

**President**

Timothy Muir McDonald, MPA  
Needham

**Treasurer**

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**Vice President**

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**Secretary**

Amy Donovan-Palmer, MPH, RS  
Mansfield

## Information for MHOA Members

May 13, 2025

MHOA's leadership has proposed a bylaw update and seeks input from members either during the Board of Directors meeting on May 15 beginning at 10 am, or via email to Executive Director Teresa Kett ([tkett@mhoa.com](mailto:tkett@mhoa.com)).

You are strongly encouraged to read the full redline version of the proposed bylaw changes. The information below is offered as a selected summary, not a comprehensive list of changes.

### Background + Voting Process

MHOA's bylaws are structured so the Board of Directors may make amendments to most sections of the bylaws, with the exception of Article III. A vote of the membership is required to make changes to Article III.

The member vote on Article III will be held from 9 to 10 am on May 22 at Needham Town Hall, 1471 Highland Ave, Needham, MA 02492. All members are invited to attend, and will also have the opportunity to express their support or disagreement with the proposed changes to other parts of the bylaws.

The intent behind these bylaw updates is to align MHOA with the changing landscape of local public health in Massachusetts, opening up membership to a broader group of people.

### Article III selected changes (Member vote)

- MHOA membership (formerly regular membership) will be open to those employed by a local or regional municipal public health agency or a quasi-governmental public health agency; staff and Board members of CLPH organizations; independent consultant or contractor supporting the work of a funded region or coalition
- The Associate Member category is replaced with Supporters.
- Supporters: Individuals who desire to join the Corporation for the purpose of supporting and advancing the objectives of its membership, but do not meet the requirements of membership may become Supporters. This might include academic partners, state health officials, engineers



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and septic system installers, and staff from public health consulting firms. Supporters shall have all of the privileges and responsibilities of Members, except that Supporters may not vote or hold office in the Corporation, and may not be a member of the Board of Directors.

**Selected proposed changes to other Articles (Board of Directors vote)**

- Add two seats to the Board of Directors, bringing the total number to 21 people.
  - 5 Officers (formalizes Immediate Past President as a voting Board member)
  - 7 Regional Representatives
  - 9 Members-At-Large (increase of one to maintain an odd number)
- Members who are employees of a local, or regional, or quasi-governmental Massachusetts-based public health agency are eligible to serve on the Board of Directors. (Article IV)
- Members of the Board of Directors who have served for at least two years and are employed by a local or regional municipal public health agency shall be qualified to fill the offices of President, Vice-President, Secretary, or Treasurer. Board members who are employed by a quasi-governmental public health agency or the public health division of a regional planning agency shall not be eligible to serve as Officers. (Article IV)
- Removing gendered language
- Removing instances of conflict with other sections
- Clarifying expectations, for example, requiring members of the Board of Directors to annually re-certify their understanding of the Conflict-of-Interest Policy and Procedure. (Article VII)
- Removing ex-officio (past presidents) as voting members of the Board of Directors and creating honorary members of the Board of Directors (Article IV)

Thank you for your attention.

Sincerely,

Timothy Muir McDonald  
MHOA President



**Attachment A**

This is a draft for discussion.

With the exception of Article III which will be voted on by members on May 22, 2025, this draft is subject to change prior to a Board of Directors vote scheduled for June 26, 2025.

