

Massachusetts Music Educators Association, Inc.  
By-Laws  
As Amended by vote of the Membership on March 1st, 2022

**ARTICLE 1**  
**Name and Location**

**Section 1: Name**

The name of the corporation shall be the Massachusetts Music Educators' Association, Inc., hereinafter referred to as the Corporation or MMEA.

**Section 2: Location**

The Board of Directors may establish and change the location of the principal office of the Corporation within the Commonwealth of Massachusetts, as it deems necessary.

**ARTICLE II**  
**Mission and Powers of the Corporation**

**Section 1: Mission**

Operating as an educational corporation under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations, and in accordance with the purposes of the Corporation as set forth in its articles of organization, it shall be the mission of the Corporation to promote the advancement of music education, and in specific furtherance thereof:

1. To conduct programs and activities to build a vital musical culture and an enlightened musical public for the benefit and the general welfare of all persons;
2. To ensure that every student shall have equitable access in school to a balanced, comprehensive, and high-quality program of music instruction;
3. To improve the quality of teaching, research, and scholarship in music;
4. To promote the involvement of persons of all ages in learning music;
5. To foster the utilization of the most effective techniques and resources in music instruction; and
6. To facilitate the effective pre-service and in-service preparation of music teachers. In furtherance thereof, the Corporation may hold conferences, symposia, festivals, clinics, and other meetings.

**Section 2: Powers of the Corporation**

1. The powers of the Corporation shall be as set forth in its articles of organization, and include the power to apply for and receive grants, enter into contracts, receive and expend funds from public and private sources, hire staff, and develop and administer programs designed to carry out the mission of the Corporation.
2. The Corporation shall function as the Massachusetts federated state unit of the National Association for Music Education (formerly known as the Music Educators National Conference), hereinafter referred to as NAFME, and as an Eastern Division affiliate of NAFME.

3. It is the intent of the Corporation to maintain a close relationship with the Massachusetts Department of Elementary and Secondary Education, the Massachusetts Teachers Association, American Federation of Teachers Massachusetts, and all educational institutions, agencies, and organizations that have common aims.

## **ARTICLE III Membership**

### **Section 1: Classes of MMEA Membership**

1. **Active Membership:** Active Membership shall be open to all persons who are members of NAFME and are engaged in music teaching or those interested in music education in Massachusetts upon the payment of the dues prescribed by the Board of Directors and compliance with any other requirements of membership established by the Board of Directors. Active Members shall have the right to hold an office of the Corporation and to participate in and vote at business meetings of the Corporation, including those meetings at which the Corporation acts at the State or District level.

2. **Life Membership:** Any Active Member of MMEA may become a Life Member upon payment of the dues prescribed by NAFME. Life Members shall have all the rights of Active Membership.

3. **Retired Membership:** Retired Membership is open to any person upon retiring through the Massachusetts Teachers Retirement Board or its equivalent, provided that the person has been an Active Member for at least the last five consecutive preceding years. Retired Members shall have all the rights of Active Membership.

4. **Student Membership:** Student Membership shall be open to all members of NAFME Student Chapters (Collegiate NAFME) within Massachusetts upon payment of the dues prescribed by the Board of Directors. Student members shall be admitted to meetings of the Corporation, including those meetings at which the corporation acts at the State or District level, and shall have the status of Corporation members for the purpose of attending NAFME divisional or national meetings. Student Members shall be entitled to all privileges of active membership except the right to vote at the National level or hold elected office.

5. **Introductory Membership:** Introductory Membership shall be open to NAFME Student Chapter members entering their first year of full time music teaching. Introductory membership shall be limited to one continuous membership year.

### **Section 2: Rights of Members**

1. Except as provided in Section 1, all members of MMEA shall have the right to vote in the election of Members of the Board of Directors and Officers, on the adoption or amendment of By-Laws of the Corporation, and any merger with another corporation.

2. MMEA does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status in any of its activities or operations. These activities include, but are not limited to, the appointment to and termination from its Board of Directors, hiring and firing of staff or contractors, selection of volunteers, selection of vendors, and providing of services.

3. The President, Executive Director or their designee, such as the DEIA Chairperson, shall be responsible for inquires regarding the non-discrimination policy.

