and Vice-President simultaneously.

ARTICLE X - BOARD OF DIRECTORS

1. **Governing Body.** The property, business, and affairs of this Association shall be managed and transacted by a Board of Directors composed of the following: (1) the President; (2) the Vice President; (3) the Secretary (if one has been elected); (4) the Secretary/Treasurer; (5), and the Immediate Past President (if they choose to serve), and such other persons duly elected or appointed to serve on the Board five members at large such that the number of directors of the Corporation shall be as required in Article X, Section 2, below.
2. **Number of Directors.** The number of directors of the Corporation shall be (7) seven. ~~Pursuant to a term of the merger of the unincorporated Wachusett Building Officials Association and this Corporation which created a Wachusett Division of the Association (the "Wachusett Division"), the following shall apply with respect to the composition of the Board of Directors: If the Board of the Directors of the Corporation is comprised of more than five directors, two voting members of the Corporation from the Wachusett Division (chosen from within the voting ranks of the Wachusett Division) shall be allowed to, and shall serve, as members of the Board of Directors for so long as the Wachusett Division is in existence with said members elected by a majority vote of the Corporation directors. If the Board of the Directors of the Corporation is comprised of five directors or less, then (per the same terms above), the Corporation Wachusett Division will be entitled to one (not two) board seats.~~
3. **Duties.** The duties of the Board of Directors shall be as follows:
 - a. **General Power.** The Board of Directors (the "Board") shall generally control the Association, and its direction and vision, and (except if limited herein) will have all of the powers generally available to a Board of a non-profit corporation.
 - b. **Expenditures.** The Board shall authorize all expenditures and shall not create any indebtedness beyond the income of the Association, nor disburse funds for purposes nonessential to the objectives of the Association. At the general direction of the Board one or more officers of the Corporation may be allowed to authorize expenditures on behalf of the Corporation provided that the execution of any papers related to such expenditures shall be made in accordance with Article XIV below.

- c. **Voting.** A majority vote of the Board of Directors shall govern, except where otherwise provided.
 - d. **Power to Over-rule.** The Board of Directors shall have the power to overrule or modify the action of any officers of the organization.
 - e. **Meetings.** The Board will determine the date of meetings, including but not limited to annual meetings, election meetings, board members, and shall instruct the Secretary to issue all required notices for these meetings. The Board will hold such meetings as deemed necessary for the administration of its duties.
 - f. **Bank Account.** The Board shall designate a bank or banks for the deposit of funds.
 - g. **Auditing of the Books and Records.** Periodically, but at once per year, the Board (or its designee) willth conduct an audit of the accounts of the treasurer.
 - h. **Assent in Lieu of Board of Directors' Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all of the board members entitled to vote on the matter assent to the action by a writing filed with the records of the meetings of the board. Such assent shall be treated for all purposes as a vote at a meeting.
4. **Committees.** The Board may, at its discretion, establish committees or disband committees for various purposes and shall direct the activities of all committees and shall receive committee reports and recommendations, which the Board may submit to the Association at regular meetings or otherwise. Said committees, upon appointment, shall be given a specific charge and a specific function to perform. Notwithstanding the foregoing, the Board will have no power to disband the Executive Committee or the Code Review Committee (described below).
- a. **Code Review Committee.** There shall be a Code Review Committee comprised of members selected or deselected by the Board at the Board's discretion. The committee shall consist of not less thanthan five (5) members, and shall review any existing or proposed code provisions and formulate changes or additions that they feel are necessary or advisable for presentation to the Board and/or to the Executive Committee.

ARTICLE XI - ASSOCIATION ACTIVITIES

1. **No Sponsoring of Legislation.** The Association shall not directly or indirectly sponsor legislation or proposals pertaining to general municipal policy or do anything with respect to code review that would be improper under the laws and rules relating to its 501(c)(3) status. All proposals on such matters shall take the form of recommendations to the Executive Committee.
2. **Establishing Official Positions as an Association.** The Association (through the Board) may establish a position on existing or proposed codes and shall at the Association's discretion communicate those positions to the public or otherwise so long as and to the extent such activities are not in direct conflict with Section 1 and are permissible under the laws and rules relating to its 501(c)(3) status.
3. **Compliance with All Requirements Under the IRC.** Except to the extent permitted by the Internal Revenue Code, whether pursuant to an election under Section 501(h) or otherwise (if applicable), no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-laws, neither the Corporation nor any Director, officer, employee, agent, or any other representative of the Corporation shall carry on any other activities not permitted to be carried on (a) by a ~~corporation~~Corperation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a ~~corporation~~Corperation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. To the extent anything in this Section 3 of this Article conflicts with anything in Section 2 of this Article, this Section 3 will govern.