# **MHOA Bylaws**

**Article I – Name and Principal Office**

**Article II – Corporate Mission and Goals**

**Article III – Members and Membership**

**Article IV – Board of Directors**

**Article V – Officers**

**Article VI – Executive Compensation and Executive Director**

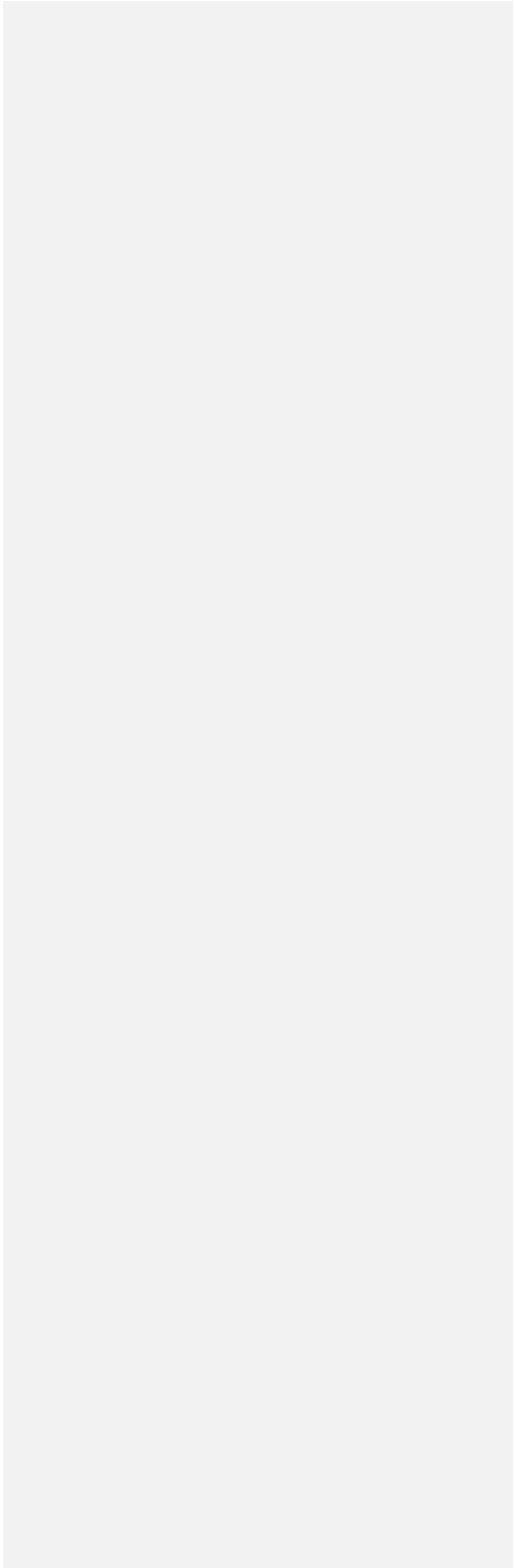
**Article VII – Conflict of Interest**

**Article VIII – No Personal Liability and Indemnification**

**Article IX – Miscellaneous Provisions**

**Article X – Amendments**

**Article XI – Effective Date**



# Article I – Name and Principal Office

The name of this corporation is Massachusetts Health Officers Association (hereinafter “the Corporation”). Its principal office shall be as specified in the Articles of Organization, or such other address the Board of Directors selects.

## Article II – Corporate Mission and Goals

The Corporation is, and shall at all times be, operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”), and within the meaning of Massachusetts General Laws, c. 180 (“M.G.L. ch. 180”), Section 4, as amended.

The Corporation leads, supports, and advocates for the delivery of statutory and foundational public health services across every municipality in the Commonwealth of Massachusetts. The Corporation informs, educates, and empowers ~~their~~ its members to ensure healthy communities for all.

In connection therewith, the Corporation may engage in other charitable and educational activities and programs, including grantmaking, in furtherance of the foregoing purposes as may be carried out by a corporation organized under M.G.L. ch. 180 and described in Section 501(c)(3) of the Code.

## Article III – Members and Membership

### 1. Membership - The membership of this Corporation (“Membership”) shall consist of:

a. ~~Regular Members~~ ~~Individuals~~ who are:

~~1. Certified Health Officers, certified by the Board of Certification of Health Officers of the Commonwealth of Massachusetts, or~~

~~1. All persons with an interest in supporting the mission and goals of the Corporation who are:~~

~~a. employed by a local or regional municipal public health agency or a quasi-governmental public health agency (for example, the Public Health Divisions of Regional Planning Agencies) and who are committed to carrying out the public health mandate of that agency;~~

~~a. All persons working for those qualifying agencies above are eligible for MHOA membership, including those whose functions are supportive of the overall mission (i.e. administrative and financial staff).; or~~

~~b. An independent consultant or contractor supporting the work of a funded region or coalition (for example, a preparedness planner working with an HMCC-sponsoring organization), and who is committed to carrying out the public health mandate of that agency.~~

~~c. A staff or Board member from any Coalition for Local Public Health (CLPH) organization (MAHB, MAPHN, MEHA, MLCHC, MPHA, and WMPHA).~~

~~2. . employed by a regional or local municipal public health agency) whose primary purpose is carrying out the public health mandate of that agency;~~

~~A person shall not be qualified if, by virtue of an appointment as an agent of a Board of Health, they carry out tasks which are incidental to, or support functions of, the positions of the persons listed above.~~

Determination of ~~Regular~~ Membership shall be made by a majority vote of

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the Board of Directors, except where otherwise provided in these by-laws.

~~A Regular Member of over three years who is no longer connected with local official public health work may continue as an Associate Member.~~

2: ~~Regular Members and Associate Members shall pay annual dues, as set forth by the Board of Directors annually and as listed in the membership policy, except as where specifically exempted elsewhere in these by-laws.~~

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~~b. Associate Members Supporters~~

~~Individuals who desire to join the Corporation for the purpose of supporting and advancing the objectives of its regular membership, but do not meet the requirements of Regular Membership may become Associate Members Supporters. This might include academic partners, state health officials, engineers and septic system installers, and staff from public health consulting firms. Associate Members Supporters shall have all of the privileges and responsibilities of Regular Members, except that an Associate Member Supporter may not vote or hold office in the Corporation, and may not be a member of the Board of Directors.~~

~~Regular Members and Associate Members shall pay annual dues, as set forth by the Board of Directors annually and as listed in the membership policy, except as specifically exempted elsewhere in these by-laws.~~