### **Section 3: Dues**

1. **Active Membership:** Annual dues for Active Membership shall be the amount specified by NAFME for annual NAFME membership, plus the amount specified by the Board of Directors. This fee will provide members with subscriptions to the Music Educators Journal, Teaching Music, and Massachusetts Music Educators Journal.

2. **Life Membership:** Life Membership in NAFME and MMEA is available under arrangement specified by NAFME, as administered by the Board of Directors. Such membership exempts individuals from further payment of dues to NAFME and MMEA. This fee will provide members with subscriptions to the Music Educators Journal, Teaching Music, and the Massachusetts Music Educators Journal.

3. **Retired Membership:** Annual dues for Retired Members shall be the amount specified by NAFME for annual NAFME membership, plus the amount specified by the Board of Directors. This fee will provide members with subscriptions to the Music Educators Journal, Teaching Music, and Massachusetts Music Educators Journal.

4. **Student Membership:** Annual dues for Student Members shall be the amount specified by NAFME for annual NAFME membership, plus the amount specified by the Board of Directors, plus the amount specified by the local student chapter. This fee will provide members with subscriptions to the Music Educators Journal, Teaching Music, and Massachusetts Music Educators Journal.

5. **Introductory Membership:** National dues for introductory members shall be one-half the amount for active members, and shall be added to the Corporation dues.

6. **Membership Year:** Membership shall be for one year, from the date of processing at the office of NAFME, and shall be renewable upon the anniversary of that day. If dues are not paid by the anniversary date, the member is considered delinquent and forfeits all rights of Membership.

### **Section 4: Resignation**

Any member may resign by submitting a written resignation to the President, the Clerk, or to one of the Directors.

### **Section 5: Termination**

The Board of Directors may terminate a membership for cause. Such termination shall be only after reasonable notice and an opportunity to be heard. (Due Process)

### **Section 6: Annual Meeting**

The Annual General Membership Meeting of the members shall be held in conjunction with the MMEA Annual Conference, on such date as is set by the Board of Directors. The annual meeting shall be held at such place within Massachusetts as the Board of Directors shall determine. If no annual meeting is held as provided above, a special meeting may be held in lieu thereof, and such special meeting shall have the same force and effect as the annual meeting.

### **Section 7: Special Meetings**

The President or the Board of Directors may call special meetings of the members. Such meetings shall be held within the United States.

### **Section 8: Notice**

Notice of the annual meeting shall be given by publication in the Corporation's publication, Massachusetts Music Educators Journal. Notice of any special meeting shall be given by such method as the Board of Directors or President determines will best inform the members under the particular circumstances of the meeting.

### **Section 9: Votes**

Each member shall have one vote.

### **Section 10: Quorum**

At any General Membership Meeting, fifty (50) current members shall constitute a quorum. Less than a quorum may adjourn a meeting, and the meeting may be held as adjourned without further notice.

### **Section 11: Action at Meeting**

When a quorum is present, any matter before the meeting shall be decided by a majority of the members present and voting, unless a larger number is required by law, the articles of organization or these By-laws.

### **Section 12: Compensation**

Members shall not receive any monetary compensation for their services as members. This section shall not preclude a member from serving the Corporation in any other capacity and receiving reasonable compensation for such service. Members who are voting members of the Board of Directors may not receive compensation in the district or at the state level for which their board seat is held. They may, however, receive compensation for services to or in such other districts.

## **ARTICLE IV Board of Directors**

### **Section 1: Powers of the Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors, which may exercise all the powers of the Corporation, except as otherwise provided by law, the articles of organization or these By-Laws. The board of directors may make such rules and regulations for the business of the Corporation as are not inconsistent with these By-Laws, the laws of the Commonwealth of Massachusetts, or the laws of the United States of America, as it deems necessary or proper.

### **Section 2: Board Membership**

The Board of Directors shall consist of the officers listed in Article V and the following elected members:

- District Chairpersons, elected to represent the interests of of their respective districts
  - Central District Chairperson
  - Eastern District Chairperson
  - Northeast District Chairperson
  - Southeast District Chairperson
  - Western District Chairperson
- Representatives in the following areas:
  - Elementary Representative, who will represent the interests of general classroom education, special education, beginning and continuing vocal and instrumental instruction, and other music activities for students through grade five.
  - Middle School Representative, who will represent the interests of general classroom music, special education, continuing vocal and instrumental instruction, elective music courses, and other music activities for students in grades five through nine.
  - High School Representative, who will represent the interests of general classroom education, special education, beginning and continuing vocal and instrumental instruction, elective music courses, and other music activities for students in grades nine through twelve.
  - Higher Education Representative, who will represent the interests of higher education and create, foster and maintain communication and coordination of effort between the higher education community and the teachers and programs of the K-12 schools.
  - K-12 Administrator Representative, who will represent grades K-12 Music Program Leaders.
  - Past District Chairperson, who will serve as a means of continuity from one Executive Board to the next.
  - Diversity, Equity, Inclusion, and Access Chairperson, who will serve in order to ensure that the board considers issues of DEIA in decision making.