ARTICLE ~~XIIX~~ III - CODE OF ETHICS

1. A member of the Association shall:
 - a. Place public safety above all other interests.
 - b. Place public interest above individual, group, or special interest and shall consider their profession as an opportunity to serve society.

- c. Maintain the highest standards of integrity.
- d. Treat all persons courteously, equally, and fairly.
- e. Conduct themselves at all times in such a manner as to create respect for him or her and the Association.
- f. Refrain from the use of their position to secure an unfair or improper advantage or favor for the member, or the member's family or friends.
- g. Refrain from representing any private interest in business or technical affairs of the organization.
- h. Refrain from using unfair means to secure an advantage in the organization or to knowingly injure any individual, company, or association to gain such advantage.
- i. Not accept, nor offer, any gift, favor, or service that might tend to influence them in the discharge of their duties.
- j. Interact with other members of the organization in a spirit of fairness with loyalty and fidelity to the aims and purposes of the Association.
- k. ~~Shall not, if the member is a building official, conduct site inspections for building or zoning compliance, for private interests, within another member's jurisdiction. This shall not prohibit mutual cooperative type inspections between jurisdictions. This shall only include an individual inspector acting on a private consulting basis in another member's jurisdiction.~~

ARTICLE XIIIIV - EXECUTION OF PAPERS. In all cases, except as the Executive Committee may generally or in particular cases authorize the execution thereof in some other manner, all deeds, releases, transfers, contracts, bonds, notes (excluding checks), drafts, and other obligations made, accepted, or endorsed by the Association shall be signed by the President and the Treasurer. All checks, drafts, or orders for the payment of money shall be signed by the President or Treasurer or such other officer or agent of the Corporation as from time to time may be determined by the Board (by an affirmative vote of $\frac{2}{3}$ of the Board's members or five (5) Board members, whichever is greater) -- in the absence of such determination of the Board, such instruments shall be signed by the President but the checks shall be held by the Treasurer and only released to the President for proper expenditures. Notwithstanding the foregoing, Board approval shall not be required for expenditures not in excess of \$200——.00 (This ManyTwo Hundred Dollars).

ARTICLE XIV – DISSOLUTION. The Association may be dissolved only by action of the Board of Directors of the Association by majority vote. The Association shall not be dissolved by vote of the members. In the event the Association is dissolved, all monies remaining in the treasury, after remaining bills are paid, shall be contributed to a successor non-profit municipal building officials organization or to some other non-profit organization located in Massachusetts, as voted by a majority of the Board.

ARTICLE XVI - PROPERTY AND TRUST. Any real property which may be obtained by the Association, and savings accounts, bonds, or like investments, and all property given to or held by it in trust for purposes of the Association shall be controlled and managed by the Executive Committee at the direction of the Board.

ARTICLE XVII - AMENDMENTS

1. **Proposals to the Members.** Amendments (including to repeal, amend or to adopt additional by-laws) may be proposed by the Board to the voting membership at a meeting of the members, to be voted at the next meeting of the members, or pursuant to the requirements of M.G.L. c. 180, §17 if said law (as may be amended) if said requirements differ.
2. **Vote Required.** These Bylaws may be altered, amended, repealed or augmented by the adoption of additional by-laws at any legal meeting of the members entitled to vote, at which a quorum is present, by a vote representing a majority of the Active Members present and voting; provided proper notice has been given to alter, amend, repeal or adopt the by-laws subject to the vote.

ARTICLE XVIIII - NO PERSONAL LIABILITY. Neither the Member nor any officer, Director, or other person serving as a member of any committee pursuant to these By-laws shall be personally liable to the Corporation for monetary damages for or arising out of a breach of fiduciary duty in such capacity as a Member, or as an officer, Director or committee member notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of a member or an officer, Director or such committee member to the extent that such liability is imposed by applicable law (i) for a breach of such person's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which such person derived an improper personal benefit.

ARTICLE XVIII - INDEMNIFICATION.