~~c. Student Member~~

~~Individuals currently enrolled in a degree program in public health, allied health professions, environmental health, environmental science, or environmental studies may join the Corporation by paying dues in the amount of 50% of the Regular Membership fee. Students must provide a photocopy of current student identification to verify enrollment annually. Student Members shall have all of the privileges and responsibilities of Associate Members.~~

~~d.b. Retired Members~~

~~A Regular Member who has retired from active employment in the health field and who has participated in the Corporation for three or more years may be granted the status of Retired Member. A Retired Member shall enjoy all of the privileges of a Regular Member and pay dues in the amount of 50% of the Regular Membership fee.~~

~~e.c.~~ **Member Emeritus**

A ~~Regular~~ Member may be granted the status of Member Emeritus by a majority vote of the Board of Directors in recognition of such member's contribution over time to the Corporation and to the field of public health. The Member Emeritus shall enjoy all of the privileges of a ~~Regular~~ Member and shall be exempt from paying annual membership dues.

~~f.d.~~ **Honorary Member**

Any person who has shown exemplary accomplishment in the field of public health ~~or environmental health~~ may be designated as an Honorary Member by a two-thirds vote of the Board of Directors. An Honorary Member shall enjoy all of the privileges of a Supporter, and shall be exempt from paying annual membership dues.

~~:~~

~~Honorary Members shall enjoy all of the same privileges and responsibilities of an Associate Member, and shall not pay dues.~~

~~Any change to these Membership qualifications shall be established by a majority vote of the Board of Directors, unless otherwise provided in these by-laws.~~

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**2. Terms and Dues**

The Membership period shall be one ~~calendar~~ year, or other such defined time period as the Board of Directors determines. Membership shall terminate at the end of that period unless the membership dues for the succeeding period have been paid in full. Members must have paid their dues in full thirty days prior to the Annual Meeting in order to vote. The Board of Directors shall include any recommended changes to the amount of dues in the proposed Annual Budget. Notice of any recommended changes to dues shall be included in the call to the Annual Meeting of the Corporation.

**3. Meetings of the Membership**

**a. Annual Meeting of the Corporation**

The Membership shall meet annually in the fall of each year on such date and time as the Board of Directors shall determine, for the purposes of electing Directors and Officers and consulting with the Board of Directors regarding policy matters affecting the Corporation, and other matters. Notwithstanding other provisions in

these by-laws, on any matter presented to the Membership, fifteen (15) Members shall constitute a quorum for purposes of voting on any matter presented to the Members at the Annual Meeting. If an Annual Meeting is not held in accordance with the foregoing provisions, a Special Meeting may be held in place thereof with all the force and effect of an Annual Meeting.

**b. Regular Meetings**

There shall be at least three (3) Regular Meetings of the Membership of the Corporation each year. Fifteen (15) ~~Voting~~ Members (defined below) shall constitute a quorum for Regular Meetings.

**c. Special Meetings**

Other Special Meetings may be called by the President or the Board of Directors, and shall be called by the ~~Clerk~~ ~~Secretary~~ or, in the case of the death, absence, incapacity, or refusal of the ~~Clerk~~ ~~Secretary~~, by any other Officer upon the written application of Members representing at least 10% of the smallest quorum of Members required for a vote upon any matter at the Annual Meeting. In the case that none of the Officers is able and willing to call a Special Meeting, the Massachusetts Supreme Judicial or Superior Court, upon application of said Member(s) entitled to vote thereat, shall have jurisdiction in equity to authorize one or more of such Members to call a Special Meeting by giving such notice as is required by law. Fifteen (15) ~~Voting~~ Members (defined below) shall constitute a quorum for Special Meetings.

**4. Rights and Powers of the Membership**

~~General~~ Members in good standing shall have the following powers:

**a. Voting Privileges**

~~Regular~~ Members, ~~Retired Members, and Member Emeritus (collectively “Voting Members”)~~ shall have the right to vote in the annual election of Officers and Directors.

~~Voting~~ Members shall also have the right to vote on each of the following matters, which shall be decided by a majority vote of all ~~Voting~~ Members present, unless otherwise required by law:

- i. on proposed amendments to, or restatement of, the Articles of Organization (which shall be decided by a two-thirds vote of all ~~Voting~~ Members, or as otherwise required by law);

- ii. on proposed amendments to, or restatement of, this Article III (which shall be decided by a majority vote of the [Voting](#) Members);
- iii. on merger of the Corporation (which shall be decided by a two-thirds vote of all [Voting](#) Members, or as otherwise required by law);
- iv. on dissolution of the Corporation (which shall be decided by a majority vote of all [Voting](#) Members, or as otherwise required by law);
- v. on public policy positions to be adopted by the Corporation;
- vi. on any other matters that are required to be decided by [Voting](#) Members as required by state or federal law (which shall be decided by a majority vote of the [Voting](#) Members, or as otherwise required by law);
- vii. on any other matter that is referred to the [Voting](#) Members for a vote (which shall be decided by a majority vote of the [Voting](#) Members, or as otherwise required by law).

**b. Other Member Approval**

Other matters may be referred by the Board of Directors to the [Voting](#) Members for approval, consistent with the provisions of these by-laws.

