

**FALMOUTH HEIGHTS -MARAVISTA NEIGHBORHOOD ASSOCIATION INC.
BYLAWS**

(Adopted: September 1972; Revised August 2014, August 2015 & August 2016)

ARTICLE I - NAME, LOCATION AND FOCUS AREA

1.1. Name. The name of this corporation, which is a nonprofit corporation organized under Massachusetts General Laws, Chapter 180, is Falmouth Heights-Maravista Neighborhood Association, Inc. (hereinafter "FHMNA" or "the Association"). FHMNA holds Federal Tax Federal exempt status under Section 501(c)4.

1.2. Location. FHMNA is located in Falmouth, Massachusetts and is not required to have a corporate office. Mail is received at a Post Office Box designated by the US Postal Service, paid from the FHMNA treasury and maintained by a designated Officer of the Board of Directors. For State and Federal purposes, the PO Box and/or name and contact information of any Officer of the Board of Directors may be used.

1.3. Focus Area. To fulfill the mission of the Association (see Article II), the focus area is bordered on the south by Vineyard Sound from the west side of the Great Pond bridge to the mouth of Falmouth Inner Harbor; bordered on the west by Falmouth Inner Harbor to the south side of Robbins Road continuing north along the east side of Falmouth Heights Road to Alma Road; bordered on the north by Alma Road, including Helmis Circle; bordered on the west by the western shore of Little Pond and its tributary north to Maravista Avenue; bordered on the north, traveling east on Maravista Avenue and Nickerson Street to the west coast of Great Pond; and, bordered on the east by the west shore of Great Pond south to Vineyard Sound. See Article III for Membership requirements which may not be constrained by these boundaries.

ARTICLE II - MISSION

2.1. To preserve and improve the residential character of the Falmouth Heights and Maravista neighborhoods.

2.2. To protect and enhance our beaches, parks and other public spaces.

2.3. To encourage activities that promote civic pride and the healthful and peaceful enjoyment of our neighborhoods.

2.4. To provide a forum to identify concerns affecting our neighborhoods, make relevant information available to our members, and address areas of concern with appropriate Town bodies.

ARTICLE III – MEMBERSHIP

3.1. Membership – Definitions.

A. Eligibility. Membership shall be open to any Resident of the Falmouth Heights or Maravista Focus Area as defined in Article I. A Member is admitted after filling out the approved form and paying the specified dues.

B. Types of Membership.

- 1) Individual
- 2) Family residing at the same address.
- 3) Life Members. From time to time the Board of Directors may offer lifetime memberships.

C. Types of Residents.

- 1) Owners. An owner is defined as anyone who pays real estate taxes to the Town of Falmouth as an individual or through a Trust, Corporation, etc., or is a family member of such and resides, full or part-time, in their property.
- 2) Tenants. Full-time, year-round, tenants with proof of tenancy.

3.2 Rights and Privileges of Members. Members in good standing shall have the right to:

- A. vote at any Annual Meeting or vote called by any means by the Directors,
- B. receive support and direction from, and possibly action by, the FHMNA Board regarding specific concerns. Members have the right to request the Board to discuss issues that are relevant to them and may, upon request, be invited to attend a Board meeting to make a presentation of that issue,
- C. receive the full minutes of all annual meetings,
- D. be included in any US mail or web-based email list for notification of postings and activities,
- E. participate in a poll or vote taken by US mail or electronic means,
- F. receive all published newsletters
- G. apply to become a Director or participate on one of the FHMNA Committees, as a Liaison or any other position deemed appropriate by the Board.
- H. privacy. All information shall be kept confidential and be used only for purposes of communication within the FHMNA.

3.3 Restrictions. Members may not speak as a representative nor act on behalf of the Association without prior approval of the Board of Directors.

3.4 Membership Dues. The amount of annual dues shall be as proposed by the Executive Board and as approved by the Membership.

3.5 Termination of Membership. Memberships terminate upon the member's death, resignation, failure to pay dues or expulsion as next described.

