

NEWBURYPORT ART ASSOCIATION, INC.

BY-LAWS

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ARTICLE I - NAME

This corporation shall be called the Newburyport Art Association, Inc. (hereinafter, the Association)

ARTICLE II - GENERAL

Section 1. Purpose

The purpose of the Association shall be to encourage and share the creation of fine arts and crafts in the maintenance of exhibition galleries, and the development of artistic perception and sound craftsmanship through formal art education, for the Association's members and non-members in the surrounding communities.

Section 2. Limitation of Methods

The Association shall function exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and within the meaning of the General Laws of Massachusetts Chapter 180, Section 4, as amended, pursuant to the above purpose and through any programs or services which would further the same, or for any other charitable or educational purpose and to conduct any business that may be lawfully carried on by a corporation formed under General Laws of Massachusetts, Chapter 180 and that is not inconsistent with the Association's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code, as amended

Section 3. Nondiscrimination

The affairs, bylaws, recommendations and resolutions of the Association shall be in compliance with all federal, state and local laws concerning equal opportunity, and shall not discriminate on the basis of race, color, religion, sex, pregnancy, sexual orientation, gender identity, gender expression, national origin, ancestry, age, physical or mental disability, veteran status, military service, or any other status or characteristic protected by applicable law, and further shall promote a workplace free of sexual harassment.

Section 4. Fiscal Year

The fiscal year shall commence on the first day of January or on such a date as the Board of Directors (See Article IV) may determine.

ARTICLE III - MEMBERS

Section 1. Powers and Rights

The members of the Association shall have the right to elect the directors of the Association and other such powers and rights as are vested in them by law, the articles of organization or these bylaws and other such powers and rights as the Board of Directors from time to time designate.

Section 2. Qualification

Any person interested in furthering and supporting the purpose of the Association may become a member upon payment of the applicable annual dues.

Section 3. Place of Meetings

All meetings of the members shall be held at such a place within the United States of America as is named by the President of the Board of Directors or the Vice President in the case of death, absence, incapacity or refusal by the President.

Section 4. Annual Meeting

An annual meeting of the members shall be held before April 30th each year and shall be convened by the President or the Vice President in the case of the death, absence, incapacity or refusal of the President. In the event the annual meeting is not held on the date specified herein a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

Section 5. Special Meetings

Special meetings of the members may be called by the President or by any six directors,, or in the case of the death, absence, incapacity or refusal of the President, or by any other officer (see Article VI, Section 1), upon written application of any member or members entitled to vote thereat. In case none of the officers is able or willing to call a special meeting, the Supreme Judicial or Superior Court, upon application of said member or members entitled to vote thereat, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.

Section 6. Notice of Meetings

All meetings of the membership shall be called by giving at least seven days notice to each member stating the place, day and hour of the meeting and the purpose thereof. Notices shall be mailed postpaid to or delivered at the address, including electronic mail, of the members as they appear in the records of the Association. Posting of the meeting notice on the public accessible website of the Association shall be considered also as notification. Each year the date of the annual meeting shall be posted on the Associations' website homepage (at a minimum) at least 20 days before the date of the annual meeting agreed to by the Board of Directors.

Section 7. Quorum

A quorum at the annual meeting or at any special meeting of the membership shall be ten members.

Section 8. Voting

At all meetings of the members, every voting member as defined in these bylaws, shall be entitled to one vote. When a quorum is present at any meeting, the majority of the members represented thereat, except when a larger vote is required by law, articles of organization, or these bylaws, decide any question before the meeting.

Section 9. Dues Arrearage

NAA Membership is annual and rolling. Members will automatically be notified 30 days prior to the date of their membership expiration date. Should the member fail to renew during the 30-day grace period following their membership expiration date, the membership will automatically become inactive.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Duties and Powers of the Board of Directors

The Board of Directors shall have policy and fiduciary responsibility, and shall have the general management and supervision responsibility for the affairs of the Association including election of directors and other powers and duties of a Board of Directors under Massachusetts law, except with respect to those powers reserved to members by law, the articles of incorporation or these bylaws. The Board of Directors shall have the custody and control of the estate, buildings and collections of the Association.

Section 2. Qualifications

A director shall be 18 years old and a current, active member of the Association.