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, Director, or the Member of

the Corporation, or at its request as a member of any committee of the Corporation or as a director, trustee, officer, employee, or other agent of any organization in which the Corporation owns shares or of which it is a creditor, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any Proceeding in which he, she or it may become involved by reason of his, her or its service in such capacity set forth above; provided that no indemnification shall be provided for any such person with respect to any matter as to which he, she or it shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; or in the case of criminal proceedings, if such person or entity is adjudicated to have committed a knowing violation of law, and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Disinterested Directors. The term "Disinterested Director" shall mean a Director who is neither (i) a party to the proceeding for which indemnification is sought nor (ii) a person having a familial, financial, professional or employment relationship with the person for whom indemnification is sought which relationship would, in the circumstances, reasonably be expected to influence the Director's judgment in voting on the decision being made, provided that serving as a Trustee of the Member shall not disqualify a person from being determined to be a "Disinterested Director." The term "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, regulatory, arbitrative or investigative, whether formal or informal.

Expenses, including counsel fees, reasonably incurred by any such person or entity in connection with the defense or disposition of any such Proceedings may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of a written undertaking by such person or entity to repay the amounts so paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized under this Article. Such expenses may be authorized by a majority of Disinterested Directors.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person or entity may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under applicable law.

This Article constitutes a contract between the Corporation and the indemnified persons or entity. No amendment or repeal of the provisions of this Article ~~that~~^{which} adversely affects the right of an indemnified person or entity under this Article with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XIX - MISCELLANEOUS.

1. Meetings Via Electronic Videoconferencing. Any in-person meeting required or referenced in these By-Laws may, at the discretion of the Board of Directors (by majority vote), be held via electronic videoconferencing on services including, but not limited to, Zoom, Google Meetings, Microsoft Teams etc. Any such meetings held through electronic videoconferencing shall have the same force and effect as if that meeting was held in person.

4.2. **Use of Electronic Mail.** Any requirement for “notice” pursuant to these By-laws may be satisfied by electronic mail provided that the person who is being notified has assented to receipt of notice in such manner and has approved the address to which such notice is sent. Any consent under these By-laws may be conveyed by electronic mail.

2.3. **Contributions.** The Board of Directors or any authorized officer or agent may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

MetroWest Building Officials Association, Inc.

Amended By-Laws

July 19, 2022

ARTICLE I – NAME AND ADDRESS

1. The name of this organization is the MetroWest Building Officials Association, Inc. Throughout these by-laws the terms "Association" or "Corporation" may be substituted for the full name.
2. The business mailing address of the Association is MetroWest Building Officials Association, Inc., 150 E Main Street, Number 1373, Westborough, MA 01581, or any subsequent address voted upon by the Board of Directors.

ARTICLE II - PURPOSES AND OBJECTIVES

1. The Association is a registered 501(c)(3) organization incorporated as a not-for-profit corporation under M.G.L. c. 180. The objectives of this organization are:
 - a. To develop and advance our members' professional abilities in the administration of building codes such as the International Codes and otherwise to ensure the health, safety, and welfare of all people in matters relating to building construction.
 - b. To unite the members in pursuit of code enforcement, for the betterment of the residents in the areas serviced by the Association.
 - c. To foster closer official and personal relationships among Code Officials throughout the territory.
 - d. To promote higher professional and ethical standards in the field of building inspection and code enforcement.
 - e. To establish and maintain a good working relationships between code enforcement officials and members of the construction industry.
 - f. To encourage and provide a forum for the free exchange of ideas and information among its members and to other interested and related parties about topics and issues related to building technologies, practices and codes (past, present and future).
 - g. To compile and disseminate building code and zoning information useful

to the membership in the performance of their duties and responsibilities.

- h. To promote continuing education and training.

ARTICLE III - MEMBERSHIP

1. **Classes.** There shall be three classes of membership: Active Member, Associate Member, and Honorary Member.

Active Member: Any person within Massachusetts whose primary duties are the enforcement of building codes and related ordinances/by-laws, and is employed by a state or local unit of government. An Active Member has all voting rights and may hold an elective office.

Associate Member: Any person(s), firms, company, or corporation having an interest in furthering the objectives and purposes of the Association, such as but not limited to a contractor or retired building inspector. Associate Members shall not hold an elective office and do not have any voting rights.