**c. Other Rights and Powers of Members**

- i. Any [Voting](#) Member may nominate an individual to the Board of Directors, consistent with the provisions of these by-laws.
- ii. [Voting](#) Members have the right to add an agenda item to the Annual Meeting, Regular Meetings, or Special Meetings of the Membership from the floor of the Meeting.
- iii. Each Annual Meeting shall include an open forum as a space for [Voting](#) Members, ~~Associate Members, Student Members, and Honorary Members and Supporters~~ to make inquiries, express concerns, and provide guidance for the work of the Board.
- iv. Any Member may, in the Board's sole discretion, serve on standing committees and ad hoc committees of the Board.

**5. Notice**

All Members shall be entitled to notice of all Meetings of the Membership. Not less than fourteen (14) days' written notice, by mail, email, or other electronic means, addressed to the Member as ~~his or her~~[their](#) contact information appears in the records of the

Corporation, shall be given of all Meetings stating the date, purpose, time, and place of such Meeting.

#### **6. Waiver of Notice**

Whenever any written notice of a Meeting is required to be given by these by-laws, a Member can waive (voluntarily give up) ~~his or her~~their right to receive such notice, either before or after the Meeting in question, and the waiver shall have the effect of written notice. Attendance at a Meeting by a Member who has not received written notice of the Meeting, but who attends said Meeting without protest as to non-receipt of a written notice, shall have the effect of a waiver of notice.

#### **7. Quorum and Voting**

Each Member shall have one vote at a Meeting at which a quorum is present. When a quorum is present, voting shall be by majority vote, unless otherwise provided herein. An abstention shall not be counted as a vote.

#### **8. Proxies**

Voting by ~~Voting~~ Members may be done either in person or by proxy dated not more than six (6) months before the Meeting named in the proxy. All proxies shall be filed before being voted with the Clerk/Secretary or other person responsible for recording the proceedings of the Meeting.

#### **9. Action Without a Meeting**

Any action (any proposed vote) that is required or permitted to be taken may be taken without a Meeting, if all ~~Voting~~ Members consent in writing, and if the written consents are filed with the records of the Corporation. Consent may be given by facsimile transmission, electronic mail, or other means of written communication. Such consents shall be treated for all purposes as a vote at a Meeting.

#### **10. Resignation**

Any Member may resign at any time by giving written notice of such resignation to the President, ~~or Secretary/Clerk, or Board of Directors~~. Such resignation shall be effective at the time specified therein or, if no time is specified, upon receipt by the Board.

#### **11. Suspension and Removal**

A Member may be suspended or removed by an affirmative vote of two-thirds of the Directors then in office at a Meeting called for such purpose, provided: that such Member shall be given at least seven (7) days' notice of the proposed suspension or removal and

the reasons therefor, addressed to the Member's contact information as it appears in the records of the Corporation; that notice of the proposed suspension or removal is given in the notice for the Meeting; and that the Member is given an opportunity to be heard at the Meeting.

**12. Membership Disputes**

Any dispute over Membership, including, but not limited to, admission, selection, removal, powers, voting rights, dues, and/or procedures, shall be referred to the Membership Committee for review and recommendation to the Board of Directors. All disputes regarding membership shall be decided by the Board of Directors in ~~their~~its sole discretion.

## Article IV – Board of Directors

### 1. Powers

The affairs of the Corporation shall be managed by a Board of Directors (collectively the “Board”, individually “Director”), who shall exercise all ~~of~~ the powers of the Corporation. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

### 2. Number

The Board of Directors shall consist of at least ~~nineteen~~ twenty-one (~~19~~21) members, consisting of ~~four~~ five (~~4~~5) Officers of the Corporation as enumerated in Article V, Section 1; seven (7) Regional Representatives who are ~~Regular~~ Members elected from Emergency Preparedness Regions as established by the Department of Public Health; one (1) representative who is a ~~Regular~~ Member from each of the following Regions: 1, 2, 3, ~~4c~~4C, and 5, and two (2) representatives who are ~~Regular~~ Members from Regions ~~4a and 4b~~AB. In addition, there shall be ~~eight~~ nine (~~8~~9) members-at-large who are ~~Regular~~ Members elected at the Annual Meeting by the ~~Voting~~ Members. All past Presidents of the Corporation shall serve as ex-officio ~~Voting~~ Members of the Board of Directors.

