

**BY-LAWS**  
**OF**  
**VOICE OF THE FAITHFUL, INC.**  
**(Approved by Board of Trustees on June 12, 2006)**

**ARTICLE I**

BOARD OF TRUSTEES

1. **ROLES AND RESPONSIBILITIES.**

The Corporation shall be managed by a governing board, which is herein referred to as the “Board of Trustees” or the “Board.” The corporate powers of the Corporation shall be vested in the Board of Trustees, subject to the By-Laws of the Corporation. The Board shall be the principal governing body of the Corporation, and in general charge of its affairs, responsible for setting the general policy of the Corporation, in consultation with the officers and the National Representative Council, and ensuring that reasonable actions are taken to accomplish the objectives of the Corporation. The Board’s powers and authorizations include, but are not limited to the following:

- A. Responsibility for the assets and affairs of the Corporation;
- B. Overseeing the legal obligations of the Corporation, including but not limited to the following:
  - i. Filing appropriate reports to the federal government;
  - ii. Filing appropriate reports to the Attorney General of the Commonwealth of Massachusetts and other state agencies;
  - iii. Protecting the name and trademarks of the Corporation;
  - iv. Preserving the tax-exempt status of the Corporation; and
  - v. Providing stewardship of the financial resources of the Corporation, including review and approval of the annual budget and conducting an annual audit.
- C. Reviewing and approving the long-term strategy of the Corporation, including determining the role that the President and the other Officers as well as the National Representative Council and Working Group Advisory Board shall have in the strategic planning process of the Corporation;
- D. Reviewing and approving changes to the By-Laws of the Corporation, which includes:
  - i. Reviewing any recommended changes to the By-Laws submitted by the Officers or the National Representative Council;
  - ii. Acting on any submitted recommendations, by either approving or denying such recommendation; and
  - iii. Notifying and consulting with the Officers and National Representative Council prior to any amendment or repeal of any By-Law provision.
- E. Assuring that policies formulated by the National Representative Council and the President or other Officers are consistent with overall corporate polices and objectives;
- F. Designating the time and place of meetings of the Board or meetings of the Board in lieu of the Annual Meeting;

- G. Oversight of specified election procedures, including:
  - i. Invalidation of the election of a Trustee to the Board, an Officer, or a National Representative Council member, if such election was not properly conducted; and
  - ii. The appointment of members to the Nominating and Election Committees.
- H. Determining whether a national issue will be submitted to a vote of the membership. The Board shall consult with the Officers and the National Representative Council in making its determination as to whether to submit a national issue to such a vote. The Officers and National Representative Council may submit issues to the Board for a vote by the membership.
- I. Reviewing and approving rules governing the formation, organization, operation and suspension of affiliated bodies of the Corporation;
- J. Resolving any “irreconcilable differences” among and between itself, the Officers and/or the National Representative Council, pursuant to the procedure set forth in Article V of these By-Laws;
- K. Defining organizational member classes and the policies and procedures for the registration of members, including setting dues for members; and
- L. The appointment of the Executive Director of the Corporation.

## 2. CORPORATE AUTHORITY.

Only the Board of Trustees, and any other entity, (e.g., individual trustee, representative, officer, member or affiliated body, or group) directly authorized by the Board, shall have the authority to pledge the credit of the Corporation, to enter into contractual arrangements in the name of the Corporation, or to make and/or disseminate public policy statements in the name of the Corporation, or which may give the appearance of being on behalf of the Corporation

## 3. NUMBER AND QUALIFICATIONS.

The Board of Trustees shall consist of no more than eleven (11) trustees. Each trustee shall be at least eighteen (18) years of age. A trustee need not be a citizen of the United States or a resident of the Commonwealth of Massachusetts. The number of trustees may be increased or decreased by action of the Board, provided that any action of the trustees to affect such increase or decrease shall require the vote of a majority of the entire Board. No decrease in the number of trustees shall shorten the term of any incumbent trustee.

Of the eleven trustees, six (6) will be elected by the National Representative Council, three (3) will be elected by the Board, and two (2) will be the current President and the most recent former President. Of the six trustees elected by the National Representative Council, two (2) of these trustees shall be currently serving as Representatives on the National Representative Council. If a Representative ceases to serve on the National Representative Council, that Representative shall continue to serve on the Board until a successor is duly elected by the National Representative Council.

The National Representative Council and the Board shall attempt to achieve geographic balance among the trustees. The three positions to be elected by the Board are so designated to insure that the Board can attract members with skill sets determined by the Board to be necessary.

