

MASSACHUSETTS ME/CFS & FM ASSOCIATION, INC.

BYLAWS

By-Laws Current as of April 21, 2021 (inclusive of all previous amendments)

ARTICLE 1 - CORPORATE NAME

The name and title of this organization shall be the Massachusetts ME/CFS & FM Association, Inc., hereafter referred to as the Corporation. ME/CFS shall stand for Myalgic Encephalomyelitis/Chronic Fatigue Syndrome and FM shall stand for Fibromyalgia.

ARTICLE II - PURPOSES

The Massachusetts ME/CFS & FM Association, Inc. is a charitable, non-profit organization, incorporated under the applicable laws of the Commonwealth of Massachusetts including but not limited to M.G.L. c. 180, s. 4, *et seq.* and subject to the rules and regulation of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any applicable future, federal tax code.

The specified purposes of the Corporation as stated in the Articles of Organization are as follows:

1. To engage in any lawful activity, none of which is for profit, and to engage in the foregoing specified purposes to the extent permitted to a corporation by M.G.L. c. 180 and by Section 501 (c)(3) of the Internal Revenue Code;
2. To act as a clearinghouse for information; to assist persons suffering from Myalgic Encephalomyelitis/Chronic Fatigue Syndrome and Fibromyalgia; and to assist the families and friends of those persons afflicted with said illnesses to better understand and cope with said illnesses, and all of the effects and ramifications thereof;
3. To promote communication among various agencies, institutions and concerned individuals who may be able to assist persons suffering with Myalgic Encephalomyelitis/Chronic Fatigue Syndrome;
4. To promote research and funding for research for said illnesses; to seek to determine the sources of these illnesses, their causes, their management, treatment and eventual cure and prevention of the illnesses.
5. And to obtain and provide the means and funds necessary to carry out the foregoing objectives on a strictly charitable, non-profit basis.

ARTICLE III - MEMBERSHIP

Section 1. Qualification for Membership: Membership shall be open to all persons who subscribe to the purpose of this organization and who have paid their dues as prescribed by the rules and regulations in effect as may be determined from time to time by the Board of Directors, according to the Board's procedure for regular business (Article VIII, Section 5). The Board shall also establish a procedure (through its procedures for regular business) to allow membership status to any person or persons desiring such membership who by reason of undue financial hardship are unable to afford their membership dues. Such hardship membership shall be only for a membership of one fiscal year and must be reviewed at the end of each fiscal year of the Corporation for qualification for continuance of membership without payment of dues.

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The Association may determine (in accordance with procedures stated in Article VIII, Section 8) that a prospective or present member does not subscribe to the purposes of the Association or, that by his or her actions, is causing undue harm to the Association and, as a result, should be denied membership or have his/her membership revoked. The Association may also choose to make such memberships conditional, i.e. that the member would agree to meet the terms of behavior.

Section 2. Dues: Any person qualifying under Section 1 shall be admitted to membership upon payment of the annual dues to be determined by the Board of Directors or upon request of waiver of annual dues for reasons of financial limitation, in accordance with the procedures particularly described in Section 1 hereof, above.

Section 3: Membership List: The Corporation shall maintain at its usual place for the conduct of its administrative and office activities and at such other place as may be designated by the President and Treasurer of the Corporation, a list of the names and most recent addresses of its members, including their home telephone numbers. The membership list shall be held with the strictest confidence by the Corporation: the list shall be held by the Board and shall be used by authorized Association members only for the direct business of the Association. Under no circumstances, nor under any terms, shall the membership list be provided to any external person or organization.

ARTICLE IV - POWERS OF MEMBERSHIP AND MEETINGS OF MEMBERS

Section 1. Annual Meeting of Members: The annual meeting of the members shall be held each year at a time and place as may be designated by the Board of Directors.

Section 2. Special Meetings: [Special Meetings are defined as all meetings of members other than the annual meeting.] Special meetings of the members may be called by the President or the Directors, and shall be called by the Clerk-upon written application of members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members.

