

By-Laws of the Italian Cultural Center of Western Massachusetts, Inc.

(Approved and Adopted on September 7, 2021)

SECTION 1: NAME AND PURPOSE, LOCATION, CORPORATE SEAL, AND FISCAL YEAR

1.1 NAME AND PURPOSE: The purpose of the Corporation shall be set forth in the articles of organization. The name of the organization is: Italian Cultural Center of Western Massachusetts, Inc.

1.2 LOCATION: The principal office of the Corporation, in the Commonwealth of Massachusetts shall initially be located at 56 Margaret St., Springfield, MA. The Executive Board may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 CORPORATION SEAL: The Executive Board may adopt and alter the seal of the Corporation with the approval of the super majority, ($\frac{2}{3}$ of total board seats), of the Executive Board.

1.4 FISCAL YEAR: The fiscal year of the Italian Cultural Center shall, unless otherwise decided by the Executive Board, will end on June 30, each year.

1.5 THE MEETING YEAR: The meeting year shall be from July 1 to June 30. The Executive Board reserves the right to cancel any meeting where there is no business pending.

1.6 MEMBERS: Members are defined as individuals that have paid their dues for the current calendar year.

1.6.1 General members vote on elections only. Information regarding Executive Board votes will be shared via newsletter or email.

1.7 MEMBERSHIP AND DUES: Membership in the Italian Cultural Center of Western Massachusetts, Inc shall be made available to any individual who subscribes to the purpose and basic policies of the Association without regard to race, color, creed or national origin under such rules and regulations not in conflict with the provisions of these By-Laws.

1.7.1 The association shall conduct a rolling enrollment of members and may admit persons to membership at any time. Membership dues "may" be prorated for the initial period of enrollment but no less than \$20. Members joining in July-Sept will pay full membership fee. Oct-Dec membership fee $\frac{2}{3}$ membership fee; or, Jan-June is $\frac{1}{2}$ membership fee for their first year's dues. Regardless of initial enrollment date all members will begin the next membership year on July 1st of

each year with the full membership dues. Refer to dues structure and chart on application.

1.7.2 Members in good standing are those members who abide by the current By-Laws and who have paid their current dues.

1.7.3 “Non-member”, (guests), may attend one general meeting as a “guest” but must become a member in order to attend general membership meetings thereafter.

1.7.3.1 Non-members MUST be invited and accompanied by that Member.

1.7.3.2 Non-members may not speak or contribute during the general meeting (and its agenda items). The President (or chair-in-charge if the President is absent) maintains SOLE discretion to permit non members to participate.

1.7.4 Members not renewing their membership in a timely fashion (defined as within 60 days of annual dues date) shall forfeit their membership, all seniority (years served, etc) and any board or committee seat they may hold. The President shall maintain sole discretion only to reappoint a committee seat.

SECTION 2: MEETINGS

2.1 REGULAR MEETINGS: Regular meetings of the members shall be held at the Italian Cultural Center or any other place as the Executive Board deems appropriate. Meetings shall be held on the second Wednesday of the months determined by the Executive Board, or any other date the Executive Board decides. Executive Board meetings shall take place every first Tuesday of the month. Should a holiday fall on any Tuesday the meeting will be held on the following day, Wednesday.

2.2 SPECIAL MEETINGS: Special meetings of the members may be held at any time and at any place within Western Massachusetts. Special meetings of the executive board may be called by the president or by a majority of the members of the Executive Board. The purpose of the meeting will be stated in the call and will address no more than 2 agenda items.

2.3 CALL AND NOTICE:

a. Regular Meetings: No call or notice shall be required for regular meetings of members.

b. Special Meetings:

The time and place of a special meeting shall require no less than 48 hours. (All hours and days included.) Such notice will specify the purpose and agenda of the meeting.