- A. Suspension and Expulsion. Any member may be suspended or expelled from membership with or without cause upon the affirmative vote of at least two-thirds of all the active Directors if, in the discretion of the Board as indicated by such vote, such suspension or expulsion

would be in the best interests of the FHMNA. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership.

ARTICLE IV – EXECUTIVE BOARD

4.1. Board of Directors, their Duties and Restrictions. There shall be a Board of Directors in charge of the management of the FHMNA with full responsibility for carrying out the programs adopted at the Annual Meeting and to act on behalf of the FHMNA on all matters relating to the mission of the organization which, as determined by the Board, cannot be deferred to the next Annual Meeting of the Members. The Board:

- A. shall arrange for the Annual Meeting.
- B. may call Special Meetings.
- C. may appropriate funds of the FHMNA.
- D. shall appoint a second signatory from the existing slate of Officers to bank accounts maintained by the Treasurer.
- E. shall meet quarterly for a Regular meeting and may meet more often for Special Meetings.
- F. may authorize individual Directors to speak as a representative for and/or act on behalf of the FHMNA.
- G. shall elect Officers from the Board of Directors.
- H. may establish or terminate committees and their members, be they Standing or Appointed.
- I. may appoint Liaisons as appropriate.
- J. may, until the next election at an Annual Meeting, fill any vacancy including those created by an authorized increase in the number of Directors.

4.2. Type, Number and Terms of Directors.

A. Directors.

1) The number of Directors constituting the entire Board shall be a minimum of five (5) and a maximum of fifteen (15), with representation from both the Falmouth Heights and Maravista neighborhoods.

2) Directors may be elected for any number of successive terms.

3) The term of each Director, upon being elected to office at the Annual Meeting, shall begin immediately after the election.

4) In the case that a new Director is replacing a Director who has left before the end of his/her term, the new Director shall, upon election, assume the remaining term of the retiring Director.

5) Directors may, with notification to the President, request a leave of absence until the next Annual Meeting.

B. Alternates.

1) There may be up to two (2) Alternate Directors who shall have all the rights, privileges and obligations of a Director.

2) Alternates may vote in place of a Director only when a Director is absent at a meeting where a vote is taken.

3) Alternates shall serve for a term of one (1) year and may be elected for any number of successive terms.

C. Staggering of Terms.

1) The term of each Director shall be staggered in three-year terms with five Directors being elected each year.

2) If the total number of Directors has been increased or decreased by a change in Bylaw, one-third of the Directors shall be elected each year.

4.3 Qualifications for Office.

A. A Director must be a member in good standing of the FHMNA.

B. Each Director shall serve without compensation.

C. Directors must be able to communicate via electronic means.

4.4 Vacancies, Resignations and Removals.

A. Vacancies. Vacancies may be filled on an interim basis during a fiscal year through the Nominating process. Any interim board member would then be presented to the Members for a vote to become permanent at the next Annual Meeting of the Members.

B. Resignations. A Director may resign at any time, for any reason, either for immediate action or for a future date, by giving written notice to the President. Resignation is required when a Director ceases to be a member in good standing of the Association.

C. Removals. A Director may be removed during his/her term by a 2/3rds vote of the Board of Directors whenever, in its judgement, the Officer's actions are contrary to the mission of the Association.

ARTICLE V – OFFICERS

5.1. The Officers shall include a President, a Vice President, a Treasurer and a Secretary, who shall be elected by the Board of Directors from its membership to serve terms of one year by a majority of the Board as the first matter of business at the first meeting held after the Annual Meeting of the FHMNA, and installed immediately after the vote.

5.2. Duties. In addition to duties prescribed below to each Officer, all Officers shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the Bylaws.

A. The President shall:

1) act as the chief executive and operating officer of the FHMNA, and, subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the FHMNA.

2) preside at all Regular and Special Director and Member Meetings.

3) be an ex officio member of all committees, except the Nominating Committee, with the rights to vote at any meeting attended.

4) act as Archivist holding the originals of official and legal documents deemed to be of future value to the FHMNA in a protected environment (fireproof safe) and make these available to any Director upon request. These may include, but are not limited to: letters, Federal and/or State non-profit status documents, deeds or hearing copies, and early photos.