Section 3. Notice of Meetings: Members shall be notified of the place and date by announcement in the newsletter of the Corporation, or by email, at least thirty (30) days before the date of such meeting. The proposed agenda and the purpose for which the meeting is called shall be announced in the newsletter, or by email, at least fourteen (14) days before the date of such meeting.

Section 4. Powers of Membership; Quorum and Voting at Membership Meetings:

a. Conduct of general business at membership meetings.

Quorum: The quorum for the conduct of general business at membership meetings shall be 10% of the current membership.

Voting: A simple majority of votes cast shall be sufficient to carry questions of general business as defined in this section. Proxy voting at membership meetings shall not be permitted.

b. Definition of General Business which may be conducted at Membership Meetings:

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In addition to general discussions and consensus decision-making that will naturally occur at membership meetings, members may consider and vote upon the following:

- 1) Sense of the Membership Resolutions: On any matter or issue relating to the purpose, activities, or organization of the Association;
- 2) Resolution of Instruction to the Board of Directors: Such resolution shall require the Board to consider or decide upon either general policy or organizational issues, or any specific question or problem. Resolutions of Instruction requiring a vote by the Board must state specifically the questions to be decided. Following passage of a Resolution of Instruction, the Board of Directors must act on the content of the resolution within 3 months' time.

Both the above-defined resolutions are considered general business and shall be acted on accordingly.

c. Resolutions to Alter Board Decision: The membership shall have the power to alter any decision of the Board of Directors.

The consideration of this type of resolution, however, shall not be acted upon as general business. The following special procedures shall apply:

Such resolution may be raised at a membership meeting only if the resolution is stated, in writing, in the agenda portion of the meeting notice announcing the respective meeting.

In order to vote upon this type of resolution, a quorum of 25% of the membership must be in attendance at the respective meeting.

The Board and those sponsoring the resolutions must have a full opportunity to be heard.

To carry such an action, a 2/3 majority of those present and voting shall be required. Proxy voting on this type of resolution shall not be permitted.

ARTICLE V - NOMINATIONS

Section 1. Governance and Leadership Development Committee: The Governance and Leadership Development Committee (Article X, Section 2), shall recruit and nominate new board members. A member may also be nominated for Director by petition submitted to the Clerk, signed by 20% of the Board of Directors. Such petition must be submitted to the Clerk at least 1 month prior to the annual meeting.

Section 2. Nomination of Board Members and Officers:

- a) The Governance and Leadership Development Committee shall nominate a slate of Directors to be presented to the annual corporate meeting for election. Nomination for Directors, having been duly seconded shall also be taken from the floor during the annual corporate meeting. Such floor nominations must be accepted by the nominee either in person or in writing at the time of the nomination.
- b) The Governance and Leadership Development Committee, subsequent to the annual meeting of the Corporation, but at least 20 days prior to the special Directors meeting for election of officers, shall nominate a slate of officers from the Board of Directors. This

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slate of officers will be presented to the special Directors meeting for election. Nominations for officers, having been duly seconded, may be taken from the floor during this special Board of Directors meeting. Such floor nomination must be accepted by the nominee either in person or in writing at the time of the nomination.

ARTICLE VI - OFFICERS

Section 1. Officers' Titles: The officers of the Corporation shall be the President, Vice-President(s), Treasurer, and Clerk, and such other officers as the Board of Directors may from time to time provide for and elect. There shall be one or two Vice-Presidents, at the discretion of a majority of the Board of Directors, during the Vice-presidential term of office.

Section 2: Election of Officers: The officers of the Corporation shall be elected at a special meeting of the Board which must occur within three months subsequent to the annual meeting of the Corporation. The quorum for election of officers shall be 2/3 of the full Board membership. If on the first ballot for each office no candidate has a majority of votes cast, then a run-off of the top two vote recipients shall be held.

The slate of nominees for each office developed by the Governance and Leadership Development Committee shall be included in the meeting notice. In accordance with Article V, Sec. 2b, nominations may also be taken from the floor during the Board Meeting.