B.1 Special Meetings: Special meetings of the board shall be called upon the request of the President, or one-third of the board. Notices of special meetings shall be sent out by the President or Secretary to each board member at least 48 hours-in advance. The Agenda item MUST be included along with date, time and place of meeting. NO new business or other business may be conducted at a Special Meeting other than the specific agenda item that required the meeting. Any board member desiring a Special Meeting must initially make the request to the President. The President shall maintain the Chair of Special Meetings regardless of who “calls” the Special Meeting. Should the President assert their prerogative and decline to schedule, the board member may then proceed with the following:

1. Contact board members to secure agreement with no less than $\frac{1}{3}$ of ALL board members.
2. Contact the Secretary and request Special Meeting notice be sent out, as per notice requirements. Board members must present, to the Secretary, the initial request made to the President, and submit names of at least $\frac{1}{3}$ board members agreeing to the Special Meeting request, the agenda item.
3. The Secretary shall then proceed with confirming both the President contact and names of the board members agreeing with the Special meeting. Once confirmed the Secretary shall notify ALL Executive Board Members of the Special meeting via email.

c. Reasonable and Sufficient Notice:

Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send notice by email or phone call, no less than 48 hours prior to meeting.

2.4 QUORUM: A simple Majority of Executive Board members, to be physically present, is required to satisfy a quorum. Unless otherwise specified, a majority of the quorum is sufficient for action on agenda items.

SECTION 3: COMMITTEES

3. COMMITTEES: All committees are either standing or ad-hoc. Standing committees are continuous and annually needed. Currently listed below. Ad Hoc committees may be created by the President for a temporary purpose or need and are for a “specific task”. Once a task is completed, the ad hoc committee ceases to exist. Committees shall consist of no more than 3 members. The President (or their designee) shall have the prerogative to attend and participate in any committee.

3.1 APPOINTMENT OF COMMITTEE & COMMITTEE CHAIRS: All committee members must be a member in good standing. The Executive Board shall appoint two members to the committee and The President shall appoint the Chair.

3.1.1 The chairperson of all standing and ad hoc committees shall present plans of work to the Executive Board for approval prior to undertaking any task. No committee work shall be undertaken without the approval of the Executive Board.

3.1.2 A Committee Chairperson shall:

- Keep an updated operations manual detailing the work done regarding committee
- Present plans of work to the Executive Board for approval. Undertake no work without approval.
- Any plans presented, which could require expenses, must be accompanied by a detailed budget. Expenditures must not exceed the budgeted line.
 - Submit all contracts to the President to be signed.
- Submit all receipts of all expenditures to the Treasurer.
- Count all income received at functions with at least one other member from the committee.
 - All monies must be double counted and signed off.
- Forward all monies to the treasurer immediately following counting and obtain a receipt for the same.
- Submit all bills immediately for payment, having the check made payable **to the vendor**.
 - Any expenditures paid for by a committee member may be submitted for request to be reimbursed. NOTE: Any expenditures that exceeded the initial budgeted line may or may not be approved for reimbursement.
- Notify the President of all meetings to be held.
 - Minutes must be kept of all meetings, approved by committee and submitted to the President prior to the next Executive Board meeting.
 - Prepare a final report for presentation to the Executive Board and general membership meeting.
 - Submit a copy of this report to the Treasurer and include a copy in the procedure book.
- In the event the chairperson is replaced, for any reason, all records, documents and correspondence must be given to the successor within 10 days. For Ad Hoc committees, all records, documents and correspondence must be given to the President within 10 days of the committee's expiration.

3.2 STANDING COMMITTEES: Standing committees are : Nominating Committee, Sunshine Committee, Membership Committee, Public Relations Committee, Finance Committee, Historical Preservation (includes historian, library, museum oversight), Special Events Committee, Scholarship Committee, Italian Language Committee and Serviam Award Committee.

Such standing committees shall be created by the Executive Board as may be required to promote the purpose and interests of the ICC. The chairperson of the standing committee shall be appointed by the President and their term shall be for one year. (They may continue for an additional year if there is no successor.)