#### 4. TERM.

Each trustee shall serve a term of three (3) years. Each trustee may serve a maximum of two (2) consecutive three-year terms. Any trustee elected to the Board for a one- or two-year term shall not have such term count against the maximum number of terms allowed. The term limit provision shall not apply to any trustee whose election as President would cause him/her to violate the term limit provision.

In order that continuity of the Board is maintained, the terms of trustees shall be staggered. For the initial election of trustees, the Nominating Committee shall recommend, and the trustees shall elect, three (3) trustees to serve one-year terms on the Board and four (4) trustees to serve two-year terms on the Board and the remainder to serve for a term of three (3) years.

Notwithstanding the foregoing, the two Trustees on the Board who are concurrent members of the National Representative Council, as set forth in section 5 below, shall serve two (2) year terms on the Board.

#### 5. NOMINATION AND ELECTION.

The Board shall appoint a Nominating Committee of seven (7) individuals to nominate candidates to fill anticipated vacancies on the Board and the Chairman of the Board. The Nominating Committee shall include trustees and non-trustees, though a majority of the Committee shall consist of trustees. All Nominating Committee members shall, in the opinion of the trustees, have sufficient experience to assess an individual's qualifications for membership on the Board of Trustees. The Nominating Committee shall be responsible for developing a process for selecting qualified candidates for membership on the Board of Trustees, with guidance provided by the Board. The annual election of trustees will take place at the Annual Meeting of the Board, to be held on the first Monday in June.

For four (4) of the Board seats to be elected to the Board by the National Representative Council, the Nominating Committee shall submit a minimum of four (4) nominees to the National Representative Council. None of these nominees may be then-serving on the National Representative Council or then-serving as Officers. The number of nominees submitted to the Council may exceed but not be less than the number of trustee seats to be filled. The Nominating Committee shall provide the name, qualifications and a brief biography of each nominee to the National Representative Council. Nominees who receive a majority of votes of a quorum of the National Representative Council shall be elected to the Board.

If the National Representative Council fails to approve or disapprove members to the Board of Trustees, pursuant to Article I, section 5, within forty-five (45) days of the presentment of the slate of nominees for election to the Board, the Board may elect such nominees to the Board.

For the two Board seats to be filled by then-serving Representatives, the National Representative Council shall propose two or more of its Representatives to the Nominating Committee. If the Nominating Committee is satisfied with the qualifications of the Representative, the Committee shall notify the Council, who may then proceed to the election of Representatives to the Board. If the Nominating Committee rejects the nominated Representative as unqualified, the Council shall continue to propose Representatives until two Representatives are approved for election to the Board.

6. REMOVAL.

Any or all of the trustees may be removed for cause by the Board of Trustees provided there is a quorum of not less than a majority present at the meeting of trustees at which such action is taken. The trustee being considered for removal shall not vote on his/her own removal.

7. MEETINGS.

- A. Time. All meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the trustees may conveniently assemble. The Annual Meeting of the Board shall be held on the first Monday in June.
- B. Place. Meetings shall be held at the corporate offices of the Corporation or such place within or without the Commonwealth of Massachusetts as shall be fixed by the Board.
- C. Call. No call shall be required for the Annual Meeting or for regular meetings agreed to by the Board. The Annual Meeting and special meetings may be called by the Chairman of the Board, if any, by the President, or by the Vice President with at least seven days notice. One of the regularly scheduled meetings of the Board may be designated as the Annual Meeting.
- D. Notice. The notice of any special meeting shall specify the purpose of the meeting. Any requirement of furnishing a notice shall be waived by any trustee who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.
- E. Quorum. A majority of the trustees of the Board in person shall constitute a quorum, but a smaller number may adjourn from time to time without further notice until a quorum is present.
- F. Voting. At all meetings of the Board of Trustees, every trustee shall be entitled to one vote. When a quorum is present at any meeting, the vote of a majority of the members shall, except where a larger vote may be required by law, the article of organization or these By-Laws, decide any question brought before the meeting.
- G. Chairman of the Meeting. The Chairman of the Board, if present and acting, shall preside at all meetings. Otherwise, the President, if present and acting, or any other trustee chosen by the Board, shall preside.
- H. Communications Equipment. Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

8. WRITTEN CONSENT.

Notwithstanding any other provision contained herein, any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all of the members of the Board of Trustees, as the case may be, consent in writing (including email and other electronic means) to the

adoption of a resolution authorizing such action. Such action shall be evidenced by one or more written consents that describe the action taken, are signed by each trustee, bear the date of the signature of such trustees, and are delivered to the Corporation for inclusion with the records of Board meetings. Such consent shall be treated for all purposes as a vote at a meeting.