Section 3. Term of Officers: Officers shall serve for a two year term, with the opportunity for one re-election for a second two-year term. After serving for two terms, Officers may not serve in the same position again, or in any other office, for at least two years.

Section 4. Vacancy in Office: Officers shall serve for two years as aforesaid and/or until their respective successors are elected and qualify.

Notwithstanding the foregoing, an officer may resign, or by a vote of the Board of Directors be removed from office, with or without cause, as provided by law, provided such officer, in the event of proposed removal, shall first have an opportunity to be heard. A quorum for such a removal vote shall be 2/3 of the Board membership. Removal will only be accomplished by a 2/3 majority of votes cast.

Proxy voting by absent members will not be permitted on a removal vote.

A vacancy in any office arising from any cause may be filled for the unexpired term.

Election for a vacant office will be conducted in accordance with Section 2 of this Article.

ARTICLE VII - DUTIES OF OFFICERS

Section 1. President: The president shall have the responsibilities including but not necessarily limited to the following, but in no event shall the President exceed any statutory or lawful limits of his or her office. The responsibilities herein described are as follows:

- Preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee;
- Execute the orders of the Corporation and the Board of Directors;

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- Perform all necessary duties as chief executive of this charitable, non-profit corporation;
 - Submit a report to the members of the Corporation at each annual meeting.

Section 2. Vice President: The duties of the Vice-President(s) shall be to perform the duties of the President in his or her absence or incapacity and to generally assist the President in the exercise of his or her duties.

Section 3. Clerk: The Clerk of the Corporation shall keep the minutes of the Corporation meetings, the minutes of the meetings of the Board of Directors, and shall be responsible for the performance of such other duties as may pertain to this office. The Clerk shall be a resident of Massachusetts or shall have a duly appointed Resident Agent [MGL Ch. 180 S. 6A].

Section 4. Treasurer: The Treasurer shall keep in safe custody all monies, funds, and property of the Corporation. The establishment and the maintenance of the books of account of the Corporation shall be his or her responsibility. The Treasurer shall receive and give receipts for monies due and payable to the Corporation, and make timely deposits to the designated financial institution, or if more than one has been approved, institutions. A report in writing stating the accounts of the Corporation shall be presented to the regular meetings of the Board of Directors and to the Executive Committee whenever requested. All accounting records shall be the property of the Corporation and shall be subject to the control of its Board of Directors. The Treasurer shall make required state and federal tax and corporation filings.

a) Signatures: The Treasurer shall maintain both a checking and savings account in a financial institution federally insured and designated by the Executive Committee in the name of and to the credit of the Corporation. The Treasurer shall maintain in the checking account a balance of not greater than \$10,000. The Treasurer and at least one other member of the Board of Directors shall have signature authority over the checking and savings accounts. All members of the Finance Committee shall have the username and password for all online accounts (checking, savings and investment). Any transfer of greater than \$5,000 out of or between accounts must be discussed by the Finance Committee and approved by a majority of the Board of Directors.

b) Investment Policy: A minimum amount equal to the last two fiscal years of operating expenses shall be kept in the checking and savings accounts. Funds in excess of the minimum shall be termed long-term assets and may be invested in accordance with the Investment Policy. The Finance Committee shall develop the Investment Policy and monitor the investments. If long-term assets are invested entirely in savings accounts, money market accounts and certificates of deposit, then the Finance Committee may determine the allocation among those instruments. If long-term assets are less than \$250,000, the Finance Committee may invest in mutual funds or exchange traded funds in accordance with the Investment Policy. If long-term assets exceed \$250,000 and are invested in mutual funds or exchange traded funds, then the Finance Committee shall obtain the services of an investment advisor to advise on the investments. The Finance Committee has the authority to obtain the services of and/or fire the investment advisor.

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ARTICLE VIII - BOARD OF DIRECTORS

Section 1. Requirements: A member of the Board of Directors must be a member in good standing of the Corporation.

