

# **WORCESTER COUNTY MECHANICS ASSOCIATION**

## **BY-LAWS**

With Alterations Approved Unanimously at Annual Meeting September 25, 2019

By the membership and Trustees.

### **PREAMBLE**

To enable us the better to discharge our duty to ourselves, to society and our country, and for the purpose of cultivating our social qualities, perfecting the mechanic arts and dispensing charity to our needy brethren, —We adopt and establish the following By-Laws, for the government and regulation of this Association.

### **MISSION STATEMENT**

The mission of the Worcester County Mechanics Association is to serve the community by offering Mechanics Hall for events that inspire, enrich, and enlighten generations.

### **ARTICLE I – NAME & LOCATION.**

The name of the Association shall be WORCESTER COUNTY MECHANICS ASSOCIATION and its principal office shall be in the City of Worcester, Massachusetts.

### **ARTICLE II – MEMBERSHIP.**

Section 1. The members of the Association shall be: Honorary, Life, Individual and such other classes of membership as may be established by the Board of Trustees from time to time. Any persons or institutions interested in the purposes of the Association shall be eligible for membership. Membership contributions for the various classes of membership shall be as established by the Board of Trustees from time to time.

Section 2. Honorary members may be elected by the Board of Trustees and shall be entitled to all privileges except the right to vote.

### **ARTICLE III – MEETINGS.**

Section 1. The annual meeting of the Association shall be held on the third Tuesday in September of each year or at such other time in the month of September as the Board of Trustees may determine.

Section 2. All meetings of the Association shall be called by giving not less than one week's notice to each member by mail so far as their addresses may be known or by publishing a notice in a newspaper published in Worcester, Massachusetts. Special meetings of the

Association may be called by the President, the Board of Trustees, or upon the written request of twenty-five members of the Association.

Section 3. Thirty or more members eligible to vote shall constitute a quorum for the amendment of these By-Laws and twenty or more members eligible to vote shall constitute a quorum for the transaction of all other business.

#### **ARTICLE IV – OFFICERS.**

Section 1. The officers of the Association shall be a President, one or more Vice Presidents, a Clerk, a Treasurer, and such other officers as the Board of Trustees may deem necessary or advisable. The President, the Vice Presidents, the Treasurer, and the Clerk shall be elected annually by ballot by the members at the annual meeting and shall hold office for one year and until their successors are elected. Vacancies in any office may be filled by the Board of Trustees until the next annual meeting. No officer shall hold such office for more than five consecutive annual terms.

Section 2. The President and Vice Presidents shall discharge the usual duties of their respective offices and such other duties as may be assigned to them from time to time by the Board of Trustees. The President shall be a member of all committees ex officio.

The First Vice President, if so elected, or in lieu thereof, any Vice President appointed as such by the President, shall preside over all Trustee activities as required by the absence of the President. The First Vice President will undertake special assignments and/or projects as requested by the President and/or Executive Committee. The First Vice President will be a member of the Finance Committee and is encouraged to attend any other Trustee committee meetings as warranted.

Section 3. The Treasurer shall have the custody of the funds of the Association and of all securities and papers representing or relating to the title to its property. The Treasurer shall disburse the funds of the Association only upon the approval of the Board of Trustees or its authorized agents, shall keep in books belonging to the Association the correct record of receipts and expenditures and shall present a report thereof at each annual meeting. The Treasurer may furnish a bond for the official discharge of duties.

Section 4. The Clerk shall keep a record of all meetings of the Association and of the Board of Trustees, shall notify the persons chosen to office in the Association of their election.

Section 5. An officer may be suspended or removed with or without cause by vote of a majority of Trustees then in office at any meeting. An officer may be removed with cause only after reasonable notice and an opportunity to be heard.

Section 6. An officer may resign by delivering his or her written resignation to the Executive Director and any officer of the Association or at a meeting of the Trustees. 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.

## **ARTICLE V – BOARD OF TRUSTEES.**

Section 1. The Board of Trustees shall consist of the President, the Vice Presidents, the Treasurer, the Clerk and not less than fifteen other members of the Association. Elected members of the Board of Trustees shall normally be elected to serve for three year terms. No elected member shall serve for more than two consecutive three year terms. The Trustees elected at any annual meeting shall be elected for three years or such shorter length of term as will cause the term of office of one-third of the members of the Board to expire each year.