### **Section 3: Election**

1. Except for the District Chairpersons, the Members of the Board of Directors shall be elected by the MMEA membership in the manner of election set forth in Article V, Section 2 of these By-Laws.
2. District Chairs are elected by the members of their respective districts.

### **Section 4: Requirements of Board Members**

Members of the Board of Directors should have a commitment to the mission of the Corporation. To be eligible for election, a person must be a current member of MMEA/NAfME, and must be available to attend the Board of Directors' meetings in their entirety. Upon assuming office, and for each year of his/her/their term thereafter, every Member of the Board of Directors shall be provided with a copy of the Corporation's Policy Handbook, and shall sign a written acknowledgment of receipt and agreement to comply with the policies set forth therein. Each Member of the Board of Directors will be required to participate in an annual anti-bias training, provided by the Corporation.

### **Section 5: Term of Office**

1. The term of each Member of the Board of Directors shall be two years and until his/her/their successor is elected and qualified. Members of the Board of Directors may be re-elected for one additional two-year term in that position. After the second term in the same position, a Member of the Board of Directors shall not be eligible for re-election to that position but shall be eligible for election to another position on the Board.

2. Starting in the year 2023, members of the Board of Directors will be elected on the following time schedule in order to maintain continuity:

In the spring of odd-numbered years, the slate of nominees shall include:

President-Elect, Clerk, Treasurer, Higher Education Representative and K-12 Music Administration Representative.

In the spring of even numbered years, the slate of nominees shall include: Elementary School Representative, Middle School Representative, High School Representative, Past District Chair and Diversity, Equity, Inclusion and Access Chairperson.

3. District Chairs will be elected for terms according to their district's operating procedures.

### **Section 6: Resignation**

Any Director may resign by submitting a written resignation to the President, the Clerk, or a meeting of the Board of Directors.

### **Section 7: Removal of Board Members**

A member of the Board of Directors may be asked by the President to resign for failure to carry out the duties of that office, which include attendance at regular Board meetings and MMEA activities, or for other cause including, but not limited to, the revocation of the member's teaching license or credentials by the Massachusetts Department of Elementary and Secondary Education or other applicable authority. The President must notify such member in writing that he/she has not carried out his/her/their duties or of the other cause on which the request to resign is based and that the member has the option to resign, or be removed. The President shall notify the other members of the Board of Directors of this intention prior to notifying the board member in question. Removal from office shall require a majority vote of the Board of Directors, other than the member of the Board of Directors whose removal is sought, at any regular meeting, provided that the member of the Board of Directors has been given reasonable notice and an opportunity to be heard.

### **Section 8: Vacancies**

If there is a vacancy in the Board of Directors for any reason, the Board of Directors may fill the vacancy, and the successor shall hold the office for the unexpired portion of the term.

### **Section 9: Meetings of the Board of Directors**

1. The Board of Directors shall hold bi-monthly meetings for the purpose of conducting the business of the Corporation. The schedule of all meetings shall be published and posted in the Massachusetts Music Educators Journal and on the MMEA web site. Meetings shall be held on the first Monday of the month, provided that day is a school day, in the months of September, November, January, March, May, and June. If the first Monday is a state or federal holiday, the meeting shall be held on such other day as is designated by the President. The

President shall have the right to schedule a meeting on an alternate day if there is a need based on the MMEA calendar of events. Meetings will be open to all members for observation and comment.

2. Special meetings of the Board may be called by the President, on reasonable notice to the Directors, when in his/her/their opinion, the interests of the Corporation would be served by such a meeting.

3. Meetings of the Board of Directors may be held by teleconference or other media provided that there is a quorum participating in the proceedings.