Section 2. Board Members: The business and affairs of the Corporation shall be managed by a Board of Directors. The Board shall consist of the following:

a) Directors: The total number of members of the Board of Directors (including Officers and Directors and not including Ex Officio Members) shall not exceed 15. Directors shall be elected at the Annual Meeting of the Corporation by the membership. The determination of the exact number of Directors to be elected annually shall be made after taking into account the existing number of Officers and Directors so that the Board following the election shall not exceed 15 in number. The exact number of Directors to be elected shall be determined annually as a matter of regular Board business. Term of office of the Directors shall be two (2) years with the opportunity for reelection. Any member in good standing may be nominated for election in accordance with Article V.

1. Election of Directors: Election of Directors shall take place at the Annual Membership Meeting or by on-line voting within one month of the Annual Meeting.

Individual members may vote for the number of nominees that corresponds to the number of Directors to be elected. The nominees with the most votes will be elected to the available positions (e.g., if 8 positions are available for election, the top 8 vote-getters will be elected).

b) Officers: As described in Article VI – Officers.

c) Immediate Past President: If, at the end of their term, the President is not remaining on the Board as a Director, then they become Immediate Past President for a one-year term.

d) Ex Officio Members: The Immediate Past President (one-year term), the Chair of the Medical Advisory Committee, if there is one, and the Executive Director, if there is one, are non-voting members of the Board of Directors.

Section 3. Powers: The Board of Directors shall authorize the program of the Corporation, provide for its financing through the adoption of an annual budget; establish policies; determine the eligibility of membership qualifications within the guidelines set forth herein, and have all other powers, privileges and obligations vested by law or vested in the Corporation's Board of Directors by the within by-laws and/or by the Corporation's Articles of Incorporation.

Section 4. Meetings: The Board of Directors shall meet periodically as the Board itself designates.

Special Meetings: (meetings not scheduled in advance by the Board) may be called by:

a) The President,

b) By any two officers, or

c) Upon request of 25% of the Directors.

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Notification of Meetings: The Clerk shall notify the Directors of the date, time and place of Board Meetings (both regular and special meetings) at least ten (10) days prior to the scheduled meeting date.

The proposed agenda for the Board Meeting shall be included in the meeting notice. The notice by e-mail shall be considered delivered when sent by e-mail and addressed to the Director at his/her address as it appears in the records of the Corporation.

Any member of the Corporation may attend any Board Meeting, but non-Board members shall be non-voting. The Board by a 2/3 vote, as a matter of regular business, may close its meeting to all but Board members.

Section 5. Quorum and Voting:

Quorum: The quorum for conducting regular Board business shall be 2/3 of the Board membership.

1. Voting: A simple majority of votes will be sufficient to carry questions of regular business.

Section 6. Action without 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 the Directors consent to the action in writing and the written consents are filed with the records of the meetings of directors. Such consents shall be treated for all purposes as a vote at a meeting. [MGL Ch. 156 b 59.1].

A director opposed to an action that is proposed to be taken by unanimous consent, or uncertain about the desirability of that action, may compel the holding of a Directors' meeting to discuss the matter simply by withholding his consent.

Members of the Board of Directors may participate in a meeting by means of a conference telephone or virtual meeting software by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 7. Vacancy on the Board: A Board member may resign at any time by submitting a written letter of resignation.

A Director may be removed from the Board, with cause, provided such Board member, in the event of proposed removal, shall first have an opportunity to be heard.

A quorum for such removal shall be 2/3 of the full Board. Removal will only be accomplished by a 2/3 majority of votes cast.

Additionally, a Director may be removed from the Board for failing to attend 4 or more meetings during his/her two-year term without adequate excuse. Sickness and travel difficulties may be considered adequate excuses. Removal shall be effected according to the voting procedures in paragraph 3, this section, immediately above. The Board member to be removed need not be present for such a removal vote to take place.

A vacancy among the Directors may be filled by a vote of the Board. The new Director serves only until the next Annual Meeting of Members at which time they may be added to the slate of Directors by the Governance and Leadership Development Committee. A quorum for such

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addition shall be 2/3 of the full Board. Addition to the Board will only be accomplished by a 2/3 majority of votes cast.