3.2.1 Membership Committee: The committee promotes membership utilizing all social media venues. The Membership Committee will send dues notices in April. This committee maintains and updates the membership roster. Chair shall submit monthly membership status reports to the President no less than 48 hours prior to monthly Executive Board meetings. This committee communicates regularly with the Public Relations Committee. This committee also performs the nominations functions for elections. They shall meet in April to determine the slate of candidates for office which is presented at the May regular meeting at which time additional nominations may be made from the floor. Voting will occur at the June meeting.

3.2.2 Public Relations Committee: This committee maintains and distributes a newsletter to all members in good standing. They also send the newsletter to such agencies as determined by the Executive Board. This committee also prepares and submits all press releases. The committee maintains the ICC website, Facebook, Instagram and all social media sites for the ICC. This committee also performs the Sunshine program functions.

The Editor of *LaVoce*, which is published monthly, maintains sole discretion for this publication. The notices to the media and the content of the newsletter shall be approved by the President before production and distribution.

This committee sends condolence notes or cards, get well cards and/or letters. They also keep the membership informed of the well-being of members as well as any special occasions, recognitions and thank-you letters.

3.2.3 Special Events Committee: This committee coordinates special event activities that will promote and publicize Italian heritage and culture. This includes banquets, monthly dinners, socials, and any other event that has been pre-approved by the Executive Board. The context, date, time, and cost of every event must be presented in writing to the Executive Board and approved by 2/3 vote of the board members. All special events must be preceded with a planned budget that is reconciled at the closing of the event and submitted to the treasurer. No event or commitment shall take place without this approval. Full financial records of costs, and revenues derived from the event shall be submitted to the President and Treasurer no later than fourteen (14) days after the event.

3.2.3a Event Cancellation: If events are cancelled by the ICC, all monies will be refunded. In the event of cancellation for a special event by a member or a guest (non-member) that involves encumbered funds, payment may or may not be refunded. Partial refunds may be reimbursed depending on the overall cost to the ICC.

3.2.4 Scholarship Committee: This committee promotes the available scholarships on a yearly basis to area high schools and colleges, identifies qualified recipients through unanimous

vote, and publishes award recipients each year. The final award recipients will be selected by majority vote of the committee and recommended to the full Executive Board. The chair of the committee will present the award to the Executive Board prior to publication.

The committee Chair shall:

- A. Present a list of recipients and awards to the Executive Board for transparency. The Exec Board shall vote to accept or reject the recipient list.
- B. Submit a list of award recipients and award amounts to the Treasurer for the purposes of drafting award funds.
 - a. Award funds will be made out to the student and the college they will be attending
- C. Works with the Special Events Committee to provide information on award recipients.
- D. Formally participate with the Special events committee while respecting the chair and members of that committee are the primaries of this event.

3.2.4a Scholarship Committee: This committee shall establish general requirements and criteria for the entire scholarship platform that conforms with the ICC mission statement. Each individual scholarship shall follow that platform, at a minimum. These requirements and criteria shall be presented and approved by the Executive Board. Individual scholarships funded by families, entities, organizations, shall be provided with a framework for which they would include additional criteria specific to their desires, provided their criteria coincides with the ICC general platform. Create a general template to provide to fund providers to complete and return.

3.2.4b Selection Process: The selection process will consist of the committee as well as one individual representing the scholarship funds provider for each specific scholarship. The funding provider shall present the name of the representative or decline participation 90 days prior to the beginning of the scholarship application and selection process.

3.2.4c Application Process: This process shall be established, and then followed annually, by this committee. The process shall be presented and approved by the Executive Committee. **NOTE:** Process should include at a minimum, application (aligned to include specific ICC mission statement philosophies and vision) specific narrative speaking to the specific criteria of the individual scholarship criteria.

3.2.4d Serviam Award: The scholarship committee shall perform the function of vetting nominated candidates for this award whenever initiated. Nominations for the Serviam Award shall include a short description of the candidate's community service, accomplishments, and service to the Italian communities throughout Western Massachusetts. The committee will select two final nominees to be brought before the Executive Board for final selection. This is not an annual award.