9. COMMITTEES.

The Board of Trustees, by resolution adopted by a majority of the entire board of Trustees, may designate standing committees, and may delegate such powers and duties thereto as the Board may deem advisable to the extent permitted by law. Additionally, the Board of Trustees may provide for special committees of the Board, which shall have such powers as the Board may lawfully delegate. The Board may provide for non-Board members on certain Board committees as long as the majority of members are Board members. The Board may also provide for committees to advise it that are comprised of non-Board members. Members of such special committees may be appointed by the Board, or, by the Chairman of the Board, if any, or by the President if so authorized by the Board.

10. VOTE OF INTERESTED TRUSTEES.

A trustee who is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other trustees acting upon or in reference to such contract or transaction. No trustee so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested trustees shall be required before the corporation may enter into such contract or transaction.

In case the Corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its trustees is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such trustee or trustees have or may have interests therein which are or might be adverse to the interests of the corporation. No trustee or trustees having disclosed such adverse interest shall be liable to the corporation or to any creditor of the corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such trustee or trustees be accountable for any gains or profits to be realized thereon.

## ARTICLE II

### OFFICERS

1. OFFICERS.

The Officers of the Corporation shall consist of, a President, a Vice President, a Secretary, and a Treasurer. The President shall be a Trustee on the Board.

2. ELECTION AND TERM.

Officers will be elected by the membership in February of even numbered years, for terms of two (2) years. The specific date or dates for this February election shall be designated for each election by the Board.

The Board may invalidate the election of any Officer because such election was not properly conducted, consistent with its authority under Article I, section G.

3. REMOVAL.

The Board of Trustees may remove an officer of the Corporation by a two-third majority vote of all trustees.

4. FUNCTIONS, POWERS AND DUTIES OF OFFICERS.

The President and other officers will determine a mutually agreeable process for carrying out their responsibilities as Officers of VOTF, Inc., including but not limited to their own consultation and decision-making, delegation of authorities, oversight of the organization, and communications with the Board of Trustees, the National Representative Council, the Executive Director, professional staff and working groups, and the membership at large. They will also establish any other protocols they want to observe in order to maintain a strong and cohesive set of working relationships among themselves.

The Officers may recommend changes to the Corporation's By-Laws, by submitting such recommendations in writing to the Board.

The Officers may request that an issue be submitted to a vote of the members, by making such request in writing to the Board. In making its determination of whether to submit an issue to the membership, the Board shall consult with the Officers.

- A. President. The President shall have general supervision of the affairs of the Corporation, and primary responsibility for the implementation of all of the Corporation's policies and objectives, including those policies validly determined by the National Representative Council and the Board of Trustees. The President, in consultation with his/her fellow Officers, has policy-making responsibility of the Corporation, subject to the provisions of Article I, Paragraph 1-E. In fulfilling this responsibility, the President is directed to consult with the National Representative Council on any significant matters of policy. He/She shall keep the Board of Trustees fully informed, and shall freely consult with them concerning the activities of the Corporation.

He/She shall perform such other duties as shall from time to time be assigned to him/her by the Board of Trustees and shall perform such other duties as are necessarily incident to the office of the President.

The Executive Director, through whom all paid staff members will report unless otherwise approved by the Board, shall report to the President.

The duties and responsibilities of the President shall include, but not be limited to the following:

- i. In the circumstances where a timely decision is necessary including decisions or actions on policy matters, the President is authorized to make such decision or take such action after consultation with other Officers but without consultation with the National Representative Council, provided such action is consistent with the policies and objectives of the Corporation;

- ii. The power to sign alone, unless the Board of Trustees shall specifically require an additional signature, in the name of the Corporation all contracts or other documents authorized either generally or specifically by the Board of Trustees;
  - iii. Being a member ex-officio of all committees of the Board of Trustees with the right to vote on all such committees;
  - iv. Maintain and direct an adequate staff to do the work of the Corporation within the limits imposed by the budget;
  - v. Facilitate the work of the Board and the other entities of the Corporation; and
  - vi. Under suitable bond, disburse the funds of the Corporation in accordance with policies determined by the Board.
- C. Vice President. The Vice President shall have such powers and duties as may be assigned to him/her by the President. In the absence of the President, the Vice President shall in general perform the duties of the President.
- D. Secretary. The Secretary shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the President, and shall perform such other duties as shall from time to time be assigned to him/her by the President.

