

Bylaws
of
Massachusetts Peace Action

Article I

General

Section 1.01: Name. The name of the organization shall be Massachusetts Peace Action (hereinafter referred to as "MAPA").

Section 1.02: Purposes. MAPA is organized exclusively for social welfare purposes including public education on peace and military and economic policy. As such, (a) no part of MAPA's net earnings shall inure to the benefit of officers, directors or other private persons, except that it is authorized and empowered to pay reasonable compensation for services rendered and otherwise to make payments and distributions in furtherance of its purposes; and (b) MAPA shall take only actions permitted an organization exempt from taxation under 501(c)(4) of the Internal Revenue Code and pertinent Income Tax Regulations, as amended and as they may be amended.

Section 1.03: Resource allocation between organizations. If and to the extent the Corporation uses any facilities, staff and/or resources that may also be used by any other tax exempt corporation or entity, it shall be the practice of the Corporation to at all times maintain accurate, arms-length, cost allocations between the Corporation and any such other entity, with the objective of the Corporation paying its actual share of such costs in accordance with the actual usage of the Corporation, subject to and in accordance with applicable law. Further to implementation of the foregoing, the Corporation and any other such entity using common resources shall also maintain separate bank accounts and the Corporation shall implement the foregoing consistent with accounting standards consistent with applicable law.

Section 1.04: Governance. MAPA's Board of Directors shall make all decisions affecting governance between annual membership meetings

Section 1.05: Fiscal Year. MAPA's fiscal year shall be the calendar year, or such other twelve month period as the Board may determine.

Article II

Membership

Section 2.01: Individual Members. There shall be one class of members, known as Individual Members, with such privileges and voting rights as are expressly set forth in the

Bylaws or implementing Board resolutions. Individual Members are those persons who (a) share MAPA's purposes and (b) pay periodic dues and fulfill other reasonable requirements pursuant to regulations adopted from time to time by the Board.

Section 2.02: Rights. Members shall have the right to elect the Board of Directors, to serve on committees, and to vote on amendments to these bylaws.

Section 2.03: Meetings/Notices. There shall be at least one membership each year. The Board shall convene and establish rules and regulations for the conduct of membership meetings. Members shall be given reasonable advance written notice (at least 14 days) of membership meetings. Written notice requirements shall be satisfied by electronic mail notifications. Members are required to provide MAPA with updated email addresses to make electronic notification possible.

Section 2.04: Quorum/Voting. A quorum at membership meetings shall consist of the members present, but not less than ten members. All actions by the members shall be decided by a vote of a majority of the members present. All actions by the membership shall be decided by a vote of the majority of the members present. There shall be no voting by proxy at the membership meetings, and in no case shall any member cast more than one vote.

Article III

Board of Directors

Section 3.01: Authority. The Board shall exercise all corporate powers not expressly reserved to the Individual Members.

Section 3.02: Meetings. The MAPA's Board of Directors ("the Board") shall meet regularly no less often than once every three months. Additional Board meetings may be called by the Chair. Reasonable notice, in writing and designed to be received at least five days before meetings if reasonably possible, but in no event less than two days, shall be given to all Directors. Written notice requirements shall be satisfied by electronic mail notifications. Directors are required to provide MAPA with updated email addresses to make electronic notification possible.

Section 3.03: Board Size. There shall be no less than seven (7) nor more than ~~twenty-two (22)~~ twenty-six (26) Directors as the board may determine from time to time.

Section 3.04: Election of Directors. Each year, one half of the Board members shall be elected at the annual membership meeting for two-year terms. The term of a Board member begins immediately. In the event of a vacancy occurring during the term of a Board member elected at the annual membership meeting, or in the event that fewer than the maximum number of Directors are elected at the annual membership meeting, the Board may elect a Director to complete the unexpired term. Candidates for Director and persons serving as

Directors must be MAPA members in good standing. Every effort shall be taken to assure diversity in the membership of the Board of Directors to reflect the diversity in MAPA's membership and the diversity of the Commonwealth of Massachusetts with regard to geography, congressional district, race, ethnicity, class, gender, sexual orientation, age and other important elements. MAPA full-time staff members are not eligible for election as Directors.

Section 3.05: Quorum; Majority Vote. A simple majority of the Board's total membership shall constitute a quorum. When a quorum is present (including those who are present utilizing electronic methods of participation) at a duly called Board meeting, all actions shall be by vote of a majority of those present, except in those cases such as candidate endorsement or issue endorsement where a super majority, as specified by board policy, is required, and unless otherwise required by these Bylaws or by law. The Board may authorize electronic voting or telephone polling under guidelines provided to Board members, but no voting by proxy shall be permitted.

Section 3.06: Removal or suspension. A Director may be removed or suspended by the membership, with or without cause, by such vote as would suffice for electing a Director. The Board may suspend a Director, with cause, until the next membership meeting at which removal may be duly considered.