5) maintain accounts of email votes until they are read into the record.

6) be responsible for notices given to Directors and Members of all regular and special meetings in accordance with Article VII below.

B. The Vice President shall:

1) at the request of the President, or in the President's absence, perform any or all of the duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the President or the Board of Directors or as may be provided in these Bylaws.

2) examine the books and records of the Secretary and the Treasurer and from time to time may report to the Board of Directors thereon.

C. The Treasurer shall:

1) have custody of all FHMNA funds, collecting all dues and other funds received and dispersing funds as instructed by the Directors up to a certain amount, set by the Directors from time to time, for either one-time or re-occurring costs.

2) maintain a full and accurate record of all accounts, receipts and disbursements, assets and liabilities of the FHMNA, which shall be:

a) available for inspection at reasonable times by the Vice President;

b) reported to the Directors at Regular Meetings and to the Members at the Annual Meeting; and

c) filed, using the appropriate non-profit tax or other required forms, with the State of Massachusetts and Federal Internal Revenue Service.

3) account for and deposit such money in a duly accredited bank in the name of the Falmouth Heights-Maravista Neighborhood Association. Any change in banks shall be communicated to the Directors before such change is made, giving a reason for that intended change.

4) coordinate financial activities with a second signatory, as needed.

5) be an ex-officio member of all Committees whose activities require the handling of money.

D. The Secretary shall:

1) maintain a copy of and make available to any Director upon request:

a) the Bylaws, which shall be brought to all meetings,

b) a book of printed minutes of all meetings of Directors and Members,

c) correspondence,

d) the membership list,

e) newsworthy items compiled from local newspapers,

f) all documents held by the Archivist, and

g) any other official correspondence and documents as may, from time to time, be generated by the Board.

2) be responsible for taking minutes at all Director meetings and making them available to the Directors for approval and to Members upon request.

3) be responsible for taking minutes at all Member meetings and making them available to the Members for approval.

4) collect mail from the US Post Office PO Box and distribute the contents to the appropriate Director.

5) write letters in the name of the FHMNA as requested by the Board.

5.3. Restrictions. Officers may not speak as representatives or act on behalf of the Association without prior approval of the Board of Directors.

5.4 Vacancies, Resignations and Removals.

A. Vacancies. Vacancies may be filled during a fiscal year by election by the Board of Directors at any time to serve unexpired terms.

B. Resignations. An Officer may resign at any time, for any reason, either for immediate action or for a future date, by giving written notice to the President. Resignation is required when an Officer ceases to be a member in good standing of the Association.

C. Removals. An Officer may be removed during his/her term by a 2/3rds vote of the Board of Directors whenever, in its judgement, the Officer's actions are contrary to the mission of the Association.

ARTICLE VI – COMMITTEES AND OTHER OFFICIAL REPRESENTATIVES

6.1. Committee Appointments.

A. The Board may establish either standing or appointed committees as it deems appropriate with such duties and responsibilities as it shall designate.

B. The Board shall appoint the members of such committees primarily from the Board of Directors, but also from the general Membership as circumstances warrant.

6.2. Duties. Committees shall:

A. act by majority vote, unless otherwise prescribed by the Board.

B. nominate their own Chair.

C. report to the Board at Regular meetings where any recommendations for actions shall be considered by the Board for approval or adoption.

6.3. Committee Membership.

A. The Chair of each committee must be a Director of the FHMNA, unless otherwise approved by the Board.

B. The President shall be an ex-officio member of every committee except the Nominating Committee.

C. Every committee shall consist of at least two (2) persons, exclusive of the President.

D. Committee members shall be appointed for one-year terms. There shall be no term limits and members may serve successive terms until the dissolution of the committee.

6.4. Types of Committees:

A. Standing Committees shall include but not be limited to:

1) Membership Committee. The Membership Committee shall:

a) ensure the greatest possible membership which proportionately represents the Associations' neighborhoods.

b) carry on a membership solicitation drive whenever deemed appropriate by the Board.

c) recommend to the Directors the types of members and amounts of dues for memberships.