If the Secretary is not a resident of the Commonwealth of Massachusetts, the Board of Trustees will appoint a resident agent to fulfill this requirement.

The Secretary shall be the keeper of the Corporation's seal if there be one. The Secretary's responsibilities shall include the following:

- i. Serve as Parliamentarian for all meetings of the Board and shall keep the minutes of all such in the books proper for that purpose;
  - ii. Keep a record of all business meetings of the Board;
  - iii. As provided in these By-Laws and any amendments thereof, give and serve all notices of the Corporation, including all meetings of the Board;
  - iv. Keep a correct list of the name and current address of the trustees, officers, and representatives of the Corporation;
  - v. Working with the Executive Director to insure that a list of members is maintained, as directed by the Board of Trustees; and
  - vi. Notifying any entity when the Dispute Resolution Procedure has been triggered, as set forth in Article V of these By-Laws.
- F. Treasurer. The Treasurer shall perform all duties incident to the position of the Treasurer subject to the control of the Board of Trustees and shall, when required, give such security for the faithful performance of his/her duties as the Board of Trustees may determine. The Treasurer's responsibilities shall include the following:

- i. Keep or cause to be kept the accounts, to have charge of all the funds of the Corporation, to collect all payments due the Corporation, and to make all payments for the Corporation;
- ii. Keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Trustees may designate;
- iii. Render a statement of the accounts of the Corporation, whenever requested to do so by vote of the Board of trustees or president; and
- iv. At all reasonable times, exhibit the books and accounts to any officer or trustee of the Corporation.

### **ARTICLE III**

#### NATIONAL REPRESENTATIVE COUNCIL

##### 1. ROLES AND RESPONSIBILITIES.

The National Representative Council shall have substantial responsibility in the formation of substantive policy of the Corporation, subject to the provisions of Article I, Section 1-E. The National Representative Council has an essential role in assisting the Corporation achieve its overall mission. The National Representative Council's essential role derives from its being a body that represents the members of the Corporation.

##### 2. NUMBER.

The National Representative Council shall be composed of at least twenty-six (26) Representative seats.

##### 3. TERM.

All Representatives of the National Representative Council shall serve on the Council for terms of two (2) years. Each representative may serve a maximum number of three (3) consecutive terms on the Council.

##### 4. NOMINATION AND ELECTION.

Representatives on the National Representative Council are to be elected by members of the Regions which they are to represent.

##### 5. REMOVAL.

The Board of Trustees is empowered to remove a Representative on the National Representative Council for cause, provided that the National Representative Council has recommended such action.

##### 6. OPERATION.



The National Representative Council is authorized to formulate rules and procedures to govern its own conduct and operation, subject to and consistent with the provisions of these By-Laws.

7. **AUTHORITY AND RESPONSIBILITY.**

The Representatives shall come to Council meetings authorized by their constituencies to make decisions on their behalf. The Representatives, in turn, are accountable to their constituencies through the elective process. The National Representative Council shall have a role in the strategic planning process of the Corporation. Representatives shall be actively involved in disseminating all national policies.

As set forth in Article I, Section 5, the National Representative Council shall elect four (4) of the eleven (11) Trustees on the Board, from nominees submitted by the Nominating Committee, and shall select two (2) current Representatives to serve as Trustees on the Board, whose terms on the Board shall run concurrently with their term as a Representative.

The National Representative Council may recommend changes to the Corporation's By-Laws, by submitting such recommendations in writing to the Board, and may request that an issue be submitted to a vote of the members, by making such request in writing to the Board. In making its determination of whether to submit an issue to the membership, the Board shall consult with the National Representative Council.

**ARTICLE IV**

**MEMBERS**

1. **MEMBERS.**

The Corporation shall include members. Any person submitting a completed registration form to the national office and any member of an affiliate whose name has been submitted to the national office by the affiliate shall be a member of the Corporation.

2. **ROLES AND RESPONSIBILITIES.**

The members of the Corporation shall be responsible for electing Representatives to serve on the National Representative Council. Members shall vote for the Representative(s) from that member's designated geographic region.

Members are also responsible for electing individuals to the national offices of President, Vice President, Treasurer, and Secretary.

Members are also responsible for casting a single vote on any national issue properly submitted to the members, pursuant to Article I, Section I-H. The Board of Trustees shall make the determination as to whether such issue will be submitted to members for a vote, in consultation with the Officers and the National Representative Council.

