

MEDFORD HEALTH MATTERS

BY-LAWS

Adopted January 9, 2002

ARTICLE I – NAME

The name of this non-profit corporation shall be MEDFORD HEALTH MATTERS, INC. hereinafter referred to in this document as MHM, or “the organization”.

ARTICLE II – PURPOSE AND MISSION

MHM is a coalition of community members, agencies and organizations dedicated to fostering an environment of wellness and healthy lifestyles for all who live learn and work in the community of Medford.

ARTICLE III – LOCATION

The principal office of MHM shall be located in the City of Medford or at such other location as the Board of Directors may determine.

ARTICLE IV – MEMBERSHIP

- 4.1 Membership in MHM shall be open to any individual or organization having an interest in the purpose of MHM.
- 4.2 Each individual member and each organization shall be entitled to one vote on any motion at any Annual or Special Meeting of MHM.
- 4.3 Voting by proxy shall be prohibited.

ARTICLE V – BOARD OF DIRECTORS

- 5.1 The property, business, and affairs of the Council shall be managed by a Board of Directors. Upon election, the President, Vice President, Secretary, and Treasurer shall automatically be members of the Board of Directors.
- 5.2 The number of directors, including officers, shall be at least seven. Directors shall be members of the Council, and shall be geographically connected to Medford either as residents or as employees of MHM member organizations.
- 5.3 At the first Annual Meeting of the members, approximately one-half of the number of directors shall be elected for one-year terms, and the remainder shall be elected for two-year terms. At each Annual Meeting thereafter, the election of directors shall be for two-year terms. Each director shall hold office until the Annual Meeting of the members occurring at the expiration of the term and until a successor has been elected. Any director may be re-elected without limit.
- 5.4 The Board of Directors shall select the time and place for holding regular meetings of the Board.
- 5.5 A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- 5.6 Special meetings of the Board of Directors may be called by or at the request of the President or any four directors by giving notice of the date, time, place and

- purpose of such meeting to all directors at least two days in advance of such meeting.
- 5.7 Any vacancy occurring on the Board of Directors shall be filled by a majority vote of the Board, and any replacement shall serve for the unexpired term of the director replaced.
- 5.8 The Board of Directors may employ such persons as may be necessary to carry out the work of MHM and shall designate any titles, duties, compensation, and expenses appropriate for the positions created.

ARTICLE VI – OFFICERS

- 6.1 The officers of MHM shall be President, Vice President, Treasurer, and Clerk.
- 6.2 A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by a majority of the Board of Directors for the unexpired portion of the term.
- 6.3 President. The President shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Board of Directors.
- 6.4 Vice President. The Vice President shall have such duties and powers as the directors shall determine. The Vice President shall have and may exercise all the powers and duties of the president during the absence of the President or in the event of the President's inability to act.
- 6.5 Treasurer. The Treasurer shall be in charge of the financial affairs, funds, securities and valuable papers, and shall keep full and accurate records thereof. The Treasurer shall oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other federal or state agencies. Unless otherwise authorized by the Board of Directors, the Treasurer shall sign all checks payable for items of indebtedness.
- 6.6 Clerk. The Clerk shall see that all proceedings of the directors are recorded and that these records are maintained in a book or books that are open to the inspection of any member or director. The Clerk shall see that all notices are duly given in accordance with the by-laws and shall keep a register of the addresses of each member and contributor. If the Clerk is absent from any meeting of directors, a temporary clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

ARTICLE VII – MEETINGS OF MEMBERS

- 7.1 The Annual Meeting of the members shall be held at such time and place as the Board of Directors may select, for the purpose of electing officers and directors and for the transaction of such other business as may come before the Meeting.
- 7.2 For the Annual Meeting, the Board of Directors, or the President, shall submit a report to the membership explaining the condition of the organization and the previous year's activities and business.
- 7.3 Special meetings of the members may be called by the President, a majority of the Board of Directors, or by ten or more members.
- 7.4 Written notice stating the place, date, and time of any meeting of members shall be sent to the members not less than ten calendar days before the date of such

meeting, by or at the direction of the President, or the Clerk, or persons calling the meeting. The purpose (s) for which the meeting is called shall be stated in the notice.

- 7.5 At any Annual or Special Meeting of the membership, a simple majority of those in attendance at the meeting shall constitute a quorum.
- 7.6 All meetings shall be conducted according to Robert's Rules of Order.

ARTICLE VIII – COMMITTEES AND APPOINTMENTS

- 8.1 Nominating Committee. The Nominating Committee shall be composed of at least three members appointed by the Board of Directors. The Committee shall meet to choose a Chairperson for the Committee and to prepare a list of nominees for the position of officers and directors falling vacant. The Committee shall furnish such list to the Board of Directors at least thirty days prior to the Annual Meeting, and the report of the Nominating Committee shall be included in the notice of the Annual Meeting sent to the members.
- 8.2 The Board of Directors may appoint or reappoint any committees; an Executive Director, study groups, or individual appointments that it considers necessary to conduct the business of the organization. Said appointed individuals or committees shall make periodic reports as determined by the Board of Directors. Except as otherwise provided, the Chairperson of each committee shall be a member of the organization. Any committee member thereof may be removed by vote of the Board of Directors whenever in its judgment the best interests of organization shall be served by such removal.
- 8.3 Each of said appointed bodies or individuals shall maintain proper records of meetings or reports and files of information developed during their appointment period for purposes of reference by the Board of Directors. When such appointment cease to exist, all such records shall be delivered to the Clerk for file and archive purposes.

ARTICLE IX – FISCAL YEAR

The fiscal year of MHM shall begin on the first day of July and end on the last day of June in each year, unless otherwise designated by the Board of Directors.

ARTICLE X – PERSONAL LIABILITY OF DIRECTORS AND OFFICERS

The directors and officers of MHM shall not be personally liable for any debt, liability or obligation of the organization. All persons, corporations or other entities extending credit to, contracting with, or having any claim against MHM may look only to the funds and property of the organization for the payment of any such contract, debt, damages, judgment or decree.

ARTICLE XI – PROHIBITIONS

- 11.1 Notwithstanding any other provision of these bylaws, MHM is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501 (c) (3) or corresponding provisions of any subsequent tax laws.

- 11.2 No part of the net earnings of MHM shall inure to the benefit of any member, director or officer of MHM, or to any private individual, except for the reasonable compensation that may be paid for services rendered to or for MHM, and no member, director or officer of MHM, or any private individual shall be entitled to share in the distribution of any of MHM's assets upon the dissolution of said organization.
- 11.3 No substantial part of the resources of MHM shall be devoted to attempting to influence legislation, except as provided by IRC 501 (h), or to supporting or opposing the political campaign of any candidate for public office.

ARTICLE XII – DISSOLUTION

Upon dissolution of MHM, after paying or adequately providing for the debts and obligation of the organization, the remaining assets shall be distributed to a nonprofit charitable fund, foundation, or corporation which is organized and operated exclusively to benefit the citizens of Medford, and which has established its tax-exempt status under section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XIII – AMENDMENTS

These bylaws may be amended at any meeting of the Council by a two-thirds (2/3) vote of those members in good standing present and voting, a quorum being present, provided that the proposed amendments are reproduced in the notice for the meeting and the Articles and Sections to be amended are indicated.

DATE OF APPROVAL OF BYLAWS:

January 9, 2002