3.2.5 Programs Committee: Oversees any and all programs. The Exec Board establishes programs and puts someone as the primary of that program. This includes Italian language, cooking, movie nights, etc..

3.2.6 Finance Committee: By default, the Treasurer assumes the chairperson's role. This committee is responsible for reviewing and providing guidance for ICC financial matters. The committee assures internal controls, audits and financial analysis for the ICC. The committee reviews all financial statements and reports on financial activity to the full board. The committee maintains updates and refines any and all budget activity. The committee is responsible for ensuring the timely submission of all state and federal documents required, including tax returns, non-profit status reporting requirements.

3.3 SUSPENSION OR REMOVAL: A chair or member of a committee may be suspended or removed with cause by a vote of a super majority ($\frac{2}{3}$ vote) of the Executive Board members then in office. A chair or member of a committee may be removed with cause only after reasonable notice is given to him and opportunity to be heard is given to the person involved.

3.3.1 Causes: will include, but not limited to, breach of confidentiality, conduct unbecoming, lack of attendance (minimum 50%), misappropriation of funds, failure to follow and abide by by-laws, policies and procedures, breach of fiduciary responsibilities

3.3.2 Reasonable Notice: Defined as two (2) weeks notice is sufficient. The two weeks is for the purpose of providing time for the committee member to review and prepare a response to the action.

3.4 RESIGNATION: A chair or member of a committee may resign by delivering their written resignation, via e-mail or US mail to the ICC address, to the President, 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 so stated.

3.5 VACANCIES: Any vacancies will follow the procedures outlined in section 3.1 above.

3.6 REGULAR COMMITTEE MEETINGS (Not to be confused with Executive Board monthly meetings): Regular meetings of the committees shall be held at such times, and at such places, as the chairs may determine is necessary to complete their task(s). These committee meeting schedules MUST be provided to the President at the time they are created. The President MUST approve them via e-mail within 24 hours of receiving them from the committee Chair.

SECTION 4: EXECUTIVE BOARD

4.1 OFFICERS AND BOARD MEMBERS

The Executive Board shall be composed of 11 Board Seats. These include Officer positions of the President, Vice-President, Recording Secretary, Treasurer, Sergeant of Arms. The

remaining six (6) are general Board seats. A quorum shall consist of six(6) members of the board. All board seats will be appointed by the Board members. The Officer positions of President, Vice-President, Treasurer and Secretary shall be elected by the Board members and then presented to the general assembly.

4.1.1 Qualification of Board Members:

- A member in good standing
- Responsible for timely completion of tasks.
- Computer Literate
- Professional, friendly, and courteous, both on the phone and in-person.
- Highly organized and accountable
- Able to multitask and handle several activities at once.
- Able to think critically and be able to respond to changing situations/requests
- Team-oriented, willing to help whenever s/he can
- Board members are expected to attend all meetings, i.e., Executive Board Meetings, Committee Meetings, etc.

4.1.2 Duties of the Executive Board are:

1. To create standing committees
2. To elect/appoint members & chairman of the standing and ad hoc committees
3. Attend regular and special meetings.
4. To transact necessary business in operations of the ICC on behalf of all the membership and such other business as may be referred by the ICC
5. To approve the plans of work of all standing/special committees
6. To present quarterly reports to the membership of the ICC.
7. Approve the appointment of an auditor or an auditing committee at least two weeks before the semi-annual meeting to audit the treasurer's accounts.
8. To approve a budget for adoption for the fiscal year.
9. To approve routine bills not in excess of \$300.00 and within the limits of the approved budget line be permitted to be acted upon by the Treasurer, President and finance committee.
 - a. All bills /expenditures exceeding \$300.00, not previously approved through the budget process, must come before the Executive Board and must receive approval. Process should be recommended by the Finance committee and presented to the Executive board for approval.
10. All Executive Board members shall be sworn in to their position, by the SOA, upon election or reelection to term.