- 2) Nominating Committee. The Nominating Committee shall:
 - a) consist of up to five members.
 - b) identify, interview and recommend to the Board of Directors candidates for Director and Alternate positions.

3) Bylaw Review Committee. The Bylaw Review Committee shall meet at least once every 5 years to review and make recommendations for bylaw changes, if appropriate, to the Board. See Article VIII – Amendment and Administration of Bylaws.

4) Communications Committee. The Communications Committee shall be charged with all communications between the Directors and the Members by any means, including electronic.

B. Appointed Committees may be established by the Board as it deems appropriate and shall have the duties and responsibilities as the Board shall designate from time to time.

6.5. Other official representatives may include:

A. Liaisons. Liaisons shall be:

1) appointed from time to time by the President or a majority of Directors to accomplish the work and mission of the FHMNA.

2) responsible to regularly attend relevant meetings of groups outside the FHMNA, bringing issues important to our members to those groups and reporting back to the Board issues of relevance generated by those groups and the results of these communications. Recommendations for actions shall be considered by the Board for approval or adoption.

6.6. Restrictions. No committee member or other official representative may speak or act on behalf of the FHMNA without prior approval of the Board of Directors.

ARTICLE VII - MEETINGS; VOTING POLICIES AND RIGHTS

7.1. Meetings of Members.

A. Annual Meeting.

1) Dates. Members shall meet at an Annual Meeting on the first Saturday of August each year, or such other time as the Board of Directors may fix in the notice of such meeting to be distributed by the Board of Directors.

2) Agenda. The agenda shall be set by the President who may take input from other Directors, shall include, but not be limited to, the election of Directors as the first order of business followed by approval of the minutes of the previous meeting of Members, Treasurer's report, guest speaker, if any, reports of committees, old and new business, question and answer period and adjournment.

3) Notice. Notice of each Annual Meeting shall be given to each Member either by US mail and/or by electronic means. Such notices shall be sent not less than ten (10) days before each meeting and shall specify the place, day, and hour of the meeting. Notice of the Annual Meeting shall also be placed in a local newspaper twice on publication dates just prior to the meeting date.

B. Special Meetings. Special Meetings may be called for defined purposes ("Call") by the Board of Directors or upon written petition by at least ten percent (10%) of the voting Members.

1) Agenda. Special meetings may transact only such business as is specified in the Call.

2) Notice. All Members shall be notified in writing either by US mail or electronic means at least 7 days prior to the meeting.

C. Voting Rights and Regulations.

1) Each Individual Member in good standing shall be entitled to cast one vote with respect to those matters submitted to the Members for action or approval. A Family having paid for one Membership shall have two votes.

2) Members may not vote by proxy.

3) Votes shall be taken any method approved by the Board of Directors.

4) Members may be recognized to speak at any Member meetings.

D. Quorum. All Members present at any meeting shall constitute a quorum.

E. Non Members. All Annual and Special Meetings of the Members are open to the public and invited guests, who may be recognized to speak on any agenda item or during any portion of the meeting open for general discussion, but may not vote on any issue proposed. This is an exception to Robert's Rules, which call for a case by case vote to allow Non-Members to speak.

7.2. Meetings of the Board of Directors.

A. Quarterly Meetings.

1) Dates. The Board shall meet quarterly and be deemed to be in Executive Session, open only to Directors, unless specifically voted otherwise by a majority the Directors present. The date shall be determined by the President or by consensus.

2) Agendas. The agenda of the quarterly meeting shall be set by the President who may take input from other Directors and may be distributed by the President or anyone else assigned.

3) Notice. All Directors shall be notified in writing or by electronic means at least 10 days prior to the meeting date of the time, date, location and agenda.

B. Special Meetings.

1) Dates. Special meetings of the Board may be called by the President ("Call") or upon request of a minimum of five Members of the Board of Directors.

2) Agendas. Special meetings may transact only such business as is specified in the Call.

