

**BYLAWS OF  
MASSACHUSETTS ASSOCIATION  
FOR OCCUPATIONAL THERAPY, INC.**

A MASSACHUSETTS CORPORATION SINCE 1922

2004

## **ARTICLE I - NAME, PURPOSE, LOCATION AND CORPORATE SEAL**

### **Section 1.1 Name and Purpose**

The name and purpose of the Corporation shall be as set forth in the Articles of Organization.

### **Section 1.2 Location**

The principal office of the Corporation in the Commonwealth of Massachusetts shall be located at the place set forth in the Articles of Organization of the Corporation. The Executive Board may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate or annual report with the Secretary of the Commonwealth.

### **Section 1.3 Corporate Seal**

The Executive Board may adopt and alter the seal of the Corporation. The seal of the Corporation, if any, shall, subject to alteration by the Executive Board, bear its name, the word "Massachusetts" and the year of its incorporation.

## **ARTICLE II - MEMBERS**

### **Section 2.1 Membership Classes**

The Corporation shall have five membership classes. There shall be three classes of voting members and two classes of non-voting members.

#### **(a) Voting Members**

##### **i. Occupational Therapist (OT) and Registered Occupational Therapist (OTR)**

Occupational Therapist members and Registered Occupational Therapist members are individuals who are certified or licensed to practice occupational therapy by a state, district, commonwealth or territory of the United States.

##### **ii. Occupational Therapy Assistant (COTA) and Certified Occupational Therapy Assistant (OTA)**

Occupational Therapy Assistant members and Certified Occupational Therapy Assistant members are certified or licensed to practice occupational therapy as an assistant by a state, district, commonwealth or territory of the United States.

##### **iii. Occupational Therapy Student (OT/s)**

Occupational Therapy Student (OT/s) members are enrolled in an occupational therapy educational program located in the United States, or in the possessions, commonwealth or territories of the United States and which is accredited,

approved or pending approval of accreditation by the Accreditation Counsel for Occupational Therapy Education. (ACOTE)

**(b) Non-voting Members**

i. **Organizational Members**

Organizational members are organizations, institutions or agencies interested in occupational therapy.

ii. **Associate Members**

Associate members are all other individuals interested in occupational therapy that do not fall into any of the above designations.

**Section 2.2 Powers and Rights**

Members shall have powers and rights as are vested in them by law, the Articles of Organization and these Bylaws. Members shall also have such powers and rights as the Executive Board may designate from time to time.

**Section 2.3 Annual Meetings**

The Corporation shall hold an annual meeting of members at a time fixed by the Executive Board. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, the Articles of Organization or these Bylaws, shall be specified in the notice thereof, and only business within such purposes may be conducted at the meeting.

If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting.

If the time, date or place of any meeting shall be changed, notice of the change shall, in the manner provided in **Section 2.6** (Notice of Meeting) of this Article, be given to each member.

**Section 2.4 Special Meetings**

Special meetings of the members may be called by the president or by a majority of the officers then in office, or by the clerk. Except as otherwise provided by law, upon written application of members representing at least ten percent (10%) of those members necessary to hold a quorum as set forth in **Section 2.12** ("Quorum"), special meetings shall be called by the clerk, or, in the case of the death, absence, incapacity, or refusal of the clerk, by any other officer. The members requesting the special meeting, and notice of such special meeting, shall each specify the purpose thereof.

## **Section 2.5 Place of Meetings**

All meetings shall be held at the principal office of the Corporation, unless a different place or time is fixed by the Executive Board or the president, and stated in the notice of the meeting.

## **Section 2.6 Notice of Meetings**

Notice of the meeting shall be given no fewer than 7 days nor more than 60 days before the meeting date. The Corporation is required to give notice only to members entitled to vote at the meeting. All notices shall conform to **Article V** ("Manner of Notice") of these Bylaws.

If any meeting is adjourned to a different date, time or place, notice need not be given if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting shall be given to persons who are members as of the new record date.