4.2 TENURE: The officers and board members shall each hold office for a term of two(2) years and may be re-elected to an additional (2)two year term. All officers shall deliver to their successors all official material not later than ten (10) days following the close of the meeting in December, (or in case of resignation, 10 days after resignation). In the event of a board

member's resignation, the President shall appoint a replacement to fulfill the duration of that seat.

4.3 PRESIDENT:

01. The President shall preside at all meetings of the ICC Executive Board, shall perform such other duties as may be prescribed in these By-Laws or assigned to him/her by the ICC or Executive Board. The President shall coordinate the work of the officers and committees of the ICC in order that the purpose or objectives of the ICC may be promoted.
02. The President shall have a working knowledge of parliamentary law, (Roberts Rules of Order), and procedures and possess a thorough understanding of the By-Laws and rules of the organization.
03. The President shall preside and maintain order at all meetings and remain impartial.
04. The President shall be an advisory member of all committees.
05. The President shall represent the Italian Cultural Center at all public forums or appoint an alternate.
06. The President shall set up all meetings, (general assembly, executive board, calendar of events, etc...)
 - a. President will work with the recording secretary to create a yearly calendar of events
07. The President shall maintain a procedure book that can be passed along to a successor.
08. The President shall approve all documents/correspondence/flyers issued by the ICC.
 - a. The President or an appointee shall proofread all such documents beforehand.
09. The President shall prepare a written agenda for each Executive/General meeting.
10. The President shall appoint the Sergeant of Arms from an Executive Board member.
11. The President shall serve as a signatory on all ICC checks.
12. The President may call an Executive Board or committee meeting whenever necessary in addition to those outlined in the By-Laws.
13. The President shall sign any contracts and State and Federal filing documents as "President" and only when circumstances warrant (ie. fundraising contracts, etc.)
14. The President gets one vote only when voting is by ballot, or when a hand vote requires a tie-breaking vote.
15. The President shall share all mailings and other information with all ICC members, especially chairpersons.

4.4 VICE PRESIDENT:

01. The Vice President shall act as aide to the President and shall in their designated order perform the duties of the President in the absence or inability of the officer to serve.
02. In the absence of the President, preside and perform the duties of the President.

- a. In the absence of the President, all contracts must be approved by the executive board before the vice president provides a signature.
03. Have a working knowledge of all **standing** committees and ensure that there are chairpersons and members on those committees.
04. Maintain committee memberships and lists.
05. Assist the executive committee in the preparation of the annual ICC budget.
06. Serve as general membership liaison.

4.5 TREASURER: The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He/she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He/she shall file any and all financial reports by the time set forth by the Commonwealth of Massachusetts, the Internal Revenue Service, fiscal year end reports and monthly reports as determined by the Executive Board. All fiscal year end and written monthly reports must be kept on file at the principal location of the corporation.

At each monthly meeting a printed statement indicating opening balance, receipts, disbursements, and ending balance shall be given and a written copy of this report shall be given to the president and also placed on file. In the absence of the treasurer such information shall be submitted to the president who shall duly inform the membership at the regular meeting. The Executive Board must vote to accept the Treasurer's report.

4.5.1 Duties of the TREASURER:

01. The treasurer shall have custody of all the funds of the ICC, shall keep an accurate record of receipts and expenditures, shall pay out local funds in accordance with the approved budget as authorized by the Executive Board.
02. Receives and banks all money due to the ICC.
03. Keeps all bookkeeping records of all monetary transactions and has these records available at all meetings.
04. Pays, by check or auto pay, all payments approved by the Executive Board. Treasurer must submit current accounts payable(to be paid) to the Executive Board at the regular monthly Executive Board meeting. The Executive Board must approve the list of accounts payable after which the Treasurer may proceed with payment.
05. Disburses money as needed with the proper documentation and authorization.
06. Gives a written financial statement of the ICC at executive meetings and distributes to officers with extra copies available at general meetings.
07. Offers a complete financial report to the Executive Board once annually.
08. Arranges for resolution at the bank after officers are elected and reorganization meeting has been held, (ie. signature cards, etc.)
09. Is available to collect or receive money during any large fundraiser and has at least two other people from that fundraiser committee count cash and checks being turned in for deposit.