Section 3. Number and Election

Directors shall be elected at the annual meeting by a majority vote of active members, present and voting. The directors shall be divided into three chronological classes of equal size, the term of each class expiring each year. At each annual meeting of the members, the active members shall elect for a term of three years the appropriate number of successors to the class whose term is expiring, and they may also elect additional directors to the other classes to the extent necessary to maintain equality in size among classes. There shall be fifteen (15) directors unless otherwise fixed by the members, but in any case there shall be at least twelve (12) and no more than eighteen (18) directors. The Board may also elect new directors at any time of the year that is practical and will report such action to the membership within 30 days of such action in accordance with the requirements of Article III, Section 6 of these by-laws.

Section 4: Term of Office

Each director shall hold office for three years or for a lesser term if so specified within the class to which the director is elected. The term of office shall commence upon election and qualification and ceases once a successor is elected and qualified, or until the director sooner dies, resigns, is removed, or becomes disqualified. Directors may hold successive terms.

Section 5. Regular Meetings of the Board

Meetings shall be held at such a place within the United States of America as is named by the President or by the Vice President in the event of the death, absence, incapacity or refusal of the President. The directors shall meet annually immediately following the annual meeting of members. Other regular meetings may be held at such times as the directors may fix.

Section 6. Special Meetings of the Board

Special meetings of the directors may be called by the President or by the Vice President in the absence of the President, by any two directors, or by the Executive Director.

Section 7. Notice of Meetings of the Board

No notice need be given for regular meetings. Forty-eight hours notice by mail, electronic mail, telephone or word of mouth, or posted on the public accessible website of the Association, shall be given for a special meeting of the Board of Directors unless shorter time notice is adequate under the circumstances. A notice or waiver of notice need not specify the purpose of any special meeting. Notice of a meeting need not be given to any officer or director if 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 officer or director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her.

Section 8. Quorum

A majority of the members of the Board of Directors then in office shall constitute a quorum, but a smaller number may adjourn without further notice until a quorum is present. If a quorum is present, a majority of the directors present may take action on behalf of the Board of Directors except to the extent that a larger number is required by law, the articles of organization or these bylaws.

Section 9. Action by Consent

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the members consent to the action in writing and the written consents are filed with the records of the meeting. Such consents shall be treated for all purposes as a vote at a meeting. Members of the Board of Directors of the Association or any committee designated thereby may participate in a meeting

of the board or committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute a meeting.

Section 10. Vote of Interested Directors

A director who is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the Association contemplates contracting or transacting business shall disclose his or her relationship or interest to other directors acting upon or in reference to such contract or transaction. No director 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 directors shall be required before the Association may enter into such contract or transaction. In case the Association enters into a contract or transacts business with any firm, corporation or association of which one or more of its directors is a member, stockholder, trustee, director, officer, of employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein that are or might be adverse to the interests of the Association. No director or directors having disclosed such adverse interest shall be liable to the Association or to any creditor of the Association 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 director or directors be accountable for any gains or profits to be realized thereon. Notwithstanding the foregoing, nothing in this section shall require a director who is a member, stockholder, trustee, director, officer or employee of an affiliate of the Association to disclose his or her relationship with such affiliate and such relationship in connection with a discussion of, or vote on, any matter dealing with such affiliate and such relationship shall not be deemed a conflict of interest for any purpose, unless otherwise expressly determined by the affirmative vote of the majority of all the directors then in office. For purposes of this section, an affiliate shall mean any other nonprofit corporation, which is described in and qualified under section 501(c)(3) of the Internal Revenue Code.

ARTICLE V – COMMITTEES

Section 1. Appointment and Authority of Committees

The Board of Directors may delegate such of their powers as they consider advisable, except those powers which by law, the articles of organization, or these bylaws, may not be so delegated, to such committees as the Board of Directors may establish. Members of such committees, unless otherwise specified, need not be directors.

Section 2. Executive Committee

The Executive Committee shall have the mission to provide general management support to the Board of Directors in fulfilling policies, strategies and operational responsibilities, and shall consist of the President, Vice President, Secretary, Treasurer and no more than three other directors elected annually by the Board of Directors. The Executive Committee shall have the power to transact all regular business of the Association during the interim between meetings of the Board of Directors; provided that such action taken by the Executive Committee shall not conflict with the policies and expressed wishes of the Board of Directors, and provided further that the Executive Committee shall refer all matters of major importance to the Board of Directors. A majority of the members of the Executive Committee then holding office shall constitute a quorum. The immediate past President, if then in office as a director, shall be an ex-officio member of the Executive Committee for a term of one-year starting at the conclusion of the President's elected term and shall be counted in constituting a quorum.