## **Section 2.7 Waiver of Notice**

A member may waive any notice required by law, the Articles of Organization or these Bylaws before or after the date and time of the meeting. The waiver shall be in writing, be signed by the member entitled to the notice, and be delivered to the Corporation for inclusion with the records of the meeting. A member's attendance at a meeting:

(a) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and

(b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

## **Section 2.8 Action at Meeting**

At any meeting of the voting members, the vote of a majority of those present shall be sufficient to take any action, unless a different vote is specified by law, by the Articles of Organization or by these Bylaws.

## **Section 2.9 Action by Consent**

Any action required to be taken at any meeting of the voting members may be taken without a meeting if all voting members consent to the action in writing and the written consents are filed with the records of meetings. Each such consent shall be treated for all purposes as a vote at a meeting.

## **Section 2.10 Proxies**

Voting members may vote either in person or by written proxy. Proxies shall be accompanied by the voting member's signature and membership number. Proxies shall

be filed with the clerk prior to the meeting or any adjournment thereof. Proxies shall entitle the person named in the proxy to vote at any meeting specified, but shall not be valid after final adjournment of such meeting.

No proxy dated more than six months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a voting member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

### **Section 2.11 Voting and Privileges of Members**

Each voting member shall have one vote, and shall vote at such times as required by law, the Articles of Organization and these Bylaws. Only voting members in good standing with a current membership number shall be entitled to vote.

Unless otherwise provided by law, the Articles of Organization or these Bylaws, and where a meeting is not so required, voting members may cast their vote by any of the following methods designated by the Executive Board: mail, email, voice mail, facsimile or any other electronic means deemed valid by the Executive Board. Prior to the vote taking place thereof, notice shall be given within a reasonable time and in a manner provided in **Article V** ("Manner of Notice"). Said notice shall set forth the purpose and reason for the vote and the method by which a ballot may be cast.

### **Section 2.12 Quorum**

Unless otherwise provided by law, the Articles of Organization or these Bylaws, twenty-five (25) voting members in good standing with a current membership shall constitute a full membership quorum. However, a resolution by the Executive Board requiring satisfaction of a greater quorum may satisfy this requirement.

### **Section 2.13 Membership Termination**

#### **(a) Cause**

A member may be discharged of his or her duties as a member, including his or her duties as a member of a committee, if:

- i. the member's Massachusetts license has been revoked due to disciplinary action by the Massachusetts' licensing board, or by any other such agency governing the practice of occupational therapy in Massachusetts; or
- ii. the member's dues are in arrears 90 days after payment is due; or
- iii. the Corporation's Executive Board finds good cause to terminate membership; or
- iv. the member has been sanctioned by the American Occupational Therapy Association for violation of its Code of Ethics; however, the Executive Board may elect to issue similar sanctions against the member instead of terminating his or her membership.

**(b) Procedure**

Termination of membership for any cause other than nonpayment of dues shall take effect upon completion of the following steps:

- i. the member is given notification that a complaint for expulsion has been initiated;
- ii. upon the member's written request to the Executive Board, the Executive Board shall mark a date and time for a defense hearing and send it to the member via certified mail.
- iii. the Executive Board members attending the hearing must vote by a simple majority to either approve or deny the expulsion immediately after the member pleads his or her defense; and
- iv. the Executive Board gives written notification of its decision to the member before the hearing is adjourned.

**Section 2.14 Dues and Good Standing**

**(a) Dues**

The Executive Board shall determine membership dues and related fees. Members must pay dues within 90 days of the renewal notice.

**(b) Good Standing**

A member shall be in good standing provided he or she meets the qualifications for the class membership to which he or she belongs, has paid all applicable dues, and has not been terminated pursuant to **Section 2.13** ("Membership Termination")

**ARTICLE III - EXECUTIVE BOARD**

**Section 3.1 Powers**

The Executive Board shall have the entire charge, control and management of the Corporation, its property and business and may exercise all or any of its powers, subject to any limitation set forth by law, the Articles of Organization or these Bylaws.

**Section 3.2 Interpretation of the Articles of Organization and Bylaws**

The Executive Board shall have the power to interpret all of the terms and provisions of the Articles of Organization and these Bylaws, and its interpretation shall be conclusive.