Section 2. Meetings of the Board shall be called by the President or upon written request of five members of the Board. Notice of all meetings of the Board shall be sent to each member of the Board at least three days prior to the date of any meeting. Notice is not required for any Trustee who provides a written waiver of notice executed by him or her before or after the meeting is filed with the records of the meeting, or to any Trustee who attends the meeting without protesting prior thereto. Seven members of the Board shall constitute a quorum. A majority of the Trustees present and voting shall decide any question except as otherwise required herein or by law.

Section 3. The Board of Trustees shall have the general direction, control and management of the property and affairs of the Association except such as are to be exercised exclusively by the members. The Board may from time to time delegate any of its powers to such committees, officers or agent as it may see fit. The Board may employ at its pleasure an Executive Director who shall be responsible to it for all of the administrative functions of the Association including staffing and, with its approval, making such rules and regulations consistent with these By-Laws as the Executive Director may deem expedient for the government and welfare of the Association.

Section 4. The Board of Trustees shall arrange for an audit of the accounts of the Treasurer and the financial affairs of the Association to be conducted prior to the annual meeting of the Association each year.

Section 5. Any Trustee who has served as a Trustee for not less than three (3) years may be elected an Honorary Trustee at an annual meeting of the members of the Association. An Honorary Trustee shall hold office for the remainder of his or her life unless re-elected an active Trustee or removed for good and sufficient cause by vote of the members of the Association. An Honorary Trustee may resign at any time. Honorary Trustees shall not be voting members of the Board and election as an Honorary Trustee shall impose no obligation upon persons accepting the position other than to support the purposes of the Association through a continuation of interest in its purposes.

Section 6. A Trustee may be suspended or removed with or without cause by a majority of the Trustees then in office at any meeting. A Trustee may be removed for cause without a hearing upon approval of the Executive Committee in the event such Trustee fails to attend three (3) consecutive Trustee meetings without notice to the Executive Director or President of his or her inability to attend. In all other circumstances, a Trustee may be removed with cause only after reasonable notice and an opportunity to be heard.

Section 7. A Trustee may resign by delivering his or her written resignation to the Executive Director and any officer of the Association or at a meeting of the Trustees. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 8. Any vacancy in the Board of Trustees may be filled by the Trustees. Each successor shall hold office for the unexpired term or until he or she sooner dies, resigns, is removed or becomes disqualified. The Trustees shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

## **ARTICLE VI – COMMITTEES.**

Section 1. The President shall appoint, as soon as possible after the annual meeting, a Finance Committee of not less than three nor more than five members of the Board, including the Treasurer, which shall have charge of the investments of the Association with full power to make any change in all investments at the Committee's sound discretion within the scope of the investment policy statement previously approved by the Board of Trustees. Each Finance Committee member, other than the Treasurer, serves at the will of the President and shall report any such change to the Executive Committee. Two members of the Finance Committee shall constitute a quorum for the transaction of business. The Treasurer shall act as Clerk of the Finance Committee and shall keep record of its meetings and shall have authority to execute, acknowledge and deliver in the name of the Association all instruments in writing necessary in connection with all transfers, sales and purchases of securities directed to be made by the Finance Committee.

Section 2. At least one hundred eighty (180) days prior to the annual meeting, the President shall appoint a Governance Committee of five members to submit nominations for officers and Trustees of the Association at the annual meeting. The Nominating Committee shall also be charged with review of the Association's By-Laws from time to time, and to recommend any change to such By-Laws, in the Committee's discretion.

Section 3. The Executive Committee shall consist of the President, the Vice Presidents, the Clerk, the Treasurer and such other members of the Board of Trustees as the President, with the consent of the Board of Trustees, may appoint. Three members shall constitute a quorum for the transaction of business. The Executive Committee shall, except as otherwise provided by law and by these By-Laws, have and exercise all the powers of the Board of Trustees during the intervals between meetings of the Board.

All actions of the Executive Committee shall be considered for ratification or confirmation at the next succeeding meeting of the Board of Trustees. The Executive Committee shall meet on notice given by the Clerk or President.

Section 4. The President may appoint other committees as the President may deem advisable and the Board of Trustees shall likewise have the right to create such other committees as it deems advisable and to provide the method of appointment. Except as specifically set forth in these By-Laws, committees shall have such duties as may be assigned to them from time to time by the President or the Board of Trustees.

## **ARTICLE VII – FINANCE.**

Section 1. The fiscal year of the Association shall end June 30th in each year.

Section 2. The monies of the Association shall be deposited in the name of the Association in such bank or banks as the Board of Trustees shall designate. Funds shall be drawn only by checks or orders signed by such persons as the Board of Trustees shall designate.