Section 8. Denial, suspension or revocation of membership: The Board may, for cause, deny an application for membership, or suspend or revoke a present membership, or make membership conditional on certain terms of behavior. Cause for such action occurs if the Board finds that the applicant or member does not subscribe to the purposes of the Association, or is, by their actions, causing undue harm to the Association.

Membership denial, suspension, revocation, or conditional membership shall be determined only for just cause as a result of a conscientious finding that the individual does not subscribe to the purposes of the Association or is, by their actions, causing undue harm to the Association.

If the applicant or member wishes to be heard, the Board shall conduct a meeting for this purpose. A decision by the Board to deny, revoke, suspend, or make conditional, membership shall be made with a quorum of 2/3 of the full Board and a 2/3 majority of votes cast.

Section 9. Appeal of Membership Status: A person whose membership has been denied, suspended, revoked or made conditional by the Board may appeal the decision to the Board, which shall consider the appeal at its next regularly scheduled meeting. The individual appealing may ask to be heard by the Board, but shall be afforded such opportunity only with the concurrence of 1/3 of the Directors present at the meeting.

The Board will discuss and decide upon the denial, suspension, revocation or conditional membership according to the following procedure: a quorum for such a vote shall be 2/3 of the full Board and decision on appeal will only be accomplished by a 2/3 majority of the votes cast.

Membership denial, suspension, revocation or conditional membership shall be determined by the Board only for just cause as a result of a conscientious finding that the individual does not subscribe to the purposes of the Association or is by his or her actions causing undue harm to the Association.

ARTICLE IX - EXECUTIVE COMMITTEE

Section 1. Composition of the Executive Committee: There may be an Executive Committee and if there is one, it shall consist of the Officers and the Immediate Past President of the Corporation. Up to four additional Directors may be elected by the Board of Directors to the Executive Committee. The quorum for this election shall be the quorum for the Board's regular business.

The term of the additional (non-officer) Executive Committee members shall be for one (1) year with the opportunity for re-election.

The Board may revoke non-officer membership on the Executive Committee; a quorum for such vote will be according to regular business and accomplished by a 2/3 majority of votes cast.

Section 2. Powers: The Executive Committee shall be entrusted with the power to act for the Board of Directors when the Board of Directors is not in session. Any decision of the Executive Committee may be changed by the Board as long as the altering of the decision is practical and legal.

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Section 3. Meetings: The Executive Committee shall hold regular meetings at a time and place to be fixed by the Committee. The President, or in the absence of the President, the Vice President, may also schedule regular Executive Committee meetings as necessary.

Notice of regular Executive Committee meetings must be provided to each committee member by telephone or e-mail by the Clerk or Acting Clerk as designated by the Board at least five (5) days prior to the meeting date.

Special Meetings (Special meetings are those meetings not scheduled as regular meetings and which are convened according to the following procedures): In order to call such a meeting three (3) or more members shall contact the Clerk by telephone, or, if they choose, by e-mail. The Clerk shall then be required to consult with all the members of the Executive Committee in order to determine a mutually agreeable time, date, and place for the meeting. During such consultations the Clerk shall also communicate the reason the meeting has been called. Furthermore, the Clerk shall send a written notice of the meeting to all Executive Committee members, as follows:

Executive Committee members shall be given meeting notice by e-mail. Such notice shall be given at least five (5) days in advance of the meeting date. The notice by e-mail shall be considered delivered when sent from the computer of the Clerk and addressed to the Director at his/her address as it appears in the records of the Corporation.

Section 4. Quorum and Voting:

Quorum: A quorum of the Executive Committee shall consist of a majority of its members.

Voting: Voting on questions that cannot be decided by consensus will be decided by a simple majority of those present with the exception [according to state statute] that a vote to bind the corporation must be carried by a majority vote of the entire executive committee. A quorum and a majority of the entire Executive Committee may authorize a vote by proxy.