3. **VOTING.**

Each member's authority is limited to casting one vote in each election in which the member is eligible to vote. The procedure for electing officers and representatives to the National Representative Council shall be voting in person, by mail, or over the internet as determined from time to time by the Board of Trustees. Completed ballots and/or electronic results indicating a member's vote in an election

shall be returned to the Secretary of the Corporation. Confidential and secure internet voting shall be enabled.

4. MEETINGS.

- A. There shall be no annual or regular meeting of the members of the Corporation.
- B. Special meetings of the members may be called by the President or the Board of Trustees, and shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of members representing at least ten (10) percent of the total number of members (as determined by the most recent list of members maintained by the Secretary). In case none of the Officers is able and willing to call a special meeting, the Massachusetts Supreme Judicial Court or a Massachusetts Superior Court, upon application of said number of members, 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 Massachusetts law.
- C. If authorized by the Board of Trustees, any special meeting of the members need not be held at any place, but may instead be held solely by means of remote communications. The Corporation shall implement reasonable measures to provide members a reasonable opportunity to participate in the meeting.
- D. If a special meeting of members is called, the Corporation shall give notice of such special meeting. Such notice need not be in writing, but may be given in a manner utilizing electronic media (such as electronic mail or the internet) reasonably likely to make members aware of the special meeting.

**ARTICLE V**

DISPUTE RESOLUTION PROCEDURE

1. DISPUTES AND DISAGREEMENTS.

When the National Representative Council or President of the Corporation takes any action or makes any statement considered by the other entity to be inconsistent with the policies and objectives of the Corporation, or when the Board considers any action or statement of the National Representative Council or an Officer to be inconsistent with the policies and objectives of the Corporation, such objecting entity shall inform the Secretary of the Corporation in writing that a disagreement exists, thereby initiating the dispute resolution procedures of this Article. The notice shall include a description of the disagreement and identify the entity making such declaration.

2. NOTICE REQUIRED.

Upon receiving notice that a disagreement exists between and among the Board and the National Representative Council and/or the President, or between the National Representative Council and the President, the Secretary shall notify the other two entities that such notice has been received and inform the entities of the affirmative obligation to consult with any opposing entity in an attempt to resolve the disagreement.

3. CONSULTATION.

The entities involved are obligated to attempt to resolve the issue in consultation with each other, and with the Board. All parties to the consultation have an affirmative duty to engage in a good faith, constructive effort to resolve the issue(s) before them.

4. IRRECONCILABLE DIFFERENCE.

If, after reasonable and good faith efforts at compromise have been made, and the disagreement has not yet been resolved to the satisfaction of the parties involved, any one of the parties to the disagreement may declare that an “irreconcilable difference” exists and shall forthwith notify the Board of Trustees and the Secretary of the Corporation in writing of the basis for the disagreement.

5. FINAL RESOLUTION.

Upon notification that an “irreconcilable difference” exists, the Board of Trustees shall schedule a meeting with the parties and permit a representative of each party to address the Board. The Board shall determine what course of action, if any, is in the best interest of the Corporation. The final determination and resolution shall be made by majority vote of the Board, which shall be binding on the Corporation the President, and the National Representative Council.

## ARTICLE VI

### WORKING GROUPS

1. ROLES AND RESPONSIBILITIES.

The volunteers who comprise the Working Groups play an important role in advancing the mission and goals of the Corporation. In particular, the Working Groups build awareness of issues, create knowledge in specified areas of interest to the Corporation, provide outreach to constituencies, and inspire action on behalf of the Corporation.

2. CHARTER.

Each Working Group shall create a Charter, specifying its mission. Each Charter shall be reviewed and approved by the national Officers and the National Representative Council of the Corporation.

3. ANNUAL REPORT.

Each Working Group shall prepare and present an annual report of its activities and expenses for the prior fiscal year to the National Representative Council and the national officers of the Corporation. At the time of presenting its annual report, each Working Group shall also submit a plan and budget for the upcoming fiscal year.

4. WORKING GROUP ADVISORY BOARD.

The Working Group Advisory Board shall consist of one (1) representative from each Working Group whose charter has been properly approved and which has filed its annual report. The role of the Working Group Advisory Board is to participate in the strategic planning process of the Corporation.

## **ARTICLE VII**

### **AFFILIATES**

#### **1. AFFILIATE DEFINITION.**

An affiliate is an independent legal entity that voluntarily associates with the Corporation and shares VOTF's mission and goals and those policies essential to achieving the mission and goals.