**Section 3.3 Composition**

The Corporation shall create an Executive Board that shall consist of the following officers of the Corporation: president, vice president, treasurer and clerk. The Executive Board may also consist of members, representatives and other such persons as determined by the officers of the Corporation.

### **Section 3.4 Number**

The Executive Board shall consist of such number as shall be fixed or changed from time to time by the Executive Board, except that such number may be otherwise fixed by the officers of the Corporation, but shall not in any event be less than three (3) Executive Board members.

### **Section 3.5 Appointment and Tenure**

Except as otherwise provided by law, the Articles of Organization or these Bylaws, the officers of the Corporation shall appoint all other Executive Board members.

Except as otherwise provided by law, the Articles of Organization or these Bylaws, and subject to an Executive Board member's death, resignation or removal, the appointed Executive Board member shall hold office for a term designated by the officers of the Corporation.

### **Section 3.6 Removal**

Except as otherwise provided by law, the Articles of Organization or these Bylaws, a member of the Executive Board may be removed with or without cause by vote of a majority of the officers of the Corporation then in office. An Executive Board member may be removed only after reasonable notice and opportunity to be heard.

### **Section 3.7 Resignation**

Members of the Executive Board may resign by delivering his or her written resignation:

- (a) to any officer of the Corporation; or
- (b) to any Executive Board member; or
- (c) to the Corporation at its principal office.

Such resignation shall be effective upon receipt unless specified to be effective at some other time; and acceptance thereof shall not be necessary to make it effective unless it so states.

### **Section 3.8 Vacancies**

Vacancies shall be filled in accordance with **Section 3.5** ("Appointment and Tenure") of this Article. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the Executive Board member cannot take office until the vacancy occurs, unless the officers of the Corporation state otherwise.

Except as otherwise provided by law, the Articles of Organization or these Bylaws, the Executive Board members shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

### **Section 3.9 Establishment of Committees**

The Executive Board in its discretion may create one or more committees to carry out the purposes of the Corporation provided:

- (a) the Executive Board does not delegate its overall responsibilities or its powers to any committee;
- (b) committees and appointment of its members are approved by the Executive Board members in office when the action is taken; and
- (c) committees do not have the power to authorize distributions, change the number of Executive Board members, remove Executive Board members from office or fill its vacancies, amend the Articles of Organization, or amend, adopt or repeal Bylaws, and do any other such act prohibited by law.

The Executive Board shall have the power to discharge, change the membership or authority of, or fill vacancies in, any such committee.

### **Section 3.10 Regular Meetings**

Regular meetings of the Executive Board may be held at such places and at such times as the Executive Board may determine, but shall have at least one regular meeting a year.

### **Section 3.11 Special Meetings**

The president or three (3) or more Executive Board members may call a special meeting to address specific issues. Special meetings may be held by telephone, video-conference, or any other means in which the Executive Board members can communicate in real time. Only business within the purpose or purposes described in the meeting notice may be conducted at the special meeting. Notice of the meeting shall be given no fewer than 7 days nor more than 60 days before the meeting date. All notices thereof shall conform to **Article V** ("Manner of Notice") of these Bylaws.

### **Section 3.12 Emergency Meetings**

In the event the Executive Board must address an issue immediately, an emergency meeting may be called by the president, and may be held via telephone conference on a 24-hour notice.

### **Section 3.13 Voting Rights**

The officers on the Executive Board shall have voting rights. All other appointed members and representatives may or may not be vested with voting rights at the discretion of the officers of the Corporation.

### **Section 3.14 Quorum**

Except as otherwise required by law, the Articles of Organization or these Bylaws, at any meeting of the Executive Board, three (3) voting members of the Executive Board shall

constitute a quorum, However, a resolution by the Executive Board requiring satisfaction of a greater quorum may satisfy this requirement.

### **Section 3.15 Notice of Meeting**

Unless otherwise stated in these Bylaws, notice of a meeting shall be given no fewer than 7 days nor more than 60 days before the meeting date. Any notice hereunder shall state the purpose, place, date and hour of the meeting. Notice shall be given to each Executive Board member. All notices shall conform to **Article V** (“Manner of Notice”) of these Bylaws.