Section 5. Action without Meeting: Any action required or permitted to be taken at any meeting of Executive Committee may be taken without a meeting if all the Executive Committee Members consent to the action in writing and the written consents are filed with the records of the meetings of the Executive Committee. Such consents shall be treated for all purposes as a vote at a meeting. [MGL Ch. 156 b 59.1]

An Executive Committee member opposed to an action that is proposed to be taken by unanimous consent, or uncertain about the desirability of that action, may compel the holding of an Executive Committee meeting to discuss the matter simply by withholding his consent.

Members of the Executive Committee may participate in a meeting by means of a conference telephone or virtual meeting software by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. A quorum and majority of the Executive Committee may authorize the execution of a proxy. .

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ARTICLE X - COMMITTEES

Section 1. Committees: Standing Committees may be established by a majority vote of the Board of Directors. Ad Hoc Committees or task forces may be established by a majority of the Executive Committee. Members of committees may be appointed either by the Board of Directors or Executive Committee with the Board of Directors having the final authority. The Directors may determine the manner of conducting committee business, whether at a meeting or otherwise, and the number of members required to constitute a quorum or required to take specified types of action. The Board in developing committee procedures should generally attempt to apply to the various committees the procedures in these by-laws which apply to the Board regarding meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements.

Section 2. Board of Director Committees: The following standing committees will consist of members of the Board of Directors. Additional members of the Corporation may be invited to join the committee with approval by the Board or the Executive Committee.

- 1) Governance and Leadership Development Committee: Will be responsible for Board recruitment and nominations, Board development and assessment, and for revising the by-laws when needed. The Governance and Leadership Development Committee shall consist of the President, the Vice-President and other Directors. The President shall be Chair of the Governance and Leadership Development Committee.
- 2) Finance Committee: Will be responsible for developing the annual budget. Will be responsible for developing and revising the Investment Policy, obtaining the services of and/or firing the investment advisor, if one is required, and monitoring the investment of the Corporation's long-term assets. The Finance Committee shall consist of the Treasurer and at least two other members of the Board of Directors. The Treasurer shall be Chair of the Finance Committee.
- 3) Development and Fundraising Committee: Will be responsible for donor development, soliciting major gifts, and running the annual appeal. The Development and Fundraising Committee shall consist of the President, other Directors and/or volunteers. The President or another Officer/Director shall be Chair of the Development and Fundraising Committee.
- 4) Program and Operations Oversight Committee: Will be responsible for overseeing the programs and operations of the association. The Program and Operations Oversight Committee shall consist of the Vice-President, the Executive Director (if there is one), and up to two other Directors. The Vice-President shall be Chair of the Program and Operations Oversight Committee. Committee Coordinators may attend meetings of this Committee as needed to report on activities.

Section 3: Standing Committees: The operational activities of the Corporation will be carried out primarily by volunteers within a committee structure. The suggested committees are listed below. Each committee will be headed by a coordinator. Additional committees may be formed as needed. Committee Coordinators will be approved by a majority of the Executive Committee (with the Board having the right of final choice). The Executive Committee may remove a

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Coordinator by a 2/3 majority of votes cast but must afford the Coordinator an opportunity to be heard. A committee coordinator removed by the Executive Committee may appeal the decision to the Board of Directors. Prior to a vote on the appeal the Board shall afford the committee coordinator an opportunity to be heard. The Board vote shall require a quorum of 2/3 of the full Board and a 2/3 majority of votes cast.

- 1) Volunteer Committee: Will supervise volunteers, recruit and train new volunteers, conduct regular volunteer meetings, and coordinate with Events Committee to find volunteers for events.
- 2) Events Committee: Will organize Annual Member Meeting, assist other organizations with events, and provide information about events to Communications Committee.
- 3) Patient Services Committee: Will respond to requests via website/info line, provide physician referrals, provide referrals to social service agencies, assist with disability counseling, and oversee support groups.
- 4) Communications Committee: Will maintain website, oversee social media presence, issue a monthly newsletter, issue special announcements, create flyers for specific events, and maintain an inventory of printed material.
- 5) Advocacy Committee: Will coordinate and collaborate with other organizations on national advocacy efforts, lead advocacy efforts in Massachusetts, represent our association, organize members to participate in advocacy events, and provide information to the Communications Committee about advocacy events.
- 6) Medical Advisory Committee: Will organize educational efforts aimed at health care professionals and coordinate with Patient Services Committee to better support patients.