Honorary Member: Honorary Membership may be conferred upon any person as an honorarium for outstanding service to the Association. Such a member shall have no voting rights, shall hold no elected office nor be subject to payment of dues. Nominations for Honorary Member shall be submitted to the Board of Directors in writing signed by at least twenty-five (25) Active Members. The Board of Directors may then bestow Honorary Membership upon any or all such nominees by majority vote and shall hold that vote (or act by unanimous written consent in lieu of an in-person vote) within thirty (30) calendar days of the receipt of a nomination.

2. **Application for Membership.**

- a. To apply for membership an applicant must submit a completed and signed Association application form with fees covering the current year's dues.
- b. Upon receipt of the Association application the Secretary shall forward the above to the Membership Committee Chair.
- c. The Membership Committee shall review said application for correctness, qualifications, and criteria and shall decide (at its sole discretion) to approve or not approve the applicant for admission into the Association as a member.

3. **Membership Dues.** The annual membership dues of the Association shall be as established by resolution of the general membership, and shall be in coordination with the Association's fiscal year which ends each year on June 30th.
 - a. The Treasurer will bill each member of the Association once a year. Dues must be paid before June 30th to retain membership.
 - b. Yearly membership runs from July 1st to June 30th of the following calendar year. For new members coming into the Association in any of the last six months of our fiscal year (i.e. from January to June), the membership fee shall also cover the following full year's dues (i.e. from July to the end of **June** of the following year).
 - c. The Secretary of the Association shall report (for dismissal from membership of the Association) any member not paying his dues for a period of more than one (1) year to the Board of Directors.
 - d. The monies received shall be used to defray the expenses associated with the pursuit of the objectives as listed in Article II.
 - e. Members whose dues are current shall be considered in good standing.
4. **Conduct/Expulsion.** Any member of the Association, who is charged with conduct unbecoming, in violation of the Article XIII Code of Ethics or otherwise, may be expelled as a member by a majority vote of no less than a majority of all the members thereof, nor by vote of less than three quarters of the members present and voting upon such expulsion. If the member is an officer or director, the membership must first affirmatively vote to remove the member from all officer and director positions (which he or she may hold) before the member may be removed as provided in this paragraph. A member expelled from the Association will no longer be a voting member, nor be allowed to participate in any association-sponsored activity. An individual expelled from this association shall not be allowed to rejoin this association for a period of twelve months from the expulsion and until the Board votes to approve the reinstatement by majority vote.
5. **Not for Profit/Not for Gain.** The affairs of this Association shall not be conducted for profit. No member shall utilize the Association name for private gain. Neither members, directors, nor officers shall receive any fee, salary or remuneration of any kind for their services as trustees, and/or officers, provided, however, that trustees and officers may be reimbursed for reasonable expenses incurred with approval of the Board of Directors of

the Association. Notwithstanding the foregoing, the Association shall be responsible and shall pay for meals (including lunches) for one or more of the officers or directors if they should choose to gather after official meetings to discuss the Association's present business and future plans.

6. **Resignation.** Any person may resign from the Association by giving written notice. Withdrawal or resignation from this Association shall not be deemed to waive liability for the payment of any dues or other amount owing this Association at the effective date of such withdrawal or resignation.
7. **Membership Not Transferable.** Membership is not transferable. All rights and privileges of any individual serving as an officer, trustee or other position with the Association shall be forfeited upon termination of membership.

ARTICLE IV – ELECTIONS/REMOVALS OF DIRECTORS AND OFFICERS

1. **Election Meetings.** An election meeting (an "Election Meeting" or in the plural "Election Meetings") shall be held on the second Tuesday of October in each year or whenever one or more officer or director positions are open for election. Election Meetings may take place at the regular meeting location place or of such meeting place to be determined by the Board of Directors. The Secretary of the Association shall provide at least thirty (30) days advanced written notice, to all of the members, of each Election Meeting. The notice shall include the names of all nominees with a statement that these nominations will be voted on at the Election Meeting. Votes shall be counted only for candidates placed in nomination as reported in the Secretary' advanced notice or from any nomination made and seconded from the floor at the Election Meeting.
2. **Nominations.** Nominations for any position (as an officer or director) may be made in writing to the Secretary by any Active Member of the Association, or on the floor at any Election Meeting. Only Active Members may be nominated, and only Active Members shall be allowed to serve as officers or directors of the Association.
3. **Place.** Election Meetings can take place during annual meetings of the Association but may also be scheduled for and take place at different times during the year as well so long as the meeting is duly noticed as provided in Paragraph 1, above.
4. **Majority Vote Without the Need for a Quorum.** Officers and Directors shall

be elected by a majority vote of Active Members present at an Election Meeting, regardless of whether a quorum of the total active membership is present at the meeting.