3) Notice. Directors shall be notified in writing and/or by electronic means with as much advance notice as practical. Such notice shall state the general nature of the business to be considered at the Special Meeting.

C. Voting Rights. Each Director shall be allowed to vote when present at a meeting. Proxy votes are not allowed.

D. Quorum. A Quorum for Board of Directors meetings shall be a majority of Directors in active status.

E. Non Directors. From time to time guests may be invited to Directors' meetings to speak about relevant items on the agenda and shall speak prior to the Call to Order. Guests shall leave the meeting prior to the Call to Order unless receiving a vote to remain by a majority of Directors present.

7.3. Voting by Mail, Telephone or Electronic Means. Any action required or permitted to be taken at any meeting of the Members or Directors may be taken without a meeting by mail and/or electronic means with the same force and effect as if a meeting had been held. The results of all such votes shall be recorded and filed with FHMNA records.

A. Members.

1) If the Annual Meeting is cancelled for circumstances beyond control, voting the annual election of Directors by the Members may take place by mail and/or electronic means.

2) Voting any other decision usually voted at any called meeting may take place by mail and/or electronic means at any time during the year. Ballots may be mailed and/or delivered by electronic means to all voting Members at least 20 days prior to a specified date at which Members are required to return their vote, either by mail or electronic means.

3) Voting by telephone is not allowed.

4) A Quorum would be defined as all votes returned by the specified date.

B. Directors.

1) Voting by mail or electronic means may be executed at any time and for any purpose in ample time for the Directors to return their vote by mail or electronic means by a specified date. If any Director does not have access to electronic means, that Director may be called by telephone and a report of that call would be made to other Directors.

2) When it is impractical or impossible to either vote by electronic means or schedule a Special Meeting, voting by telephone may be executed under the following circumstances:

a) The President has sole discretion to authorize a telephone vote, either allowing individual calls or a conference call for any issue requiring a group discussion.

b) A majority of active Directors must be reached, or be present on a conference call, to fulfill a quorum.

c) A majority of the quorum is necessary to pass the issue at hand.

d) At the sole discretion of the President, the individual telephone calls shall be made by the President, by an assigned Officer or another Director as appropriate.

e) The results of any individual votes shall be communicated at least to the Directors having taken part in the vote, and an attempt shall be made to communicate the result to all via any means available before any action may be taken.

f) The results of any vote shall be written into the minutes of the next quarterly meeting for the record.

ARTICLE VIII - AMENDMENT AND ADMINISTRATION OF BYLAWS

8.1. Reorganization of Bylaws. From time to time, the Board of Directors may elect by majority to exercise a full examination and reorganization of the entire body of Bylaws.

8.2. Proposed Amendment(s) to Bylaws. Any Director or Member may propose to the Board of Directors a change to these Bylaws.

8.3. Method of Review.

A. A majority of Directors must agree to recommend any proposed change to the Bylaw Review Committee for evaluation.

B. The Bylaw Review Committee shall review current State law and other legal alternatives to meet current regulations. When the Bylaw Review Committee approves by majority of any change(s), they shall then present such change(s) in writing to the Board of Directors.

C. At such time that a majority of the Board of Directors approves a change recommended by the Bylaw Review Committee, it will then prepare a recommendation and submit it with the amendment at the next Annual Meeting.

8.4. Adoption. Per MA General Law, MGL Chapter 180, s.7, 2014, "all amendments to the articles of organization for a nonprofit corporation must be authorized by a two-thirds vote of its members entitled to vote" (see www.sec.state.ma.us/cor/corpweb/corncp/npinf.htm). For this purpose, we declare that Members "entitled to vote" are those present at the Annual Meeting.

8.5. Distribution. Bylaws shall be given to all Directors and made available to Members upon request.

8.6. Administrative Management.

A. Procedural Manual. The Directors shall maintain a Policy and Procedures Manual to guide Directors and Officers regarding the execution of day-to-day operations in accordance with the Bylaws.