Section 3. Finance Committee

The Finance Committee shall have the mission to provide planning, policies and oversight in support of the Board of Directors' fiduciary and risk management responsibilities. It shall be composed of the President, Treasurer and up to three other members who shall be appointed by the President with approval of the Board of Directors. The duty of this committee shall be: (a) to prepare and maintain financial and risk management policies; (b) to prepare annual operating and capital budgets; (c) to recommend investments for Board of Directors approval and to review them at least annually; (d) to implement internal audit procedures; (e) to review annually the adequacy of the insurance coverage; (f) to appoint a certified public accountant, and (g) to present financial audit results when required by law to the Board of Directors.

Section 4. Board Development Committee shall have the mission to support the Board of Directors in the selection and education of directors and committee chairs, and in the self-assessment of the board of director's performance. The committee shall have the following on-going responsibilities: (a) to review the current Board membership to identify candidates for directors, officers and committee positions; (b) to contact potential candidates to discuss the work of the Board of Directors and their interest in serving; (c) to recommend a slate of candidates to the Board of Directors; (d) to orient new board and committee members; (e) to maintain an up-to date board handbook; (f) to help the board assess its performance; (g) to monitor board retention and address problems when appropriate; and (h) to recognize the service of dedicated board and committee members.

ARTICLE VI - OFFICERS AND AGENTS

Section 1. Number and Qualifications

The officers of the Association shall consist of a President, Vice President, Treasurer, and Secretary. The Board of Directors may elect from time to time other officers of the Association. Officers shall be members in good standing of the Association and shall be directors. Two or more offices may be held by the same person but shall be counted as one vote. A President who has completed three consecutive terms is eligible for election as President after a one-year lapse. The Secretary shall be a resident of Massachusetts unless a resident agent shall have been appointed pursuant to Massachusetts law. The Association may also have an Executive Director as its agent and may have other such agents, if any, as the Board of Directors may appoint. Agents of the Association may, but need not, be members.

Section 2. Election and Appointment

The President, Vice President, Treasurer and Secretary shall be elected annually by the Board of Directors at their first meeting following the annual meeting of members. Other officers, if any, may be elected by the Board of Directors at any time. The Executive Director and other agents of the Association, if any, shall be appointed by the Board of Directors.

Section 3. Tenure

The President, Vice President, Treasurer and Secretary shall each hold office until the first meeting of the Board of Directors following the next annual meeting of the members and until their respective successors are chosen and qualified, and each other officer shall hold office until the first meeting of the Board of Directors following the next annual meeting of the members unless a shorter term of office shall have been specified by the term of that officer, or in each case until the officer sooner dies, resigns or is removed or becomes disqualified. The Executive Director and each agent of the Association shall retain authority at the pleasure of the Board of Directors.

Section 4. President

The President shall be the chief executive officer of the Association and preside at all meetings of the members and Board of Directors and shall have other powers and duties as may be determined by the Board of Directors. Subject to the control of the Board of Directors, the President shall have general charge and supervision of the affairs of the Association.

Section 5. Vice-President

Shall have all the powers and be subjected to all the responsibilities given to or imposed upon the President in the absence or disability of the President and shall have other duties and powers as the Board of Directors may from time to time designate.

Section 6. Treasurer

1. Shall be the chief financial officer and the chief accounting officer of the Association.
2. Shall receive all income, financial donations, and bequests and shall deposit the same in the name of the Association. This responsibility may be carried out by a designee of the Treasurer.
3. Shall make, sign and endorse in the name of the Newburyport Art Association, Inc. all checks, drafts, notes and offers of payment of money, subject to the directions of the Board of Directors or the Executive Committee. This responsibility may be carried out by a designee of the Treasurer.
4. Shall render a statement of the financial condition of the Association at quarterly meeting of the Board of Directors and at other such meetings that may be required, and shall render a financial report to the Board of Directors prior to the annual meeting and to the members at the annual meeting.
5. Shall receive and receipt all money and securities due the Association and to hold, manage and use the same in accordance with the directions of the Board of Directors.
6. Shall keep separate, apart and inviolate all funds given to the Association in trust, or with limitations as to the income or use thereof, and the investments thereof shall be in the control of the Board of Directors.
7. Shall keep the funds of the Association at interest, or invested, retaining only sums as may be necessary to meet expenses of the Association. The condition of the various funds, as well as the receipts and disbursements, shall be included in the annual report of the Treasurer.
8. Shall prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service and other governmental agencies.