4. Notice need not be given to any member of the Board of Directors if a written waiver of notice, executed by such member of the Board of Directors before or after the meeting, is filed with the records of the meeting, or to any member of the Board of Directors who attends or participates in the meeting without protesting, prior thereto or at its commencement, the lack of notice. A waiver of notice need not specify the purposes of the Meeting.

5. The appointed (non-voting) members in attendance when needed at meetings shall include:

- Collegiate MMEA President
- All-State Conference Committee Chairperson
- All-State Concert Committee Chairperson
- All-State Auditions Coordinator
- Director of Communications
- Advocacy Chairperson
- Executive Director
- Associate Executive Director
- Council Chairpersons

### **Section 10: Quorum and Voting**

1. A majority of the members of the Board of Directors then in office shall constitute a quorum.

2. In the absence of a quorum, the meeting shall be adjourned and no business shall be transacted.

3. With a quorum present, any vote will pass with an affirmative vote of the majority of members present. There shall be no vote by proxy. Electronic voting may be used at the discretion of the President. Before a vote is taken electronically, the President shall provide to the members a written policy governing the manner of voting. The policy shall include requirements of timeliness and notice. The policy may be provided to the members electronically.

4. The Board of Directors shall meet in closed, executive session for all matters related to personnel of the Corporation, including contracts.

5. The Board of Directors may meet in executive session for such other purposes as are deemed to require a closed session when a majority of the voting members vote in the affirmative for an executive session.

### **Section 11: Action by Consent**

Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consent is filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

## **ARTICLE V Officers**

### **Section 1: Officers of the Corporation**

1. The Officers of the Corporation shall be a President, a President-Elect, an Immediate Past-President, a Clerk, and a Treasurer.
2. The President-Elect shall succeed to the office of President and the President shall succeed to the office of Immediate Past President without further election.

### **Section 2: Election**

1. The Immediate Past President shall serve as chairperson of a Nominating Committee. A call for Nominating Committee Members will be made to the general membership in September of each year. Subject to the review and approval of the President, the chairperson shall select six to eight MMEA members to serve on the Committee on or before October first. The chairperson will select members so as to ensure that each MMEA district shall be represented. The Nominating Committee shall select and submit to the Board of Directors, for the Board's approval, a slate of candidates for the positions of officers and members of the Board of Directors.
2. The Nominating Committee shall present to the members of the Corporation at the Annual Meeting and Conference a slate of members for the Board of Directors and Officers for election. Each Director and Officer shall be elected for a two-year term and until his/her/their successor is elected and qualified. All members of the Board of Directors and Officers must be current members of MMEA / NAFME. The biographies of the entire slate of approved candidates must be posted on the MMEA website for 30 days prior to the start of the election period.
3. The Corporation shall establish the process and the schedule for on-line elections, following procedures determined by the Board of Directors. Nominated candidates will be elected by a majority vote of all valid ballots cast. Procedures for receiving and completing an official ballot, will be announced in the Massachusetts Music Educators Journal and/or on the MMEA website. The results of the election shall be announced and posted on the MMEA website and in the next issue of the Massachusetts Music Educators Journal following the election.

### **Section 3: Duties of the Officers**

The Officers shall attend and participate in all of the General Membership, Board Officers', and Board of Directors' meetings.

1. **President:** The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall have general charge and supervision of the affairs of the Corporation. The President shall preside at all meetings of the Corporation, Board Officers, and the Board of Directors. The President shall appoint committees and committee chairpersons, and shall serve as an ex-officio member of such committees, with a deciding vote if necessary. The President shall call special meetings of the Board of Directors when he/she/they deems it necessary. He/she/they shall represent the MMEA as an Executive Board member of the NAFME Eastern Division and as a member of the NAFME National Assembly. In the event of the incapacity of the President or a vacancy in the office of President, the responsibility for performing his/her/their duties shall devolve in the following order of priority: President-Elect, Immediate Past President, and Clerk, until the incapacity is



removed or an election can take place to fill the office, as the case may be. In the event that the President is unable to preside over a meeting of the Corporation or the Board of Directors, the presiding officer shall be determined according to the following order of priority: President-Elect, Immediate Past President, and Clerk.

2. **President-Elect:** The President-Elect may represent MMEA at the request of the President at any official function or as necessity dictates. The President-Elect shall serve as chair of a By-Law Review Committee. The President-Elect shall also serve as a liaison to the Massachusetts Arts for All Coalition.