### 3. Qualification of Directors

Only ~~Regular~~ Members who are employees of a local, ~~or~~ regional, ~~or~~ quasi-governmental Massachusetts-based public health agency, except for ex-officio members, shall serve on the Board of Directors. These employees shall not include contractors or consultants. Directors shall be chosen with a view toward maintaining a balanced Board of Directors having in aggregate the kinds of knowledge, skills, abilities, and lived experiences which can contribute to the purposes and mission of the Corporation. These qualifications may include expertise in public health, environmental health, public health nursing, ~~or~~ epidemiology, social work, substance misuse prevention, public health preparedness, or other related fields. The Board shall, where possible, be geographically diverse and include representatives for local, regional, or quasi-governmental public health agencies based in tiny villages, small towns, bustling suburbs, and large cities. ~~and a cross-section of the community served.~~ Each

Director must be in a position to attend Board of Director Meetings regularly; serve on committees; devote a substantial amount of time to the affairs of the Corporation; and become, and remain acquainted with, current developments. [The combination of participation on Committees and at Board of Directors meetings that represents an appropriate level of commitment shall be proposed by the President, and shall be confirmed annually by a vote of the Board of Directors.](#)

#### 4. **Election and Term of Office of Directors**

Each Director shall be elected for a term of two (2) years (or other such term as the Board shall determine at the time of their election) and shall hold office until a successor has been elected. No Director may serve for more than ten (10) consecutive years. A Director who serves five (5) successive two-year terms, after a one (1) year leave of absence may again serve as a Director. If a Director serves [as](#) an Officer of the Corporation, however, the duration of such service shall not be included in this term limit. Terms of Directors are to be staggered so that approximately one-half of the Directors are elected each year at the Annual Meeting of the Corporation.

All ~~Regular~~ Members of each region shall caucus prior to the election at the Corporation's Annual Meeting and shall present to the Voting Membership one name of a ~~Regular~~ Member from their region to serve as their regional representative ("Regional Representative") on the Board of Directors. If no ~~Regular~~ Member is nominated by a specific region, or a region's nominee is not elected, then that position shall be filled by any ~~Regular~~ Member duly elected by the Voting Membership.

Regional classification and membership shall be defined by the location of employment. [All disputes related to regional classification and membership shall be decided by a vote of the Board of Directors in its sole discretion.](#)

#### 5. **Vacancies**

Any vacancy in the Board of Directors, however occurring, may be filled by vote of a majority of the Directors then in office [with the exception of a vacancy in the role of Immediate Past President. If the Immediate Past President resigns from their role, that position shall be held vacant until the next person qualifies to be the Immediate Past President-](#) Each such successor shall hold office for the unexpired term until ~~his or her~~[their](#) successor is elected, or until ~~she or he~~[such person](#) sooner dies, resigns, is removed, or becomes disqualified. The Directors shall have all their powers notwithstanding the existence of one or more vacancies in their number.

## 6. Resignation

Any Director may resign by delivering his or her written resignation to the Corporation at its principal office, or to the President or Secretary/~~Clerk~~. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any Director, who fails to attend two (2) consecutive Meetings of the Board of Directors without adequate reason and approval of the President shall be deemed to have delivered ~~his or her~~~~their~~ resignation as a Director as of the close of business of the Meeting of the Board at which such the second consecutive failure to attend had occurred.

## 7. Removal

A Director may be removed from office ~~with or~~ without cause by vote of two-thirds of the Directors then in office. A Director may be removed ~~from office~~ for cause ~~by a two-thirds vote of the Board of Directors~~ only after reasonable notice and an opportunity to be heard before the Board of Directors.

## 8. Annual Organizational Meeting of the Board of Directors

The Annual Meeting of the Board of Directors shall be held in ~~the fall of~~ each year, at such time and place as the Board shall determine, ~~directly and shall be held~~ following the Annual Meeting of the Corporation. In addition to those prescribed by law, the Articles of Organization, or these by-laws, further purposes for which an Annual Meeting is to be held may be specified by the Board of Directors or by the President. If an Annual Meeting is not held in accordance with the foregoing provisions, a Special Meeting may be held in place thereof with all the force and effect of an Annual Meeting.

## 9. Other Meetings

Regular Meetings of the Board of Directors shall be held without call or notice at such places and at such times as the Board of Directors may determine, provided that any Director who is absent when such determination is made shall be given notice of the determination. Special Meetings of the Directors may be held upon the oral or written call by the President, or two or more Directors, designating the date, hour, and location thereof.

## 10. Notice of Special Meetings

Notice of the date, hour, and location of all Special Meetings of the Board of Directors shall be given to each Director by the Secretary/Clerk, or, in case of the death, absence, incapacity, or refusal of such person, by the President or one of the Directors calling the Meeting. Notice shall be given to each Director either in person, by telephone, telecopier or e-mail sent to the Director's most recent

contact address as specified in the corporate records at least twenty-four (24) hours in advance of the Meeting, or by written notice mailed postage-prepaid to such address at least seventy-two (72) hours in advance of the Meeting. Notice need not be given to a Director if a written waiver of notice is executed by such Director before or after a Meeting and is filed with the records of the Meeting, or to any Director who attends the Meeting without protesting prior thereto or at its commencement of the lack of notice to such Director. A notice or waiver of notice of a Meeting of the Board of Directors need not specify the purposes of the Meeting.

**11. Quorum**

At any Meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn any Meeting, and the Meeting may be held as adjourned without further notice.