Section 7. Secretary

1. Shall keep a record of all meetings of the Association and Board of Directors in records kept for that purpose at the principal office of the Association in Massachusetts. Such records shall also contain the original or certified By-laws of the Association and the names and addresses of all directors, officers and agents of the Association.
2. Shall report at the annual meeting the transactions for the preceding annual meeting.
3. Shall give notice of all meetings of the Association and Board of Directors.
4. Shall notify all directors and officers of their election.
5. If the Secretary is absent from any meeting of the members or directors, a temporary Secretary chosen shall exercise the duties of the Secretary at such meeting.
6. The Secretary shall be a resident of Massachusetts unless a resident agent shall have been appointed pursuant to Massachusetts law.

Section 8. Other Officers

Other officers shall have such powers as may be designated by the Board of Directors.

Section 9. Executive Director

The Executive Director shall be subject to the direction of the Board of Directors, President and Executive Committee and:

1. Shall be the chief operating officer of the Association
2. Shall conduct the programs, education, outreach and exhibitions of the Association
3. Shall report to the Board of Directors at their regular meetings
4. Shall have other duties and powers as the Board of Directors, President or Executive

Committee may from time to time designate, except those powers, which by law, the articles of organization, or these bylaws may not be so delegated.

ARTICLE VII - DIRECTORS EMERITUS, SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS

Section 1. Directors Emeritus, etc.

A person who is distinguished by valuable and meritorious service to the Association may be elected by the Board of Directors as a director emeritus at any regular or special meeting of the Board of Directors by the majority affirmative vote of the directors then in office. A director emeritus may attend Board of Directors meetings and may speak at such meetings with the permission of the presiding officer. The Board of Directors may designate persons or groups of persons as sponsors, benefactors, contributors or advisors of the Association or such other titles as they deem appropriate. Such directors emeritus and other persons shall serve in an honorary capacity and shall in such capacity have no right to notice of or to vote at any such a meeting of the Board of Directors, shall not be considered for purposes of establishing a quorum at such a meeting, and shall have no other rights or responsibilities as directors.

ARTICLE VIII – RESIGNATIONS, REMOVALS AND VACANCIES

Section 1. Resignation

A member, director or officer may resign at any time by giving his or her resignation in writing to the President, Secretary or to the Association at its principal office and shall be effective upon receipt unless otherwise specified.

Section 2. Removal

A member may be removed from membership with or without cause by the affirmative vote of the majority of directors then in office. A director may be removed with or without cause by the affirmative vote of the majority of members in good standing. A director may also be removed with cause by the affirmative vote of the majority of directors then in office. An officer may be removed with or without cause by the affirmative vote of the majority of directors then in office. A director or officer may be removed for cause only after reasonable notice and an opportunity to be heard before the body proposing removal.

The Executive Director and each agent of the Association shall retain their authority at the pleasure of the Board of Directors.

Section 3. Vacancies

Continuing officers and directors may act despite a vacancy or vacancies in the Board of Directors and shall for this purpose be deemed to constitute a full Board of Directors. Any vacancy in the Board of Directors, however occurring, including a vacancy resulting from an enlargement of the Board of Directors, may be filled, by the Board of Directors by a majority the affirmative vote of the directors then in office. Directors elected during the first three quarters of the calendar year shall be deemed elected within that year's Board of Director "Class." Directors elected during the last quarter of the calendar year shall be deemed elected within the following calendar year's Board of Director "Class." Each class's term shall be for calendar three years, ending in April.

ARTICLE VIX - OTHER PROVISIONS

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the Association, for its voluntary dissolution, or for limiting, defining, or regulating the power of the Association, or of its officers or members, are as follows:

Section 1. Partnerships

The Association may be a partner in any enterprise, which it would have power to conduct itself.

Section 2. Prohibition on Distribution of Assets

No part of the assets of the Association and no part of any net earnings of the Association shall be divided among or inure to the benefit of any officer or director of the Association, or any private individual, or be appropriated for any purposes other than the purposes of the Association as herein set forth, except that the Association shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes.

Section 3. Compensation

No director or officer (except for the salaried Executive Director) shall be entitled to receive compensation for services as director or officer but shall not be precluded from serving the Association in any other capacity and from receiving compensation for such services.