B. Officers, Activities and Committees Document. The Directors shall maintain a document useful in the running of the Association listing current Committees, both standing and appointed, liaisons to Town groups, ongoing activities, past accomplishments, etc.

8.7. Inspection of Bylaws. The original or copy of these Bylaws, as amended or otherwise altered to date, shall at all times be kept by the Secretary who shall bring them to all Board and Annual Meetings, and shall be open to inspection by the Members, Officers and Directors at all reasonable times by request.

ARTICLE X - PROHIBITED ACTIVITIES

10.1. Actions Jeopardizing Tax Status. FHMNA shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income taxes under 501(c)4 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

10.2. Lobbying and Political Activities. FHMNA may devote a substantial part of its activities for lobbying purposes (including the publishing or distribution of statements) or otherwise attempting to influence legislation including decisions made by Town officials, representatives and committees. However, FHMNA may participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office only to an insubstantial degree.

10.3. Private Inurement. No part of the net income or net assets of FHMNA shall inure to the benefit of, or be distributable to, its Directors, Officers, members or other private persons unless called to do so as part of the dissolution of the corporation. However, FHMNA is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

10.4. Non-Discrimination. In the conduct of all aspects of its activities, FHMNA shall not discriminate on the grounds of race, color, national origin or gender.

10.5. Conflicts of Interest. A conflict of interest occurs when a person under a duty to promote the interests of FHMNA (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all FHMNA employees, Directors or Officers, and members of any FHMNA committees. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of FHMNA and work to the detriment of FHMNA. Conflicts of interest are likely to arise whenever:

- A. a fiduciary has a personal interest in a vendor of goods or services to FHMNA; or
- B. FHMNA employees are loaned to other organizations, or the employees of another organization are loaned to FHMNA.

10.6. Discharging Conflicts of Interest. All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.

10.7. Preventing Conflict Situations. FHMNA, through the Board of Directors, shall encourage all fiduciaries to prevent conflicts of interest where possible.

- A. Fiduciaries should refuse to enter into self-dealing relationships with FHMNA as a vendor.
- B. Fiduciaries should not accept anything but gifts of insubstantial value from vendors.

C. The lending of employees to, or acceptance of loaned employees from, other organizations should be avoided. If done, however, a clearly drafted contract defining wages, responsibilities, indemnification and conditions of employment is required.

10.8. Litigation. FHMNA shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors in any means allowed by these Bylaws.

ARTICLE XI - FISCAL and MISCELLANEOUS MATTERS

11.1. Fiscal Year. The fiscal year of FHMNA shall be from each August 1 to each July 31.

11.2. Contracts. The Board of Directors may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of FHMNA. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind FHMNA by any contract or engagement, or to pledge its credit, or render it pecuniarily liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing Officer, the President, either alone or with any other Officer, may execute the same in the name of, and on behalf of, FHMNA.

11.3. Financial Accounts. FHMNA may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for FHMNA purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of FHMNA, shall be signed by such Officer(s) or agent(s) of FHMNA, and in such manner, as is determined by the Board of Directors from time to time.

11.4. Appointment and Employment of Advisors. The Board of Directors may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out FHMNA's purposes. The Board of Directors is authorized to employ such persons, including attorneys, accountants, recording secretaries, agents and assistants as in its opinion are needed for the administration of FHMNA and to pay reasonable compensation for services and expenses thereof.

11.5. Limitations on Debt. No debt shall be incurred by FHMNA beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of FHMNA unless authorized by the Board of Directors.

11.6. Liability of Directors and Officers. No Director or Officer of FHMNA shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to FHMNA's assets for payment. Further, neither the Board nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

11.7. Liability of Members. No member of FHMNA shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to FHMNA's assets for payment.

11.8. Property Interests Upon Termination of Membership. Members have no interest in the property, assets or privileges of FHMNA. Cessation of membership shall operate as a release and assignment to FHMNA of all right, title and interest of any member, but shall not affect any indebtedness of FHMNA to such member.