5. **Terms.** Officers and directors shall be elected for two-year terms, except when an officer or director is being replaced during a term (regardless of reason) the new officer or director shall only serve the remainder of the replaced officer's or director's term.
6. **Removal.** An officer or director may be removed (for cause) by a vote of at least two-thirds of the total active membership at a meeting called specifically for that purpose and for no other purpose, but only after a recommendation of such removal has first been considered and approved of by a majority vote of the directors. The Secretary of the Association shall provide at least two weeks advanced written notice of any such meeting, stating specifically who will be voted upon for removal from his/her position.
7. **Replacement of an Officer or Director by the Board:** When a vacancy occurs in an Officer or Director position (the "Vacancy"), in lieu of holding a special election, the Board of Directors may vote (by majority vote) to fill the Vacancy until the next annual election. At such next annual election, the active members shall then elect replacement installed by the Board, or some other qualified person to fill the Vacancy, to serve for the unexpired portion, if any, of the original term of the Officer or Director whose departure created the Vacancy. Officers or Directors elected by the Board to fill a Vacancy shall continue in office until their successors are elected. Notwithstanding anything to the contrary within this Section, if an Officer or an Active Member objects to a Vacancy having had been filled by the Board, he or she may call for an Election Meeting to fill the Vacancy pursuant to Article IV, Section 1 by written demand to the President and/or Secretary within two (2) months from the date of the notice to the membership of the filling of the Vacancy. In the case of a proper demand for an Election Meeting, the Board of Directors shall cause the Election Meeting to occur within two (2) months from the date of the receipt of the demand. If such election occurs, the Vacancy shall then be filled by the vote at the Election Meeting as if the Vacancy had never been filled by the Board. If a demand for an Election Meeting is not timely made, as set out above, any Vacancy filled by the Board of Directors shall continue to serve until the next annual meeting as provided for herein.

ARTICLE V – VOTING

1. **One Vote.** Each member present, that has the right to vote at a meeting of

members, shall be entitled to one vote.

2. **No Proxies.** No member may vote by proxy or absentee ballot, including at an Election Meeting or at a meeting to remove an officer or director.
3. **Vote Tally.** Upon motion duly made, seconded, and voted by a majority of members present and voting, the vote upon any question or election shall be cast by ballot or by count.
4. **Abstaining.** Any eligible member may waive their right to vote on any matter.

ARTICLE VI - ANNUAL MEETING OF THE MEMBERS

1. **Place.** The annual meeting of the members shall be held at such place as the Board of Directors shall determine in the notice of meeting.
2. **Purposes.** Purposes for which an annual meeting is to be held, additional to those prescribed by law, and by these bylaws, may be specified by the President, or by one or more members who are entitled to vote at the meeting.
3. **Special Meeting in Lieu.** If such annual meeting is canceled on the day scheduled, a special meeting of the members may be held in place of, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at the annual meeting, and in such case, all references in these bylaws shall be deemed to refer to such special meeting. Any such special meeting shall be called, and the purposes shall be specified in the call.

ARTICLE VII - SPECIAL MEETINGS OF THE MEMBERS

1. **Notice.** A special meeting of the members may be called at any time by the President or by a majority of the Board of Directors, then in office, with notice of such meeting sent in writing to the members by either the Secretary or the President. Such notice shall be given at least one (1) week prior to the meeting and shall state the time, place, and purposes of the meeting.
2. **Assent in Lieu of Members Meeting.** Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter assent to the action by a writing filed with the records of the meetings of members. Such assent shall be treated for all purposes as a vote at a meeting.