3. **Immediate Past President:** The Immediate Past President shall serve in an advisory capacity to the President and the Board of Directors. The Immediate Past President shall serve as chair of the Nominating Committee.

4. **Clerk:** The Clerk shall keep records of all Corporation meetings. The Clerk shall attend all meetings of the Board of Directors, Board Officers, and of the Corporation and perform all such duties as are incident to the office. During the absence or inability to act of the Clerk, a Temporary Clerk shall be designated by the person presiding at the meeting or by the Board of Directors.

5. **Treasurer:** The Treasurer shall oversee the finances of the Corporation and shall also oversee the work of the Executive Director, or similar managerial person employed by the Corporation, and the MMEA-designated accountant/accounting firm in regard to all financial reports and transactions. The Treasurer shall review and provide financial oversight for the monthly and quarterly financial statements that are generated by the Executive Director. The Treasurer shall work with the Executive Director to prepare the annual operating budget recommendations to the Executive Board. The Treasurer, in cooperation with the Executive Director, shall render to the Board of Directors, at such times as the Board directs, an annual report of the financial condition of the Corporation as soon as practicable after the close of the fiscal year. In addition, the Treasurer and the Executive Director shall ensure that an annual audit of the Corporation be completed.

6. **Other Powers and Duties:** Subject to these By-Laws each officer of the Corporation shall have, in addition to the duties and powers specifically set forth herein, such duties and powers as are customarily incident to his/her/their office, and such duties and powers as may be designated by the Board of Directors.

#### **Section 4: Resignation**

Any officer may resign by submitting a written resignation to the President or the Clerk, or a meeting of the Board of Directors.

#### **Section 5: Removal**

Any officer may be removed from office for cause by the Board of Directors. Such removal shall be only after reasonable notice and an opportunity to be heard.

#### **Section 6: Vacancies**

If the office of any officer, other than President, becomes vacant, the Directors may appoint a successor, who shall hold office for the unexpired portion of the term, and in the case of the Treasurer and Clerk until his/her/their successor is elected and qualified, or in each case until he/she sooner dies, resigns, is removed or becomes disqualified.

## **ARTICLE VI Committees**

### **Section 1: Committees**

The Board of Directors may appoint committees of members of the Corporation and delegate to such committees such powers as the Board deems appropriate. The President shall have the authority to select the chairperson of each such committee. A call for service on Committees will be made to all MMEA Members.

### **Section 2: Additional Committees**

The Board of Directors may establish and appoint the members of such other committees, as it deems necessary. These committees may include:

1. **Annual Conference Committee:** The Annual Conference Committee shall consist of the Conference Coordinator and Assistant Conference Coordinator. The Committee shall also include no more than eight (8) conference coordinators to represent the NAFME councils and provide for the professional development of the membership.
2. **All State Concert Committee:** The All State Concert Committee shall consist of the Concert Chairperson, Assistant Concert Chairperson, Auditions Coordinator [registration, adjudicator management and preparation of materials], Technical Manager [audition records, tabulation, results, and database management], Ensemble Managers and Assistant Managers, Housing Chairs, Equipment Manager(s), Auditions Site Host
3. **Councils:** The Corporation, in accordance with NAFME guidelines, will solicit qualified members to represent the councils as designated by the National Executive Board of NAFME and recommended by the Board of Directors. Councils are typically in the areas of Band, Choral, Collegiate, General Music, Guitar Education, Innovations, and Technology, Jazz, Composition, Music Program Leaders, Orchestral Education, and the Council for Research and Music Education. These councils serve in a consultative and liaison capacity to promote the mission of the Corporation. There shall be no requirement that these Bylaws be amended to reflect any changes in the designated Representative Councils. A call for service on councils will be made to all MMEA Members every year.
4. **Personnel Committee:** The Officers shall act as a Personnel Committee and shall meet annually to evaluate and review the performance of the paid staff of the Corporation and make recommendations to the Board of Directors relative to reappointment and compensation.
5. **By-Law Review Committee:** The By-Law Review Committee will be organized in the first year of the President- Elect's term for the purpose of reviewing the Corporation's By-Laws and making recommendations for revisions. The President-Elect will serve as Chair of the Committee.
6. **Award Committees:** Lowell Mason, Distinguished Service, The Donna F. Nagle Award for Excellence in General Music, The Music Program Leaders Award, and Advocacy Award Committees shall be appointed in January of each year, for selection of recipients of the named awards to be presented at the Annual Conference.
7. **Growing Music In MASS:** Growing Music in MASS, a giving arm of the MA Music Educators Association, provides financial assistance to school programs, identified by association members, that are chronically underfunded, require start-up funding, or need additional

assistance for underserved student populations. In addition, the foundation will provide scholarships to students needing assistance to participate in state festivals.

