MassME

MASSACHUSETTS ME/CFS & FM ASSOCIATION

BY-LAWS
OF THE
MASSACHUSETTS ME/CFS & FM ASSOCIATION

As amended by the Board of Directors on 19 August 2026

ARTICLE I: NAME, STRUCTURE, PURPOSE AND FISCAL YEAR

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

1.2 Structure: 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.

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

a) 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;

b) 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;

c) To promote communication among various agencies, institutions and concerned individuals who may be able to assist persons suffering with Myalgic Encephalomyelitis/Chronic Fatigue Syndrome;

d) And to obtain and provide the means and funds necessary to carry out the foregoing objectives on a strictly charitable, non-profit basis.

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

ARTICLE II: MEMBERS

2.1. Members: The Corporation shall have a single class of members.

2.2. 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. Members must abide by the policies set forth by the Corporation. The Board shall also establish a procedure to allow membership status to any person desiring such membership who by reason of undue financial hardship are unable to afford their membership dues. Such hardship membership shall be only for 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.

2.3. Powers and Rights of Members: Members have the following powers and rights:

a) Conduct 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: Each member shall have one vote. 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: 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) Election of Directors to the Board of Directors.

2) Membership Resolutions: On any matter or issue relating to the purpose, activities, or organization of the Corporation;

3) 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.

2.4 Meetings: Meetings of the members shall be called as follows:

a) 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.

b) Special Meetings of Members: Special meetings of the members may be called by a member of the Board of Directors or by written application of ten percent of the member quorum for voting.

b) 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.

2.5 Removal of Members: 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. The steps for receiving and investigating a concern or complaint will follow the Reporting Process Policy, as set forth by the Corporation. Cause for such action occurs if the Board finds that the applicant or member does not subscribe to the purposes of the Corporation, is not acting in accordance with the policies set forth by the Corporation, or is, by their actions, causing undue harm to the Corporation.

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.

2.6 Addressing Grievances: The Board shall establish policies and procedures which shall be made available on request to address grievances from members, board members, staff, volunteers, program participants and community partners.

ARTICLE III: BOARD OF DIRECTORS

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

3.2. 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 by the members at the Annual Meeting of the Corporation or by online voting within two months of the Annual Meeting. 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. 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.

b) Officers: At minimum, a President, a Treasurer and a Clerk.

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) and the Executive Director, if there is one, are non-voting members of the Board of Directors.

3.3. 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 by-laws and/or by the Corporation's Articles of Organization.

3.4. Meetings: The Board of Directors shall meet periodically as the Board itself designates. Meetings may be held in person or virtually.

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 email shall be considered delivered when sent by e-mail and addressed to the Director at their 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.

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.

3.5. Quorum and Voting:

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

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

3.6. 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 board meeting to discuss the matter simply by withholding their consent.

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

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 in the election. A quorum for such 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.

3.8 Removal of Directors: A Director may be removed from the Board, with cause, provided such Director, in the event of proposed removal, shall first have an opportunity to be heard. A Director may be removed from the Board for failing to attend 4 or more meetings during their two-year term without adequate excuse. Sickness and travel difficulties may be considered adequate excuses. The Board member to be removed need not be present for such a removal vote to take place.

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.

3.9 Committees of the Board: The directors may elect or appoint one or more committees and may delegate to any such committee board responsibilities. These committees may be standing or ad hoc. Members of these committees serve at the pleasure of the directors and shall conduct their affairs in the same manner as provided in these by-laws for the directors.

The following 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.

a) Executive Committee: Will have all the powers and authority of the Board of Directors in intervals between Board Meetings, subject to the direction and control of the Board of Directors. The Executive Committee 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.

b) Governance Committee: Will be responsible for Board recruitment and nominations, Board development and assessment, and for revising the by-laws and policies set forth by the Corporation when needed. The Governance Committee shall consist of the President, the Vice-President and other Directors. The President shall be Chair of the Governance and Leadership Development Committee.

1. The Governance Committee will assemble a slate of nominees for Director to be presented to the members of the Corporation at the Annual Meeting for election. Nominees will also be accepted from the floor at the Annual Meeting, with consent of the nominee.

2. Subsequent to the election, the Governance Committee will assemble a slate of officers from among the directors for election at the next Board Meeting.

c) Finance Committee: Will be responsible for developing the annual budget, 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.

d) 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.

e) Program and Operations Oversight Committee: Will be responsible for overseeing the programs and operations of the Corporation. The Program and Operations Oversight Committee shall consist of the Vice-President (if there is one), 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.

ARTICLE IV: OFFICERS

4.1. Officers' Titles: The officers of the Corporation shall be the President, Treasurer, and Clerk, and such other officers as the Board of Directors may from time to time provide for and elect, such as Vice-President(s). The Clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation shall have a duly appointed resident agent. [MGL Ch. 180 S. 6A].

4.2. Election of Officers: The officers of the Corporation shall be elected at the first board meeting after the election of Directors. The quorum for election of officers shall be 2/3 of the full Board membership.

The slate of nominees for each office developed by the Governance Committee shall be included in the meeting notice. Nominations may also be taken from the floor during the Board Meeting.

4.3. 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.

4.4. Vacancy in Office: 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.

4.5. Duties of Officers:

a) 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 their 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;
- 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.

b) Vice President: The duties of the Vice-President(s), if this office is filled, shall be to perform the duties of the President in their absence or incapacity and to generally assist the President in the exercise of their duties.

c) 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.

d) 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 their 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(s). A written report 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.

1) 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 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).

2) Investment Policy: Funds in excess of the amount needed to cover monthly cash flow may be moved to the investment account and may be invested in accordance with the Investment Policy. The Finance Committee shall develop the Investment Policy and monitor the investments.

ARTICLE V: OTHER COMMITTEES

Standing committees, ad hoc committees or task forces may be established by a majority vote of the Board of Directors to oversee the operational activities of the Corporation. Members of the committees can be staff, members, directors or volunteers. Each committee or task force should have a Coordinator who serves as liaison to the Board. 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.

Development of standing committees, ad hoc committees and task forces will follow the policies of the Corporation including, but not limited to, the Commitment to Fairness, Equal Opportunity and Professional Environment Policy.

ARTICLE VI: 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 VII: 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

Members, volunteers, and Board members must abide by the policies set forth by the Corporation. Any concern or complaint regarding a Board member or member's actions will follow the Reporting Process Policy.

ARTICLE VIII: 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 they 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 their conduct was unlawful.
- The Director/Officer must not have finally been adjudged to be willfully and knowingly criminally responsible, even if their conduct was presumed to have been or in fact was in the performance of their duty as a Director or Officer of the Corporation.

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

ARTICLE IX: 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.

ARTICLE X: AMENDMENTS

These by-laws may be at any time altered, amended or repealed, in whole or in part, by a vote of the majority of Directors then in office.

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.

August 19, 2026: Amended to reorganize the articles, remove redundant information, and remove descriptions of non-board standing committees.