3. **Place of Meeting.** Any special meeting of the members held in place of the annual meeting, and any other special meeting of the members, shall be held at such place as is stated in the notice. Any adjourned session of any annual or special meeting of the members shall be held at such place as is designated in the vote of adjournment.
4. **Quorum.** A quorum shall be required at any meeting of the members (be it a special meeting or otherwise) except where these By-Laws provide otherwise. For the purpose of these By-Laws, a quorum shall be ten or 51% of the Active Membership whichever is greater. In any case, any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is required and is present at any meeting, a plurality of the votes properly cast at the meeting on an issue shall carry the issue, except where a larger vote is required by law or by these bylaws.

ARTICLE VIII -- REGULAR MEETINGS

1. The Association will have regular monthly meetings at times and places determined by the Board of Directors, and such meetings shall begin promptly and close promptly at regular set times.
2. The regular meetings shall be devoted to the theory, promotion, and practice of the principals of code enforcement and standards and the purposes and objectives of the organization. Each meeting shall contain a program for the continuing education of the membership.
3. Robert's Rules of Order (current edition) shall be the authority on all questions not specifically stated in the bylaws.

ARTICLE IX - OFFICERS

1. **Officers.** The Officers shall consist of a President, Vice President, Treasurer, Secretary and Clerk. The Immediate Past President shall be deemed an honorary officer of the Association but that title shall carry no official duties except as provided in these By-Laws. Only Active Members may be officers of the Association.
2. **Duties of President.** The President shall preside at all meetings of the Association and shall appoint or replace all chairpersons and members of committees not otherwise specifically provided for herein. The President shall perform all other and such usual duties as are performed by the president of

a corporation and shall be responsible for the running of the day-to-day affairs of the Association.

3. **Duties of Vice President.** The Vice President shall act and perform the duties of the President during the latter's absence from any meetings of this Corporation or the Board of Directors, or by vote of the Board of Directors in case of disability of the President. In all other ways the Vice President shall assist the President in the conduct of the office of President.
4. **Duties of Secretary.** The Secretary shall be responsible for keeping the minutes and records of meetings, maintaining correspondence and generally performing such official duties of a Secretary of a corporation.
5. **Duties of Treasurer.** The Treasurer shall be responsible for receiving and disbursing of funds, supervising the financial affairs, approving expenditures as provided by resolution of the Board of Directors or at the direction of the President, and generally performing such official duties of a Treasurer of a corporation. The Treasurer shall deliver and present a fiscal year-to-date Treasurer's Report (in writing and via live presentation) to the membership every year at the Annual Meeting of the Members (via Article VI, above). The Treasurer shall also deliver a fiscal year-end Treasurer's Annual Report to the Board of Directors (in writing and via live presentation) on or before September 1st of each calendar year.
6. **Duties of Immediate Past President.** The Immediate Past President shall have the right to attend all Board of Directors' meetings and shall, when called upon, shall give advice and counsel to the Officers and Board of Directors.
7. **Executive Committee.** There shall be an Executive Committee which shall consist of the President, Vice President, Secretary, Treasurer and Immediate Past President which shall have authority to act in such matters as are specifically delegated by the Board of Directors. The Executive Committee shall meet at least quarterly at a date and place designated by the President and shall have authority to take such action as they deem prudent in the furtherance of the general objectives of this Association, reporting such actions to Association at its next meeting.
8. **Holding More Than One Office.** The same person may hold more than one office except that one person may not hold the positions of President and Vice-President simultaneously.

ARTICLE X - BOARD OF DIRECTORS

1. **Governing Body.** The property, business, and affairs of this Association shall be managed and transacted by a Board of Directors composed of the following: (1) the President; (2) the Vice President; (3) the Secretary (if one has been elected); (4) the Treasurer; (5) the Immediate Past President (if they choose to serve), and such other persons duly elected or appointed to serve on the Board such that the number of directors of the Corporation shall be as required in Article X, Section 2, below.
2. **Number of Directors.** The number of directors of the Corporation shall be (7) seven.
3. **Duties.** The duties of the Board of Directors shall be as follows:
 - a. **General Power.** The Board of Directors (the "Board") shall generally control the Association, and its direction and vision, and (except if limited herein) will have all of the powers generally available to a Board of a non-profit corporation.
 - b. **Expenditures.** The Board shall authorize all expenditures and shall not create any indebtedness beyond the income of the Association, nor disburse funds for purposes nonessential to the objectives of the Association. At the general direction of the Board one or more officers of the Corporation may be allowed to authorize expenditures on behalf of the Corporation provided that the execution of any papers related to such expenditures shall be made in accordance with Article XIV below.
 - c. **Voting.** A majority vote of the Board of Directors shall govern, except where otherwise provided.
 - d. **Power to Over-rule.** The Board of Directors shall have the power to overrule or modify the action of any officers of the organization.
 - e. **Meetings.** The Board will determine the date of meetings, including but not limited to annual meetings, election meetings, board members, and shall instruct the Secretary to issue all required notices for these meetings. The Board will hold such meetings as deemed necessary for the administration of its duties.
 - f. **Bank Account.** The Board shall designate a bank or banks for the deposit of funds.
 - g. **Auditing of the Books and Records.** Periodically, but at once per year,