### **Section 3: Educational Partnerships**

It shall be the policy of the Corporation to cooperate and work with those organizations and associations that promote the mission of the Corporation and the advancement of music education for all students in the Commonwealth.

## **ARTICLE VII Amendments**

### **Section 1: Amendments:**

These By-Laws may be amended, altered, or repealed by vote of a majority of the membership present and voting at any business meeting of the Corporation, or at a special meeting called by the Board of Directors specifically for this purpose, or by a majority of the members of the Corporation making mail-in ballot returns pursuant to a mail-in, on-line or electronic mail vote called by the Board of Directors.

1. Proposed amendments, alterations, or repeal of the By-Laws to be considered at a meeting or pursuant to a mail-in, on-line or electronic mail vote must be submitted by the Clerk, upon the approval of the Board of Directors, to all active members at least thirty days prior to the date of the meeting when voting will take place.
2. In the event of a mail-in, on-line or electronic mail vote, the Clerk shall, upon direction of the Board of Directors, notify each member, by mail or electronic mail, with a copy of the proposed amendment, a ballot, and instructions. The deadline for the return of the ballots shall be not less than fifteen or more than twenty-eight days after the date of notification.

## **ARTICLE VIII**

### **Records, Parliamentary Procedures, Execution of Papers, Fiscal Year, Corporate Seal**

#### **Section 1: Reliance on Records**

Each Officer, Director, or committee member designated by the Board of Directors or the President under these By-Laws shall be entitled to rely, in good faith, upon the books of accounts and any records of the Corporation and reports made to the Corporation by any of its officials, or by an independent certified public accountant.

#### **Section 2: Parliamentary Procedures**

All meetings of the Corporation and meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order.

#### **Section 3: Execution of Papers**

All deeds, leases, transfers, contracts, notes, checks, drafts, and other obligations made, accepted or endorsed by the Corporation shall be signed President. Unless otherwise directed by the Board of Directors, the Treasurer or, upon such terms as the Board may prescribe the Executive Director, will sign and execute all checks and financial obligations made or accepted by the Corporation.

#### **Section 4: Fiscal Year**

The fiscal year of the Corporation shall be July 1 to June 30.

#### **Section 5: Corporate Seal**

The Board of Directors may adopt and alter the seal of the Corporation. The seal shall bear the name of the Corporation and the year of incorporation.

### **ARTICLE IX Other Provisions**

#### **Section 1: Conflict of Interest**

1. The Corporation shall conduct its affairs in accordance with the following standards.
2. No member of the Board of Directors or any committee shall:  
Participate in the consideration of any contract, agreement, or grant award to any agency or organization with which such member is associated, or in which he or she has any financial interest.

#### **Section 2: Earnings of the Corporation**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, the Directors or Officers, except that the Corporation may pay reasonable reimbursement for expenses incurred as the result of attendance at any Corporation meeting or function.

#### **Section 3: Personal Liability, Insurance**

The members, Officers and Directors of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is an Officer, Director or employee, or other agent serving on behalf of the Corporation, against any liability incurred by him or her in any such capacity, whether or not the Corporation would have the power to indemnify him or her against liability. This provision shall not eliminate or limit the liability of any Officer, Director or employee to the Corporation for acts or omissions which involve misconduct, gross negligence or a knowing violation of law, or for any transaction or conduct from which a Director, Officer or employee derives an improper benefit.

#### **Section 4: Lobbying**

No substantial part of the Corporation's activities will consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in (including the publishing or distributing of statements), or intervene in any political campaign on behalf of or against a candidate for public office.

#### **Section 5: Dissolution**

In the event of any liquidation or dissolution of the Corporation (whether voluntary, involuntary, or by operation of law), the property and assets of the Corporation remaining after providing for the payment of its debts and obligations shall be distributed to any non-profit organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code with similar purposes.