10. In cases where a personal check used for payment to the ICC has bounced or been returned, the Treasurer will arrange with that person to reimburse the ICC plus any charges involved in banking penalties.
11. The Treasurer will present a financial statement of accounts at every meeting of the ICC and at other times when requested by the Executive Board, and shall make a full report at the ICC annual meeting.
12. Treasurer is obligated to alert the Executive Committee to line items in the budget nearing depletion as well as those over budget.
13. Treasure will send payment for insurance and all other agencies before the required payment dates.
14. Will assist the Executive Board in preparation of the annual budget.

4.6 RECORDING SECRETARY: The recording secretary shall record and maintain all records of all proceedings of the members and Executive Board in a book or series of books kept for the purpose of recording the history and activities of the Italian Cultural Center of Western Massachusetts, Inc. These books shall be kept within the Commonwealth at the principal office of the Corporation and shall be open at reasonable times for inspection by any official of the Commonwealth or any member in good standing. Such books shall also contain records of all meetings and incorporators, and the original or attested copies of the articles of organization and bylaws and names of all members of the Executive Board and the address of each. If the secretary is absent from any meeting of members or the Executive Board, a temporary secretary, chosen or appointed by the president, shall exercise the duties of the secretary at the regular or Executive Board meeting. All attendance records and minutes of the meetings are the rightful possessions of the Italian Cultural Center of Western Massachusetts, Inc. and such records shall be given over at the end of the term. Recording secretary also serves as clerk.

4.6.1 Duties of the RECORDING SECRETARY:

01. The Recording Secretary shall record the minutes of all meetings of the ICC and of the Executive Board and shall perform such other duties as may be designated to him/her.
02. The Recording Secretary acts as custodian of all legal documents (minutes, motion book, treasurer's report, contracts, etc.), as well as a copy of the membership list, approved By-Laws, and all event flyers in perpetuity
03. Types and distributes minutes of previous month's meetings to the executive board
04. Records all proceedings and motions at all executive board and general meetings in a motion book
05. Keeps record of attendance at all meetings
06. Reads previous month's minutes
07. Signs official documents, (when a dual signature is required).
08. Assists the Executive Board in the preparation of the annual ICC budget.

4.7 GENERAL BOARD MEMBERS:

4.7.1 Duties of General Board Members

01. Attends and participates in all ICC meetings and any committee assigned.
02. Participates in the semi-annual audit of the ICC books
03. Assist in the preparation of the annual budget
04. Follows by-laws and Robert's Rules of Order in all meetings
05. Conduct themselves in a professional, appropriate and respectful manner

4.8 SERGEANT AT ARMS:

The SOA will be appointed by the President and approved by a $\frac{2}{3}$ majority of the Board members.

4.8.1 Duties of the Sergeant at Arms

01. Ensures that matters of the ICC as well as conduct at Executive Board and general meetings are conducted in accordance with the By-laws.
02. Maintains a copy of the By-Laws
03. Serves as chairperson to the By-Laws Review Committee that meets yearly to review and revise the By-Laws
 - a. Presents all suggested revisions to the Executive Board for vote and then adoption
04. Assist the Executive Board in preparation of the annual budget.

The SOA could be removed from this position in the event they are not fulfilling their role as it requires. The removal will follow the by-law removal process. If removed, the SOA will not lose their Board seat, merely the responsibilities of the SOA.

4.9 SUSPENSION OR REMOVAL: An executive board member may be suspended or removed with cause by a vote of a super majority ($\frac{2}{3}$ vote) of the Executive Board then in office at any special meeting called for such purpose or at least at any regular meeting.

4.9.1 Causes: will include, but not limited to, breach of confidentiality, conduct unbecoming, lack of attendance (minimum 50%), misappropriation of funds, failure to follow and abide by by-laws, policies and procedures, breach of fiduciary responsibilities

4.9.2 Reasonable Notice: Defined as two (2) weeks notice is sufficient. The two weeks notice is for the purpose of providing time for the board member to review and prepare a response to the action.