the Board (or its designee) will conduct an audit of the accounts of the treasurer.

- h. **Assent in Lieu of Board of Directors' Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all of the board members entitled to vote on the matter assent to the action by a writing filed with the records of the meetings of the board. Such assent shall be treated for all purposes as a vote at a meeting.
4. **Committees.** The Board may, at its discretion, establish committees or disband committees for various purposes and shall direct the activities of all committees and shall receive committee reports and recommendations, which the Board may submit to the Association at regular meetings or otherwise. Said committees, upon appointment, shall be given a specific charge and a specific function to perform. Notwithstanding the foregoing, the Board will have no power to disband the Executive Committee or the Code Review Committee (described below).
- a. **Code Review Committee.** There shall be a Code Review Committee comprised of members selected or deselected by the Board at the Board's discretion. The committee shall consist of not less than five (5) members, and shall review any existing or proposed code provisions and formulate changes or additions that they feel are necessary or advisable for presentation to the Board and/or to the Executive Committee.

ARTICLE XI - ASSOCIATION ACTIVITIES

1. **No Sponsoring of Legislation.** The Association shall not directly or indirectly sponsor legislation or proposals pertaining to general municipal policy or do anything with respect to code review that would be improper under the laws and rules relating to its 501(c)(3) status. All proposals on such matters shall take the form of recommendations to the Executive Committee.
2. **Establishing Official Positions as an Association.** The Association (through the Board) may establish a position on existing or proposed codes and shall at the Association's discretion communicate those positions to the public or otherwise so long as and to the extent such activities are not in direct conflict with Section 1 and are permissible under the laws and rules relating to its 501(c)(3) status.

3. **Compliance with All Requirements Under the IRC.** Except to the extent permitted by the Internal Revenue Code, whether pursuant to an election under Section 501(h) or otherwise (if applicable), no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-laws, neither the Corporation nor any Director, officer, employee, agent, or any other representative of the Corporation shall carry on any other activities 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. To the extent anything in this Section 3 of this Article conflicts with anything in Section 2 of this Article, this Section 3 will govern.

ARTICLE XII - CODE OF ETHICS

1. A member of the Association shall:
 - a. Place public safety above all other interests.
 - b. Place public interest above individual, group, or special interest and shall consider their profession as an opportunity to serve society.
 - c. Maintain the highest standards of integrity.
 - d. Treat all persons courteously, equally, and fairly.
 - e. Conduct themselves at all times in such a manner as to create respect for him or her and the Association.
 - f. Refrain from the use of their position to secure an unfair or improper advantage or favor for the member, or the member's family or friends.
 - g. Refrain from representing any private interest in business or technical affairs of the organization.
 - h. Refrain from using unfair means to secure an advantage in the organization or to knowingly injure any individual, company, or association to gain such advantage.

- i. Not accept, nor offer, any gift, favor, or service that might tend to influence them in the discharge of their duties.
- j. Interact with other members of the organization in a spirit of fairness with loyalty and fidelity to the aims and purposes of the Association.
- k.

ARTICLE XIII - EXECUTION OF PAPERS. In all cases, except as the Executive Committee may generally or in particular cases authorize the execution thereof in some other manner, all deeds, releases, transfers, contracts, bonds, notes (excluding checks), drafts, and other obligations made, accepted, or endorsed by the Association shall be signed by the President and the Treasurer. All checks, drafts, or orders for the payment of money shall be signed by the President or Treasurer or such other officer or agent of the Corporation as from time to time may be determined by the Board (by an affirmative vote of $\frac{2}{3}$ of the Board's members or five (5) Board members, whichever is greater) -- in the absence of such determination of the Board, such instruments shall be signed by the President but the checks shall be held by the Treasurer and only released to the President for proper expenditures. Notwithstanding the foregoing, Board approval shall not be required for expenditures not in excess of \$200.00 (Two Hundred Dollars).