Section 3. No part of any earnings or assets may benefit any private person or individual other than by payment of reasonable compensation to employees in the normal carrying out of the purposes of the Association. No part of the activity shall consist of carrying propaganda or otherwise attempting to influence legislation, in the event of dissolution of the Association, all assets remaining after the payment of all liabilities shall be paid over to educational institutions located in Massachusetts which are exempt under Section 501(c) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law.

## **ARTICLE VIII – TRANSACTIONS WITH INTERESTED PARTIES.**

In the absence of fraud, no contract or other transaction between this Association and any other corporation, firm, association, partnership, company or person shall be affected or invalidated by the fact that any Trustee or officer of this Association has a financial or other interest in, such contract or other transaction, or is in any way connected with any, corporation, firm, association, partnership, person or persons which has a financial or other interest therein; provided that the fact that he or she individually or as a Trustee, Member or officer of such corporation, firm, association or partnership is such a party or is so interested shall be disclosed to or shall have been known by the Board of Trustees or a majority of such members thereof as shall be present at a meeting of the Board of Trustees at which action upon any such contract or transaction shall be taken.

Any Trustee may be counted in determining the existence of a quorum and may vote at any meeting of the Board of Trustees of this Association for the purpose of authorizing any such contract or transaction with like force and effect as if he or she were not so interested, or were not a Trustee, Member or officer of such other corporation, firm, association or partnership; provided that any vote with respect to such contract or transaction must be adopted by a majority of the Trustees then in office who have no interest in such contract or transaction.

## **ARTICLE IX – PERSONAL LIABILITY.**

The Trustees, Executive Director and officers of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Association, may look only to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due and payable to them from the Association.

## **ARTICLE X – INDEMNIFICATION.**

Each person at any time a Trustee, Executive Director, officer, employee or agent of the Association and any person who serves at the Association's request as a trustee, director, officer, employee or other agent of another organization, or who serves at the Association's request in any capacity with respect to any employee benefit plan, including each former Trustee, Executive Director, officer, employee or agent who was such before, on or after the date of the adoption of this By-law shall, to the extent permitted by law and without prejudice to any other rights he or she might have, be entitled to be reimbursed by the Association for, and indemnified by the Association against, all judgments, fines, penalties, costs and expenses reasonably incurred by him or her in connection with or arising out of any claims made, or any action, suit or proceeding threatened or brought against him or her or in which he or she may be involved as a party or otherwise by reason of any action alleged to have been taken or omitted by him or her as a Trustee, officer, employee or agent, or in any capacity with respect to any employee benefit plan, whether or not he or she continues to be a Trustee, officer, employee or agent, or to serve in any capacity with respect to any employee benefit plan, at the time of incurring such costs and expenses, including amounts paid or incurred by him or her in connection with reasonable settlements (other than amounts paid to the Association itself) of any claim, action, suit or proceeding. Any rights to reimbursement and indemnification granted under this section to any such Trustee, officer, employee or agent shall extend to his or her heirs, executors and administrators. No such reimbursement or indemnification shall be provided for any person with respect to any matter as to which he or she shall have been 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 Association, or to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. Reimbursement or indemnification hereunder shall include payments by the Association of costs and 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 hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment. Nothing herein contained is intended to, or shall, prevent a settlement by the Association prior to final adjudication of any claim, including claims for reimbursement or indemnification under this By-law, against the Association when such settlement appears to be in the interest of the Association. Each such person shall, by reason of his or her continuing such service or accepting such election or employment, have the right to be reimbursed and indemnified by the Association, as above set forth with the same force and effect as if the Association, to induce him or her to continue so to serve or to accept such election or employment, specifically agreed in writing to reimburse and indemnify him or her in accordance with the foregoing provisions of this section. Nothing herein contained is intended to, or shall, prevent the Association from entering indemnity agreements with other persons or purchasing insurance to cover any liabilities of any Trustee, officer, employee or agent. No Trustee or officer of the Association shall be liable to anyone for making any determination as to the existence or absence of liability of the Association hereunder or for making or refusing to make any payment hereunder in reliance upon advice of counsel.

## **ARTICLE XI – AMENDMENTS.**

These By-Laws may be altered, amended or repealed in whole or in part by vote of a majority of the trustees then in office, except with respect to any provision thereof which by law or these By-Laws requires action by the members. Members will be notified of such alterations or amendments before the next annual meeting following the vote of trustees and may alter, amend or repeal any By-Law adopted by the trustees or otherwise adopt, alter, amend or repeal any provision which by law or by these By-Laws require action by the members.