#### **2. AFFILIATE FORMATION.**

Affiliates of the Corporation may be established in any parish, diocese, city, town, county, state, country or other geographical designation. A local affiliate may be formed by petition of five (5) or more interested members of the Corporation. Such petition shall be submitted in writing to the Executive Director, and must include the names of all members and the proposed geographical area the affiliate will encompass as well as a statement that it shares the mission and goals of the national corporation and those policies of the national corporation essential to achieving the mission and goals. Upon receipt and approval, the Executive Director shall notify any approved affiliate of its formal creation. If a petition is rejected, the petitioners shall be notified and provided with reasons for the rejection.

#### **3. OPERATION.**

After successful petition and notification of its formation, a local affiliate shall endeavor to act in a manner consistent with the recommended procedures for the operation and activities of local affiliates of the Corporation, as set forth by the Board of Trustees; however, neither an affiliate nor the Corporation shall be bound by decisions of the other on political intervention or lobbying issues.

#### **4. DISCLAIMER.**

Any local affiliate shall act in a manner that reflects the overall mission of the Corporation, as established by the Board of Trustees, Officers, National Representative Council or any Committee of the Corporation. Local affiliates shall not take any action that may violate that Corporation's status as a tax-exempt charitable corporation. Any action or statement made by a local affiliate, not expressly approved by the Board of Trustees, the President, or the National Representative Council, shall be the sole responsibility of the local affiliate and/or its members.

#### **5. SUSPENSION AND REVOCATION.**

Any local affiliate may be suspended or have its approval revoked for cause by the Board of Trustees, after consultation with the Officers and the National Representative Council, in accordance with rules set forth by the Board. If an affiliate is suspended or its approval revoked, it will not be entitled to use or make reference to the VOTF name or trademarks. Either the Officers or the National Representative Council may recommend such revocation by application to the Board.

#### **6. INACTIVE OR DISBANDED CHAPTERS.**

Any local affiliate may elect to disband or terminate its existence. Such chapter or affiliate shall notify the Board of Trustees of such action.

## **ARTICLE VIII**

### **BOOKS AND RECORDS**

The Corporation shall keep at the office of the corporation within the Commonwealth of Massachusetts correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Trustees. Any of the foregoing books, minutes, or lists or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

## **ARTICLE IX**

### **CORPORATE SEAL**

The corporate seal shall be in such form as the Board of Trustees shall prescribe.

## **ARTICLE X**

### **FISCAL YEAR**

The fiscal year of the Corporation shall be fixed, and shall be subject to change, by the Board of Trustees.

## **ARTICLE XI**

### **INDEMNIFICATION**

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a trustee or officer of the corporation, and any other individual who is approved by a specific vote of the Board of Trustees against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon 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 (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or, to the extent such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the Corporation 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 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.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his/her action was in the best interests of the corporation if he/she acted in good faith in the reasonable belief that his/her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he/she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the Corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a trustee of the Corporation approves the payment of indemnification, such trustee shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of a quorum of the trustees consisting of persons who are not at that time parties to the proceeding, or (2) by a majority vote of a committee of one or more trustees who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection trustees who are parties may participate); or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the trustees or in the manner specified in clauses (1) or (2) of subparagraph (i); or

(iii) the payment is approved by a court of competent jurisdiction; or

(iv) the trustees have otherwise acted in accordance with the applicable legal standard of conduct.

Any indemnification or advance of expenses under this section shall be paid promptly, and in any event within thirty (30) days, after the receipt by the corporation of a written request therefor from the person to be indemnified, unless with respect to a claim for indemnification the Corporation shall have determined that the person is not entitled to indemnification. If the Corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the Corporation.

The right of indemnification under this section shall be a contract right inuring to the benefit of the trustees, directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this section shall adversely affect any right of such trustee, director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a trustee, director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the trustees, directors, officers and other persons associated with constituent corporations that have been merged into or consolidated with the Corporation who would have been entitled to indemnification

hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such trustee, director, officer or other persons may be entitled. Nothing contained in this section shall affect any rights to indemnification to which Corporation employees or agents, other than trustees, directors, officers and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise by law.

## **ARTICLE XII**

### **CONTROL OVER BY-LAWS**

The Trustees upon compliance with any statutory prerequisite may amend or repeal the By-Laws and may adopt new By-Laws. Before exercising its authority to amend or repeal the By-Laws, the Board shall consult with the Officers and the National Representative Council. The Officers and National Representative Council may recommend amendments to the By-Laws to the Board.