**12. Remote Participation**

Unless otherwise provided by law or the Articles of Organization, Directors may participate in a Meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the Meeting can communicate with each other at the same time. Participation in a Meeting pursuant to the foregoing sentence shall constitute presence in person at such Meeting.

**13. Electronic Transmission**

Any vote, consent, waiver, or other action by a Director shall be considered given in writing, dated, and signed if it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine:

- i. that the electronic transmission was transmitted by such Director; and
- ii. the date on which such Director transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the purpose or, if no address has been specified, to the principal address of the Corporation, addressed to the Secretary/Clerk or other Officer/agent having custody of the records of proceedings of Directors. Any copy, facsimile, or other reliable reproduction of a vote, consent, waiver, or other action by a Director may be substituted or used, but the copy, facsimile, or other reproduction shall be a complete reproduction of the entire original writing.

**14. Action at Meeting**

At any Meeting of the Board of Directors at which a quorum is present, a majority of those present and voting shall decide any question, including election of Officers, unless otherwise provided by law, the Articles of Organization, or these by-laws.

**15. Action Without Meeting**

Any action by the Board of Directors may be taken without a Meeting if a written consent thereto is signed by all the Directors, then in office and filed with the records of the Meetings of the Board of Directors. Such consents shall be treated as a vote of the Board of Directors for all purposes.

**16. Committees**

The President ~~may shall~~ appoint one or more committees as they see fit. ~~Standing Committees shall include the Conference Committee, Education Committee, and shall, by vote of a majority of the Directors then in office, elect or appoint as Standing Committees of the Board an Audit and Finance Committee, Executive Committee, Executive Compensation and Evaluation Committee (if necessary), and a Governance/By-Law Committee. Unless otherwise specified below, the at least one of the Co-Chairs of each committee shall be a Director. Each Committee shall have only such power and authority as the Board, in its discretion, shall choose to delegate, provided, however, that the Board shall not delegate its powers to any Committee not solely comprised of Directors.~~ Each Committee shall conduct its business as nearly as may be in the same manner as is provided by these by-laws for the Board of Directors.

**17. Duties**

A Director shall perform the duties of a Director, including duties as a member of any Board Committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing their duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared under the supervision of, or presented by:

- i. one or more Officers or employees of the Corporation whom the Director believes to be reliable and competent as to the matters presented;

- ii. counsel, independent accountants, or other person as to matters which the Director believes to be within such person's professional or expert competence; or
- iii. a Committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such committee merits confidence;

so long as in each such case, the Director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in the Articles of Organization, a person who performs the duties of a Director in accordance with this section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

#### **18. Inspection**

Every Director shall have the right upon reasonable notice and at any reasonable time to inspect all books, records, and documents, and to inspect the physical properties of the Corporation.

#### **19. No Compensation**

The Directors of the Corporation shall serve as such on a volunteer basis, without compensation. Directors may be reimbursed for reasonable expenses incurred in connection with their service on or to the Board. Nothing herein precludes payment of reasonable compensation to Directors for services rendered the Corporation in another capacity.

## Article V – Officers

### 1. Enumeration

The Officers of the Corporation shall be: President, ~~Vice-President~~Vice President, Treasurer, ~~and a Secretary/Clerk, and Immediate Past President, the last of which is an un-elected position that is filled by default when the President's second year-long term ends.~~ The Officers of the Corporation may also include other such Officers as the Board of Directors may determine shall best serve the interests of the organization.

### 2. Election

The President, ~~Vice-President~~Vice President, ~~Treasurer,~~ and Secretary/Clerk shall be elected annually by the Membership at the Annual Meeting of the Corporation. The Treasurer shall be elected every fourth year. Other Officers may be chosen, and their terms designated by the Board of Directors at such Meeting or at any other Meeting.

### 3. Qualification

Only ex officio members of the Corporation and members of the Board of Directors who have served on the Board ~~of Directors~~ for at least two (2) years and who are employed by a local or regional municipal public health agency. shall be qualified to fill the offices of President, ~~Vice-President~~Vice President, Secretary/Clerk, or Treasurer. Board members who are employed by a quasi-governmental public health agency or the public health division of a regional planning agency shall not be eligible to serve as Officers. The Secretary/Clerk shall be a resident of Massachusetts, unless the Corporation has a resident agent appointed for the purpose of service of process.

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### 4. Tenure

The President, ~~Vice-President~~Vice President, Secretary/Clerk and any other Officers shall hold office until the next Annual Meeting of the Corporation, and until their respective successors are chosen and appointed, unless a different term is specified in the vote choosing or appointing them. No Officer may serve for the same office more than two (2) consecutive terms, unless the Board of Directors otherwise determines from time to time, other than the Treasurer who shall serve a term of four (4) years and may be re-elected once for a total of two consecutive terms and eight (8) consecutive years.

**5. Resignation**

An Officer may resign by delivering ~~his or her~~*their* written resignation to the Corporation at its principal office, or to the President or Secretary/~~Clerk~~. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

**6. Removal**

The Board of Directors may remove any Officer with or without cause, provided that an Officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors.