Section 4. Prohibition of Political Activities

No substantial part of the activities of the Association shall be the carrying on of any propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 5. Sale Conveyance or Lease of Real Property

The Board of Directors, may sell, convey or lease to such persons as they see fit any real estate in which the Association has interest; and all deeds, leases and conveyances of such real estate, so sold or leased, shall be signed in the name of the Newburyport Art Association, Inc. by the President and the Treasurer.

Section 6. Execution of Papers

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

Section 7. Dissolution of the Association

Except as may be otherwise required or permitted by law, the Association may at any time authorize a petition for dissolution to be filed with the Supreme Judicial Court for the Commonwealth of Massachusetts pursuant to General Laws of Massachusetts, Chapter 180 Section 11A, by the affirmative vote of a majority of the directors of the Association then in office; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the Association, the property or assets of the Association remaining after paying its debts and obligations, shall be conveyed, transferred, distributed and set over outright to one or more educational, charitable, or literary institutions or organizations, created for nonprofit purposes similar to those of this Association, as long as such organization is exempt from income tax under Section 501(c)(3) of the Internal Revenue Code. A majority of the total number of directors of the Association shall so designate the Association (s) to receive the contributions, and in what proportion.

Section 8. Limitation of Liability

No officer, director or agent shall be personally liable to the Association or its members for monetary damages for or arising out of a breach of fiduciary duty as an officer, director or agent notwithstanding any provision of the law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the Association, or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. The foregoing provision shall not eliminate or limit the liability of an officer, director or agent for any act or mission occurring prior to the date upon which the foregoing provision became effective. To the extent permitted by law, no amendment or deletion of the foregoing provisions of this paragraph (i) which restricts or limits the limitation on liability provided there under to officers and directors shall apply or be effective with respect to actions and omissions of any officer, director or agent occurring prior to the date said amendment or deletion became effective.

Section 9. Indemnification

The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director, President, Vice President, Treasurer, assistant Treasurer, clerk, assistant clerk, Executive Director or other officer or agent of the Association (hereinafter "Indemnified Officer (s)"), against any and all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonable incurred by or imposed upon such Indemnified Officers in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, in which an Indemnified Officer may become involved by reason of serving or having served in such capacity; provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer's action was in the best interests of the Association.

Such indemnification may, to the extent authorized by the Board of Directors of the Association, include payment by the Association of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such proceeding or action, upon receipt of any undertaking by the person indemnified to repay such payment if such Indemnified Officer shall not be entitled to indemnification under this paragraph, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the Association under this paragraph, and each director and officer of the Association approving such payment shall be wholly protected, if:

- (i) The payment has been approved or ratified (1) by a majority the affirmative vote of a quorum of either (a) the members who are not at that time parties to the proceeding or (b) the directors who are not at the time parties to the proceeding or (2) by a majority vote of a committee of two or more directors who are not at the time parties to the proceeding and are selected for this purpose by the full Board of Directors (in which selection directors who are parties may participate); or
 - (ii) The action is taken in reliance upon the opinion of an independent legal counsel (who may be counsel to the Association) appointed for the purpose by vote of the directors in the manner specified in these bylaws or, if that manner is not possible, appointed by a majority of the full Board of Directors then in office;
- or

- (iii) The directors have otherwise acted in accordance with the standard of conduct applied to directors under MGL c.180; or
- (iv) A court having jurisdiction shall approve the payment.

The indemnification provided hereunder shall insure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder. The right of indemnification under this paragraph shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this paragraph shall affect any rights to indemnification to which Association employees, agents, directors, officers and other persons may be entitled by contract or otherwise under law. No amendment or repeal of the provisions of this paragraph which adversely affects the rights of an Indemnified Officer under this paragraph shall apply with respect to such Indemnified Officer's acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of, such Indemnified Officer.

ARTICLE X – AMENDMENTS

These bylaws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the members present and voting at any meeting, the notice of which contains a statement of the proposed alteration or amendment. The Board of Directors may also make, amend or repeal these bylaws in whole or in part and shall give written notice of such action to the membership before the next meeting of members. Any such alteration, amendment or repeal by the Board of Directors may then be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the membership present and entitled to vote thereon.

Notwithstanding the above provision of this Article, any amendment, alteration, or repeal of a bylaw by the Board of Directors as provided for in this Article shall be valid and given full force and effect unless and until acted upon by the membership.