ARTICLE XIV – DISSOLUTION. The Association may be dissolved only by action of the Board of Directors of the Association by majority vote. The Association shall not be dissolved by vote of the members. In the event the Association is dissolved, all monies remaining in the treasury, after remaining bills are paid, shall be contributed to a successor non-profit municipal building officials organization or to some other non-profit organization located in Massachusetts, as voted by a majority of the Board.

ARTICLE XV - PROPERTY AND TRUST. Any real property which may be obtained by the Association, and savings accounts, bonds, or like investments, and all property given to or held by it in trust for purposes of the Association shall be controlled and managed by the Executive Committee at the direction of the Board.

ARTICLE XVI - AMENDMENTS

1. **Proposals to the Members.** Amendments (including to repeal, amend or to adopt additional by-laws) may be proposed by the Board to the voting membership at a meeting of the members, to be voted at the next meeting of the members, or pursuant to the requirements of M.G.L. c. 180, §17 if said law (as may be amended) if said requirements differ.

2. **Vote Required.** These Bylaws may be altered, amended, repealed or augmented by the adoption of additional by-laws at any legal meeting of the members entitled to vote, at which a quorum is present, by a vote representing a majority of the Active Members present and voting; provided proper notice has been given to alter, amend, repeal or adopt the by-laws subject to the vote.

ARTICLE XV II - NO PERSONAL LIABILITY. Neither the Member nor any officer, Director, or other person serving as a member of any committee pursuant to these By-laws shall be personally liable to the Corporation for monetary damages for or arising out of a breach of fiduciary duty in such capacity as a Member, or as an officer, Director or committee member notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of a member or an officer, Director or such committee member to the extent that such liability is imposed by applicable law (i) for a breach of such person's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which such person derived an improper personal benefit.

ARTICLE XVIII - INDEMNIFICATION.

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, Director, or the Member of the Corporation, or at its request as a member of any committee of the Corporation or as a director, trustee, officer, employee, or other agent of any organization in which the Corporation owns shares or of which it is a creditor, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any Proceeding in which he, she or it may become involved by reason of his, her or its service in such capacity set forth above; provided that no indemnification shall be provided for any such person with respect to any matter as to which he, she or it shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; or in the case of criminal proceedings, if such person or entity is adjudicated to have committed a knowing violation of law, and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Disinterested Directors. The term "Disinterested Director" shall mean a Director who is neither (i) a party to the proceeding for which indemnification is sought nor (ii) a person having a familial, financial, professional or employment relationship with the person for whom indemnification is sought which relationship would, in the circumstances, reasonably be expected to influence the Director's judgment in voting on the decision being made, provided that serving as a Trustee of the Member shall not disqualify a person from being determined to be a "Disinterested Director." The term "Proceeding" shall mean any threatened,

pending or completed action, suit or proceeding, whether civil, criminal, administrative, regulatory, arbitratative or investigative, whether formal or informal.

Expenses, including counsel fees, reasonably incurred by any such person or entity in connection with the defense or disposition of any such Proceedings may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of a written undertaking by such person or entity to repay the amounts so paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized under this Article. Such expenses may be authorized by a majority of Disinterested Directors.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person or entity may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under applicable law.

This Article constitutes a contract between the Corporation and the indemnified persons or entity. No amendment or repeal of the provisions of this Article that adversely affects the right of an indemnified person or entity under this Article with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XIX - MISCELLANEOUS.

1. **Meetings Via Electronic Videoconferencing.** Any in-person meeting required or referenced in these By-Laws may, at the discretion of the Board of Directors (by majority vote), be held via electronic videoconferencing on services including, but not limited to, Zoom, Google Meetings, Microsoft Teams etc. Any such meetings held through electronic videoconferencing shall have the same force and effect as if that meeting was held in person.
2. **Use of Electronic Mail.** Any requirement for "notice" pursuant to these By-laws may be satisfied by electronic mail provided that the person who is being notified has assented to receipt of notice in such manner and has approved the address to which such notice is sent. Any consent under these By-laws may be conveyed by electronic mail.
3. **Contributions.** The Board of Directors or any authorized officer or agent may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.