If any meeting is adjourned to a different date, time or place, notice need not be given if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting shall be given to persons who are members as of the new record date.

### **Section 3.16 Waiver of Notice**

An Executive Board member may waive any notice required by law, the Articles of Organization, or these Bylaws before or after the date and time of the meeting. The waiver shall be in writing, be signed by the member entitled to the notice, and be delivered to the Corporation for inclusion with the records of the meeting. An Executive Board member’s attendance at a meeting:

(a) waives objection to lack of notice or defective notice of the meeting, unless the Executive Board member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and

(b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Executive Board member objects to considering the matter when it is presented.

### **Section 3.17 Action at Meeting**

When a quorum is present at any meeting, a majority of the Executive Board members present and voting shall be sufficient to take any action or decide any question, unless a different vote is specified by law, the Articles of Organization or these Bylaws.

Meetings may be held by means of a telephone conference or similar communications equipment 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 3.18 Action by Consent**

Any action required to be taken at any meeting of the Executive Board may be taken without a meeting if all Executive Board members consent to the action in writing and the written consents are filed with the records of meetings. Such consents shall be treated for all purposes as a vote at a meeting.

## **ARTICLE IV - OFFICERS**

### **Section 4.1 Number**

The officers of the Corporation shall be a president, vice president, treasurer and clerk, and such other officers as the Executive Board may determine. A person may hold more than one office at the same time.

### **Section 4.2 Election**

Except as provided in **Section 4.11** (“Vacancies”) of this Article, the president, vice president, treasurer, and clerk shall be elected by voting members via mail ballot, or in such other manner as designated by the Executive Board. Other officers, if any, may be elected or appointed by the Executive Board at any time.

Duties of the officers elected by voting members shall commence on July 1<sup>st</sup> of each calendar year, unless otherwise provided by the Executive Board. Duties of the officers elected or appointed by the Executive Board shall commence at a date designated by the Executive Board.

### **Section 4.3 Tenure**

Except as otherwise provided by law, the Articles of Organization or these Bylaws, the president, vice president, treasurer, clerk and such other officers of the Corporation shall each hold office for a two year term or until a successor is elected, unless a shorter or greater period shall have been specified by the terms of such officer’s election or appointment, or in each case until such officer sooner dies, resigns, is removed or becomes disqualified.

### **Section 4.4 President and Vice President**

The president shall be the chief executive officer of the Corporation. Subject to the direction of the Executive Board, the president shall have general charge and supervision of the affairs of the Corporation and shall make all decisions and perform all necessary acts to the conduct of the Corporation between meetings of the Executive Board, unless otherwise provided by law, the Articles of Organization or these Bylaws.

The vice president shall have such duties and powers as the Executive Board shall determine. The vice president shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of the president’s inability to act.

### **Section 4.5 Treasurer**

The treasurer shall be the chief financial officer and shall be in charge of general financial affairs of the Corporation. The treasurer shall also have such other duties and powers as designated by the Executive Board.

#### **Section 4.6 Clerk**

The clerk shall record and maintain records of all proceedings of the members and Executive Board members. The clerk shall also have such other duties and powers as designated by the Executive Board. If a clerk is absent from any meeting a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

The clerk (or assistant clerk if any) shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process.

#### **Section 4.7 Other Officers**

The Executive Board may elect other officers, in addition to those named hereinabove, including, without limitation, one or more assistant vice presidents, assistant treasurers or assistant clerks. Such officers shall have such duties and powers as shall be designated from time to time by the Executive Board or the president and they shall be responsible to and shall report to the Executive Board or the president or to such other officers as the Executive Board shall designate. In addition, unless otherwise determined by the Executive Board or the president, all assistant vice presidents, assistant treasurers, assistant clerks shall have the duties and powers hereinabove set forth and granted to the vice president, treasurer and clerk, respectively.

#### **Section 4.8 Customary Powers and Duties**

Each officer shall, subject to these Bylaws and to any applicable provisions of law and the Articles of Organization, have, in addition to the duties specifically set forth in these Bylaws, such duties and powers as are customarily incident to such officer's office.