**7. Vacancies**

Any vacancy, however arising, in any office, may be filled for the unexpired portion of the term thereof by the Board of Directors.

**8. President**

The President shall preside at all Meetings of the Board except as the Directors shall otherwise determine. The President shall have any such other powers and duties as may be determined by the Directors. Unless otherwise determined by the Directors, the President shall be the Chief Executive Officer of the Corporation, and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the Corporation. The President shall have any such other powers as may be designated by the Board of Directors. The President may serve as a Voting Member of any Committee of the Board to which he or she may be appointed or elected, and shall serve as an *ex-officio* (without vote) Member of all other Committees of the Corporation.

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**9. Treasurer**

The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation, and shall cause to be kept accurate books of account. The Treasurer shall chair the ~~Audit and~~ Finance Committee, and shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Board of Directors may otherwise provide. If the Corporation employs a Chief Financial Officer or other Senior Financial Manager, then the duties of the Treasurer shall be to work with such person in connection with the conduct and recording of the financial affairs of the Corporation.

**10. Secretary /~~Clerk~~**

The Secretary/~~Clerk~~ shall attend and shall cause to be kept a record of all of the

Meetings of the Board of Directors. In addition, the Secretary/~~Clerk~~ shall perform such other duties and have such other powers as may be designated by the Board of Directors, including Chair of the Education Committee. The Secretary/~~Clerk~~ shall keep or cause to be kept, the records of the Corporation.

**11. Vice President**

The Vice President, ~~if there is one~~, shall perform such duties and have such powers as may be designated by the Board of Directors including chairmanship of the Conference Committee. In the event that the President is absent, the Vice President shall preside over Meetings of the Board of Directors. The Vice President shall be the President-Elect of the Corporation.

**12. Other Officers**

Each other Officer that may be chosen by the Board of Directors shall perform such duties and have such powers as may be designated by the Board of Directors.

**13. Other Powers and Duties**

Each Officer shall, subject to these by-laws and in addition to the duties and powers specifically set forth in these by-laws, have such duties and powers as are customarily incident to ~~his or her~~their office.

## **Article VI – Executive Compensation and Executive Director**

If an Executive Director is hired, the Board of Directors shall adopt an Executive Compensation Policy and Procedure consistent with the requirements of state and federal law and best practices governing 501(c)(3) public charities operating in Massachusetts. The Board shall supervise the Executive Director who, subject to the direction of the Board, shall have authority over, and be responsible for, the day-to-day management of the Corporation, including the hiring and management of all other staff.

## Article VII – Conflict of Interest

The Board of Directors shall adopt a Conflict-of-Interest Policy and Procedure consistent with the requirements of state and federal law and best practices governing 501(c)(3) nonprofit corporations operating in Massachusetts. [All members of the Board of Directors shall annually re-certify their understanding of the Conflict-of-Interest Policy and Procedure.](#)

## Article VIII – No Personal Liability and Indemnification

### 1. No Personal Liability

The Directors and Officers of the Corporation shall not be personally liable for any debt, liability, or other obligation of the Corporation.

### 2. Indemnification

- a. The Corporation shall, to the extent legally permissible, indemnify any Director or Officer, or former Director or Officer, of the Corporation against all expenses and liabilities (including court costs, attorneys' fees, judgments, fines, excise taxes, penalties, and the amount of any judgment or reasonable settlement) reasonably incurred by such person in connection with any threatened, pending, or completed action, suit, or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving or having served in such capacity.
- b. This provision does not apply to a proceeding voluntarily initiated by such person unless ~~he or she is~~they are successful on the merits and the proceeding was authorized in advance by the Corporation.
- c. No indemnification shall be provided with respect to any matter in which such person is finally adjudicated not to have acted in good faith in the reasonable belief that ~~his or her~~their action was in the best interests of the Corporation; or, with respect to a claim of willful misconduct, default, or gross negligence in the conduct of the office of such Director or Officer, unless there be an adjudication of freedom therefrom.
- d. Indemnification and payment hereunder shall include payment of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if ~~he or she~~that person shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

- e. Any payment hereunder in connection with a matter disposed of by a compromise payment (pursuant to a consent decree or otherwise) shall have been approved by the Corporation in advance, which approval shall not be unreasonably withheld, or by a court of competent jurisdiction.
- f. The right of indemnification hereunder shall inure to the benefit of the heirs, executors, or administrators of each such Director or Officer indemnified hereunder and shall be in addition to, and not exclusive of, any other rights to which such persons might have. Nothing herein shall affect any other rights to indemnification which may be available by contract or otherwise by law.
- g. The Corporation may, to the extent legally permissible, indemnify any employee of the Corporation against all expenses and liabilities (including court costs, attorneys' fees, judgments, fines, excise taxes, penalties, and the amount of any judgment or reasonable settlement) reasonably incurred by such person in connection with any threatened, pending, or completed action, suit, or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving or having served in such capacity.
- h. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or other agent of the Corporation against any liability incurred by them in any such capacity, or arising out of their status as such, whether or not the Corporation might indemnify ~~him~~ [them](#) against such liability. No vote of the Directors to purchase or maintain any such insurance shall be invalid solely because any Director participating therein is or may be a person insured by any such insurance.