11.9. Property of FHMNA. The title to all property of FHMNA, both real and personal, shall be vested in FHMNA.

11.10. Minor Corrections. Following adoption of any amendments to the Bylaws, or as may be deemed desirable and proper by the Directors, the Secretary shall have the authority to correct the text of the Bylaws in regard to such items as gender neutrality, spelling, grammar, gender, punctuation, capitalization, paragraph numbering and sequence as may be appropriate, provided that no change in the meaning or intent of the Bylaws may be made without an affirmative vote of the members in accordance with Article VIII, Amendment of Bylaws, above.

ARTICLE XII - INDEMNIFICATION

12.1. Right to Indemnification. Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Director or Officer of FHMNA or, while serving as a Director or Officer of FHMNA, is or was serving at the request of FHMNA as a Director, Officer, partner, trustee, employee, or agent of another foreign or domestic association, partnership, joint venture, trust, or other enterprise, whether for profit or not, including service with respect to employee benefit plans, whether the basis of the proceeding is alleged action in an official capacity as a Director, Officer, employee, or agent or in any other capacity while serving as a Director or Officer, shall be indemnified and held harmless by FHMNA to the fullest extent authorized by State law, as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits FHMNA to provide broader indemnification rights than State law permitted FHMNA to provide before the amendment), against all expenses, liability, and loss (including attorney fees, judgments, fines, ERISA excise taxes, or penalties and amounts to be paid in settlement) reasonably incurred by the person in connection therewith, and the indemnification shall continue for a person who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in the next section with respect to proceedings seeking to enforce rights to indemnification, FHMNA shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the Board of Directors of FHMNA. To the extent authorized by State law, FHMNA may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this Article shall be a contract right.

12.2. Non-Exclusivity of Rights. The right to indemnification conferred in this Article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, bylaw, agreement, vote of stockholders or disinterested Directors, or otherwise.

12.3. Indemnification of Employees and Agents of FHMNA. FHMNA may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to payment by FHMNA, for expenses incurred in defending any proceeding before its final disposition, to any employee or agent of FHMNA to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Directors and Officers of FHMNA.

12.4. Insurance. FHMNA may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of FHMNA, or is or was serving at the request of FHMNA as a Director, Officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not FHMNA would have power to indemnify the person against the liability under these bylaws or the laws of the State of Massachusetts.

12.5. Changes in Massachusetts Law. If there is any change of the Massachusetts statutory provisions applicable to FHMNA relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits FHMNA to provide broader indemnification rights than the provisions permitted FHMNA to provide before the change. Subject to the next Section, the Board of Directors is authorized to amend these Bylaws to conform to any such changed statutory provisions.

12.6. Amendment or Repeal of Article. No amendment or repeal of this Article shall apply to or have any effect on any Director, Officer, employee, or agent of FHMNA for or with respect to any acts or omissions of the Director, Officer, employee, or agent occurring before the amendment or repeal.

12.7. Impact of Tax Exempt Status. The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating FHMNA's status as a tax exempt organization described in 501(c)4 of the Internal Revenue Code of 1986, as amended.

ARTICLE XIII - DISSOLUTION

13.1. Dissolution: A majority of the members of who are legally qualified to vote in meetings of FHMNA may vote to authorize a petition for dissolution to be filed with the Massachusetts Supreme Judicial Court. The petition shall state the grounds for the application. After notice and a hearing, the Court may issue a decree of dissolution. The Court will make a return to the Secretary of the Commonwealth giving the name of FHMNA and the date the decree was entered.

13.2. Disposition Upon Dissolution. Upon the dissolution or winding up of FHMNA, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of FHMNA remaining after payment, or provision for payment, of all debts and liabilities of FHMNA shall be distributed, as may be determined by the Board of Directors of FHMNA in its sole discretion, either:

A. to one or more nonprofit funds, associations, or corporations which are organized and operated exclusively for tax exempt purposes and are reasonably related to the purposes and goals of FHMNA, and which have established tax exempt status under '501(c) of the Internal Revenue Code of 1986, as amended, and/or

B. equally amongst current members, including any Officers and Directors, but excluding any paid employees of FHMNA.

End of Bylaws