ARTICLE XI - EXECUTIVE DIRECTOR

Section 1: Executive Director: The Board of Directors may employ an Executive Director who shall be under the direction of the Board of Directors and whose duties will be established by the Board of Directors.

ARTICLE XII - RIGHTS OF PARTICIPATION

Section 1. Rights of Participation: No person shall be denied the services of the facilities of the Corporation, or be excluded from membership and participation because of race, age, color, sex, religion, handicap, or national origin, or discrimination of any kind, which discrimination is expressly prohibited. Further, if for any reason(s), as determined by the Board of Directors, an applicant or applicants for membership is financially unable to pay for normal membership, the majority of the Board in any one or more instances may grant membership to any one or more applicants so qualifying and waive or defer the requirement of payment of membership dues, in whole or in part, in any one or more of the Corporation's fiscal year(s).

ARTICLE XIII - FISCAL YEAR

Section 1. Fiscal Year: The fiscal year end of the Corporation shall be 31st day of December in each year.

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ARTICLE XIV - AMENDMENTS

Section 1. Amendments: These by-laws may be amended at a Board of Directors meeting provided:

- a) The Clerk sends a notice of the meeting and a copy of the proposed amendments to each Board member at least two weeks in advance of the meeting.
- b) That a quorum of the Board for voting on amendments shall be 2/3 of the full Board membership; passage of an amendment shall require a 2/3 majority of votes cast.

ARTICLE XV - INDEMNIFICATION

Section 1. Indemnification: For certain expenses incurred with respect to criminal actions or proceedings, the Corporation shall indemnify each Director and Officer of the Corporation. Indemnified expenses include attorneys' fees, judgments, fines and amounts paid in settlement or otherwise incurred when acting as a Director or Officer. The Officer or Director will be indemnified even if not acting in such capacity at the time the expense is incurred.

To be indemnified:

The Director or Officer of the Corporation must have acted in good faith.

The Director/Officer must have acted in a manner he/she reasonably believed to be in the best interests of the Corporation or in the furtherance of its objectives and goals.

The indemnified expenses must be incurred with respect to a criminal action or proceeding.

The Director/Officer must have had no reasonable cause to believe his/her conduct was unlawful.

The Director/Officer must not have finally been adjudged to be willfully and knowingly criminally responsible, even if his/her conduct was presumed to have been or in fact was in the performance of his/her duty as a Director or Officer of the Corporation.

The foregoing rights shall not be exclusive of other rights to which he/she may be entitled to as a matter of law.

ARTICLE XVI - PARLIMENTARY AUTHORITY

Section 1. Parliamentary Authority: Except where the Board has otherwise adopted provisions with respect to special rules of order, the latest revision of Robert's Rules of Order shall be the parliamentary authority of the Corporation.

ARTICLE XVII - DISSOLUTION

Section 1. Dissolution: In the event of the dissolution of the Corporation, the surplus assets of the Corporation, if any exist, shall be turned over to another non-profit charitable Corporation qualifying as a corporation formed under Massachusetts General Laws c. 180, Section 4, et seq. and qualifying for tax exempt status pursuant to Section 501 (c)(3) of the Internal Revenue Code or such formal federal code as may be in effect in the future by which a non-profit, charitable corporation qualifies for tax exempt status.

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AMENDMENTS

August 12, 2017: Amended to update Article VII, Section 4b and to add Article X, Section 2, Item 2 about investment policy.

May 10, 2019: Amended to update the name of the Corporation from Massachusetts CFIDS Association Inc. to Massachusetts ME/CFS & FM Association, Inc.

August 28, 2020: Amended to align the descriptions of the members of the Board of Directors and the Committees with actual practice, to define Ex Officio members of the board as non-voting, and to make quora and voting majorities consistent with Roberts Rules of Order.

April 21, 2021: Amended to update Article VII, Section 4b about investment policy.