## Article IX – Miscellaneous Provisions

### 1. **Fiscal Year**

Except as otherwise determined by the Board of Directors, the fiscal year of the Corporation shall end on the last day of June in each year.

### 2. **Seal**

If the Board of Directors determines to adopt a seal for the Corporation, such seal shall, subject to alteration by the Board of Directors, bear its name, the word “Massachusetts” and year of its incorporation.

### 3. **Execution of Instruments**

All deeds, leases, transfers, contracts, bonds, notes, and other obligations authorized to be executed by an Officer of the Corporation on its behalf shall be signed by the President or the Treasurer, except as the Board of Directors may generally, or in particular cases, otherwise determine.

### 4. **Corporate Records**

The original or attested copies of the Articles of Organization, these by-laws, and records of all Meetings of the Directors, which shall contain the names and the record address of all Directors and Officers, and any other legally required records shall be kept in Massachusetts at the principal office of the Corporation, or at an office of its Secretary/Clerk, [Executive Director](#), or Resident Agent. Said copies and records need not all be kept in the same office.

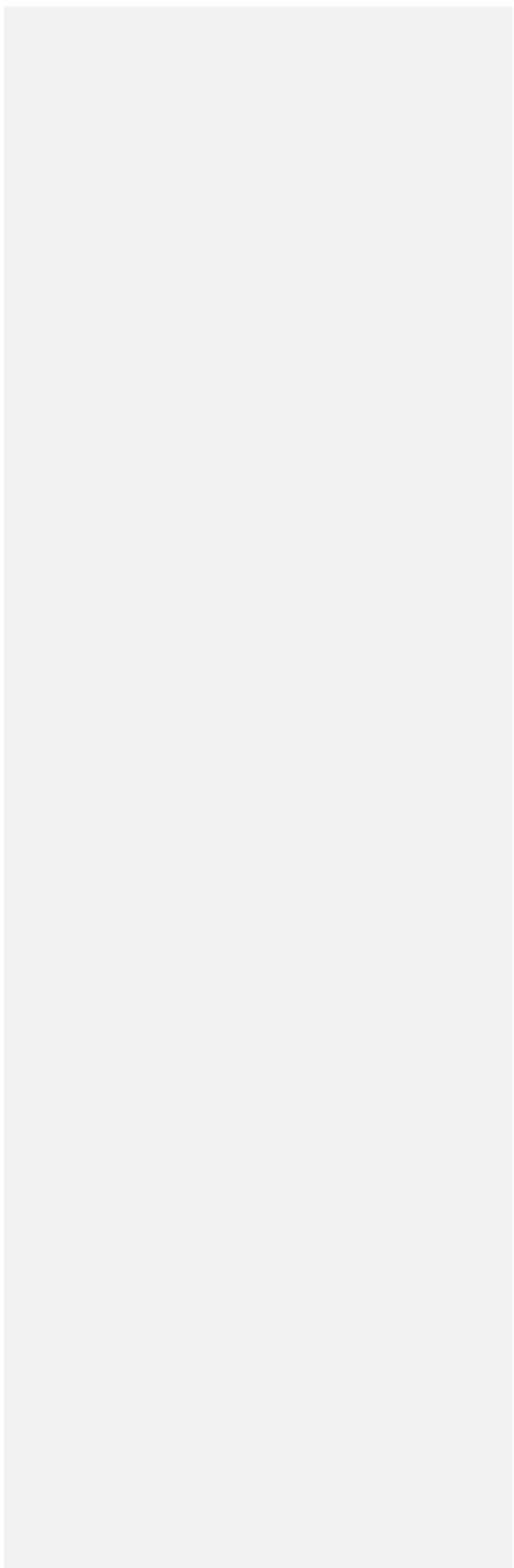
### 5. **Evidence of Authority**

A certificate by the Secretary/Clerk as to any action taken by the Directors or any Officer or Representative of the Corporation shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

### 6. **Ratification**

Any action taken on behalf of the Corporation by a Director, Officer, or Representative of the Corporation which requires authorization by the Board of Directors, shall be deemed to have been duly authorized if subsequently ratified by the Board of Directors, if action by it was necessary for authorization.

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## Article X – Amendments

These by-laws may be altered, amended, or repealed, in whole or in part, by vote of a majority of the Directors then in office, with the exception of Article III, which may be amended by the [Voting](#) Members at any Special Meeting or Annual Meeting of the Corporation at which amendment is proposed in the Meeting notice.

## Article XI – Effective Date

These by-laws were adopted on 3/17/2022 and shall remain in full force and effect unless and until further amended by the Board of Directors, as provided in Article X above.

[Amendments and revisions to these bylaws were proposed in March 2025 and were first discussed in detail at the Board of Directors' meeting on March 20, 2025.](#)