#### **Section 4.9 Removal**

Except as otherwise provided by law, the Articles of Organization or these Bylaws, an officer of the Corporation may be removed with or without cause by vote of a majority of the Executive Board. An officer may be removed only after reasonable notice and opportunity to be heard.

#### **Section 4.10 Resignation**

Officers of the Corporation may resign by delivering his or her written resignation:

- (a) to any officer of the Corporation; or
- (b) to any Executive Board member; or
- (c) to the Corporation at its principal office.

Such resignation shall be effective upon receipt unless specified to be effective at some other time; and acceptance thereof shall not be necessary to make it effective unless it so states.

### **Section 4.11 Vacancies**

Notwithstanding the provisions of **Section 4.2** (“Election”) of this Article, if the office of any officer becomes vacant, the Executive Board may elect or appoint a successor at any meeting of the Executive Board. Each such successor shall hold office for the unexpired term, and, in the case of the president, vice president, treasurer and clerk, until such officer’s successor is elected, or in each case until the officer sooner dies, resigns, is removed, or becomes disqualified.

### **Section 4.12 Compensation**

An officer of the Corporation may be entitled to receive reasonable compensation for services if so determined by the Executive Board and in such amounts as the Executive Board may from time to time determine. Officers of the Corporation shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation for any such services in such amounts as the Executive Board may from time to time determine.

## **ARTICLE V - MANNER OF NOTICE**

Except where otherwise provided by law, the Articles of Organization or these Bylaws, notice may be communicated in the following manner:

- i. in person;
- ii. telephonic transmission, including voice mail;
- iii. facsimile;
- iv. U.S postal service;
- v. Email, electronic transmission or any other electronic means;
- vi. messenger or delivery service; and
- vii. any other means deemed proper and necessary by the Executive Board.

If these forms of notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television or other form of public broadcast communication.

## **ARTICLE VI - CORPORATE RECORDS**

Books, accounts, documents and records of the Corporation shall be open to inspection by members of the Executive Board at all times during the usual hours of business. Said records shall be available to members for inspection at all reasonable times, provided the purpose of the inspection is proper and not for the purpose of selling the Corporation’s member list, or copy thereof, or for using the same for a purpose unrelated to the affairs of the Corporation or the applicant’s interest. The Articles of Organization, Bylaws and records of all meetings shall be kept in Massachusetts at the principal office of the Corporation, or at an office of the Clerk. The

Articles of Organization and Bylaws may also be kept at the office of the Corporation's counsel, if any.

### **ARTICLE VII - NONINUREMENT**

The Corporation shall not engage in any activity that is prohibited by the Internal Revenue Code, Section 501 (C) (6); and no part of the Corporation's earnings shall be for the use or benefit of any one individual.

### **ARTICLE VIII - DISSOLUTION**

Should the Corporation be dissolved for any reason, the remaining assets shall be distributed for purposes within the scope of the Internal Revenue Code, Section 501 (c)(6), or any amendment thereto, and in accordance with Massachusetts's corporate statutes.

### **ARTICLE IX - CHECKS, NOTES DRAFTS AND OTHER INSTRUMENTS**

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the manner of the Corporation may be signed by the president, the treasurer, or other person or persons authorized by the Executive Board to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by the Executive Board.

### **ARTICLE X - PERSONAL LIABILITY**

It is intended that the members, Executive Board and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation and that all persons, corporations or other entities extending credit to, contracting with or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for any payment of any debt, damages, judgments or decree, or of any money that may otherwise become due or payable to them from the Corporation. Nothing contained in these Bylaws shall amend, alter or impair any provision contained in the Articles of Organization relating to limitations of liability of the Executive Board members or the officers of the Corporation to the Corporation or to its members.

### **ARTICLE XI - INDEMNIFICATION**

#### **Section 11.1 Good Faith Conduct**

The Corporation shall indemnify to the fullest extent permitted by law a person who is a party to any legal proceeding because he or she is an Executive Board member or an officer of the Corporation if:

- i. he or she conducted himself or herself in good faith; and
- ii. he or she reasonably believed that his or her conduct was in the best interests of the Corporation or that his or her conduct was at least not opposed to the best interests of the Corporation; and
- iii. he or she had no reasonable cause to believe his or her conduct was unlawful, in the case of any criminal proceeding.