Section 3.07: Board's Total Membership. Reference in any Bylaws to "the Board's total membership" shall mean the total number of Directors actually in office at a particular time, not the number of Directors authorized or permitted by these Bylaws or by Board resolution.

Section 3.08: Meeting Attendance. Any Director who fails to attend three meetings in a row shall be deemed, at the Board's option, to have resigned his/her position as a Director.

Section 3.09: Affiliation and coalition. The Board is empowered to enter into partnerships, cooperative agreements and affiliation with other organizations, to advance MAPA's mission, subject to and consistent internal revenue code and applicable law. MAPA is an affiliate of national Peace Action, incorporated in the District of Columbia. MAPA's relationship with national Peace Action is governed by an affiliation agreement negotiated between the Boards of Directors of MAPA and national Peace Action.

Article IV

Committees

Section 4.01: Executive Committee. At such time as an Executive committee is needed to exercise some or all of the Board's powers between meetings (except powers specifically reserved to the Board by law or delegated to the Board by these Bylaws), the Board, by a vote of the majority of its total membership, may define the powers and responsibilities of the Executive Committee and appoint not less than three or more than

seven Directors, staff members, leading activist members, or individuals who are serving on the MAPA Advisory Council who have served as MAPA Directors to comprise it.

Section 4.02: Other Committees The Board from time to time may establish one or more other committees of MAPA which shall have at least three members and serve at the Board's pleasure. Except for committees authorized to act on behalf of the Board, committee members need not be Directors.

Section 4.03: MAPA Advisory Council. MAPA's Board may appoint an Advisory Council shall be comprised of distinguished peace activists who have demonstrated their leadership as leaders of MAPA or leaders in the struggle for peace in the broader community who are recognized and appointed Councilor by majority vote of the membership at its annual meeting. Each Councilor will agree to be available to MAPA for consultation and other assistance as appropriate.

Article V

Officers

Section 5.01: Officers. MAPA officers shall be Chair or Co-Chairs, Secretary and Treasurer and such other officers and assistant officers as the Board may from time to time authorize and elect.

Section 5.02: Duties. Officers shall have duties and powers as are normally associated with their titles, except as the Board otherwise may provide.

Section 5.03: Election. Officers shall be elected by the Board for such terms as the Board from time to time may designate and shall serve until their successors are elected.

Section 5.04: Vacancies. Any office that becomes vacant may be filled by the Executive Committee for an interim period ending at the next meeting of the Board.

Section 5.05: Removal or Suspension. Any officer may be removed or suspended by vote of a majority of the Board's total membership.

Article VI

Staff

Section 6.01: Employees. The Board of MAPA shall hire and discharge or delegate the hiring and discharging of employees as necessary to further the best interests of the organization and in conformance with any labor agreement which MAPA may have entered upon with its employees and in compliance with any contract which may govern the work of an individual contract employee.

Article VII

Dissolution

Section 7.01: Dissolution. Upon MAPA's dissolution, the Board, after paying or making provision for payment of its liabilities, shall distribute the remaining corporate assets in such a manner, or to such organizations described in sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, or any corresponding provisions of any future tax laws.

Article VIII

Member/Affiliate Authority

Section 8.01: Member Authority. Except as MAPA may specifically authorize in writing, individual members (a) shall have no capacity or rights to transact business, incur debts, liabilities or any other obligations in MAPA's name or on MAPA's behalf, and (b) shall not be and shall not hold themselves out as agent or principal of MAPA.

Section 8.02: Affiliate Authority. Except as national Peace Action shall specifically authorize in writing, MAPA shall (a) have no capacity or rights to transact business, incur debts, liabilities or any other obligation in national Peace Action's name or on national Peace Action's behalf, and (b) shall not be and shall not hold itself out as agent or principal of national Peace Action .

Section 8.03: National Authority. Except as MAPA shall specifically authorize in writing, national Peace Action shall (a) have no capacity or rights to transact business, incur debts, liabilities or any other obligation in MAPA's name or on MAPA's behalf, and (b) shall not be and shall not hold itself out as agent or principal of MAPA.

Article IX

Bylaw Amendments

Section 9.01: Amendments. Any changes or amendments may be suggested by the membership or the Board. The Board shall make recommendations regarding all proposed amendments to the annual meeting. All proposed amendments shall be presented to the Board in the form of a resolution no later than thirty days prior to the annual meeting. A two-thirds vote of members present is needed to amend these Bylaws, except Sections. 1.02 and this sentence which are amendable only with express written authorization of the National Peace Action Board of Directors.

Section 9.02:Provisional Amendments. In the interim between annual membership meetings, the Board may provisionally amend these Bylaws by a two-thirds vote of the Board members present once quorum is established. Such provisionally approved amendments

shall govern operations until the next annual meeting at which time they must be presented to the membership for approval as provided above.

Article X

Compliance with Law

Section 10.01: Compliance with law. MAPA's officers are authorized and directed to take all necessary steps to assure that MAPA operates and transacts its affairs in full compliance with all applicable provisions of law.

-- Approved as amended by MAPA Annual Meeting, April 18, 2020