4.10 RESIGNATION: An officer may resign by submitting his written resignation to the Executive Board of the corporation. 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. The resignation shall be announced at the next regular meeting of the membership.

4.11 VACANCIES: If the position of any Officer or Director becomes vacant, the Executive Board in its sole discretion, shall elect a successor. Each successor shall hold office for the expired term of the person who resigned and may be re-elected in his or her own right.

4.12 QUORUM: At any Executive Board meeting there shall be at least a majority of elected officers present to constitute a quorum for business to be legally transacted.

4.13 ACTION BY VOTE: Each Executive Board member in good standing shall have one vote. A majority of the votes, unless stated otherwise, properly cast by the members present shall decide any question, including election to any office.

SECTION 5: ELECTIONS

All Executive Board members shall be elected biennially at the June meeting by a majority of voting members present and in good standing. The term of office shall be a two year term beginning on July 1 immediately following the election and ending on June 30 of the second calendar year following the election. A member in good standing is defined as an individual whose dues are paid in full annually.

SECTION 6: EXECUTION OF PAPERS:

Except as the Executive Board may generally or in particular cases authorize the execution thereof in some manner, all deeds, leases, transfers, contracts, bonds, notes, and other obligations made, accepted or endorsed by Corporation shall be signed by both the President and the Treasurer. The President and the Treasurer may sign checks and drafts.

Any reasonable instrument purported to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the President and the other is the Treasurer or assistant treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provisions of the articles of organization, bylaws, resolutions or votes of the Corporation.

SECTION 7: PERSONAL LIABILITY

The members and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. 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 debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation. The

Organization shall not be responsible or cover defense of a board member(s) In the case of a breach of fiduciary responsibilities, recklessness or willful misconduct.

SECTION 8: INDEMNIFICATION

The corporation shall to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, and its status as an organization to which contributions are deductible under Section 170(c)(2) and 2055(b) of the Internal Revenue Code of 1954, as amended. The corporation, is not affected thereby, and may indemnify each of its officers, employees, and other agents (including persons who serve at its request as the Executive Board, officers, employees and other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments: in compromise; or as fines and penalties and counsel fees reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be threatened while in office or thereafter. This is by reason of his being or having been a member of the Executive Board, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding, not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation.

However, any matter disposed of by a compromise payment by such member of the Executive Board, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation. Notice that it involves such indemnification shall be issued; (a) by a disinterested majority of the Executive Board then in office or (b) by a majority of the disinterested directors then in office provided that there has been obtained an opinion in writing of independent legal counsel. This opinion shall state the effect that such member of the Executive Board, officer, employee or agent appears to have acted in faith in the reasonable belief that his action was in the best interests of the Corporation: or (c) by a majority of the disinterested members entitled to vote, voting as a single class.

Expenses including counsel fees, reasonable incurred by any such member of the Executive Board, officer, trustee, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid by the corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided, shall not be exclusive of or affect any other rights to indemnification to which any member of the Executive Board, officer, employee, or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporation personnel may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporation personnel may be entitled by contract of otherwise, under the law. As used in this paragraph, the terms "member of the Executive Board", "officer",

“employee”, and “agent” include their respective heirs, executors, and administrators, and an “interested” member of the Executive Board is one whom in such capacity, the proceedings in question or another proceeding on the same or similar grounds, is then pending.

SECTION 9: DONATIONS: All donations to the ICC will be recorded by the Treasurer and deposited to the appropriate budget line.

SECTION 10: AMENDMENTS

Bylaws shall be reviewed and amended by the bylaws sub-committee on a yearly basis. Amendments shall be presented to the Executive Board for approval before submitting them to the Commonwealth of Massachusetts.

Charles Becker, President
9.7.2021

Patricia Murphy, Recording Secretary
9.7.2021