Unless ordered by a court, the Corporation may not indemnify an Executive Board member or an officer of the Corporation under this Section if his or her conduct did not satisfy the standards set forth above.

### **Section 11.2 Termination of a Legal Proceeding**

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the Executive Board member or the officer of the Corporation did not meet the relevant standard of conduct described in **Section 11.1** (“Good Faith Conduct”) of this Article.

### **Section 11.3 Determination of Indemnification**

The determination of whether an Executive Board member or an officer of the Corporation has met the relevant standard of conduct set forth in **Section 11.1** (“Good Faith Conduct”) of this Article shall be made by a majority vote of three or more disinterested Executive Board members. If there are less than three disinterested Executive Board members, the officers of the Corporation shall create a committee for such purposes herein described.

### **Section 11.4 Advance for Expenses**

The Corporation shall, before final disposition of a legal proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by an Executive Board member or officer of the Corporation who is a party to a proceeding after receiving a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in **Section 11.1** (“Good Faith Conduct”) of this Article.

An Executive Board member or an officer of the Corporation shall immediately repay any funds advanced to him or her if he or she is not wholly successful, on the merits or otherwise, in the defense of such proceeding and it is ultimately determined pursuant to **Section 11.5** (“Notification and Defense of Claim”) of this Article or by a court of competent jurisdiction that he or she has not met the relevant standard of conduct described in **Section 11.1** (“Good Faith Conduct”) of this Article.

### **Section 11.5 Notification and Defense of Claim**

In addition to and without limiting the foregoing provisions of this Article and except to the extent otherwise required by law, it shall be a condition of the Corporation’s obligation to indemnify the person asserting, or proposing to assert, the right to be indemnified. The person being indemnified must notify the Corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving such person for which indemnity will or could be sought, but the failure to so notify shall not affect the Corporation’s objection to indemnify except to the extent the Corporation is adversely affected thereby.

With respect to any proceeding of which the Corporation is so notified, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to such person. The Corporation shall not be liable to such person for any legal or other expenses subsequently incurred by such person in connection with such action, suit, proceeding or

investigation and such person shall have the right to employ his or her own counsel in connection with such action, suit, proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of such person unless:

- i. the employment of counsel by such person has been authorized by the Corporation; or
- ii. counsel to such person shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the Corporation and such person in the conduct of the defense of such action, suit, proceeding or investigation; or
- iii. the Corporation employed counsel to assume the defense of such action, suit, proceeding or investigation, in each of which cases the fees and expenses of counsel for such person shall be at the expense of the Corporation, except as otherwise expressly provided by this Article or by law.

## **ARTICLE XII - FISCAL YEAR**

The fiscal year of the Corporation shall commence July 1<sup>st</sup> and conclude June 30<sup>th</sup> of each calendar year.

## **ARTICLE XIII - AMENDMENTS**

If expressly authorized by the Articles of Organization, these Bylaws or any provisions thereof may be altered, amended or repealed in whole or in part by the Executive Board. The substance of any change to the Bylaws to be made by the Executive Board shall be stated in the notice of the meeting of the Executive Board at which the change to the Bylaws is to be considered.

Any Bylaw adopted by the Executive Board may be amended or repealed by an affirmative two-thirds (2/3) vote of all voting members.

## **ARTICLE XIV - ARTICLES OF ORGANIZATION**

These Bylaws shall be subject to the Articles of Organization of the Corporation. All references in these Bylaws to the Articles of Organization shall be construed to mean the Articles of Organization of the Corporation as from time to time amended or restated.

## **ARTICLE XV - PROVISION OF LAW**

These Bylaws shall be subject to such provisions of the statutory and common law of the Commonwealth of Massachusetts as may be applicable to corporations organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts. References herein to provisions of law shall be deemed to be references to the aforesaid provisions of law. All references in these Bylaws to such provisions of law shall be construed to refer to such provisions as from time to time amended.