

**By-laws  
of  
WomenExplore Lecture and Discussion Forum, Inc.**

SECTION 1

NAME, PURPOSES, LOCATION, CORPORATE SEAL, FISCAL YEAR

**1.1 Name.** The name of the corporation shall initially be as set forth in the Articles of Organization. The Board may change the name of the corporation on the recommendation of the Advisory Committee.

**1.2 Purposes.** The purposes of the corporation shall be as set forth in the Articles of Organization.

**1. Location.** The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the address set forth in the Articles of Organization. The Board may change the location of the principal office of the corporation in the Commonwealth of Massachusetts and establish such other office or offices as the Board may deem appropriate.

**1.4 Corporate Seal.** The Board may adopt and alter a seal of the corporation on the recommendation of the Advisory Committee.

**1.5 Fiscal Year.** The fiscal year of the corporation, unless otherwise decided by the Board, shall end on the thirtieth day of the month of June in each year.

SECTION 2

ADVISORY COMMITTEE

**2.1 Purposes of the Advisory Committee.** The Advisory Committee has two principal purposes as follows:

(a) Firstly, the Advisory Committee is responsible for deciding on the themes, topics and possible speakers for the lectures organized by the corporation. This will be referred to as “program planning”. The part of an Advisory Committee meeting at which program planning is dealt with will be referred to as a “planning meeting”.

(b) Secondly, the Advisory Committee is responsible for making recommendations to the Board on all other business except managing the finances of the corporation and setting the pay of the Program Coordinators and Executive Directors. This will be known as “other business” and includes, but is not limited to,

- (i) adopting, amending or repealing these by-laws,
- (ii) amending the Articles of Incorporation,
- (iii) changing the name of the corporation,
- (iv) changing the times and locations of the lectures,
- (v) selecting new Executive Directors or Program Coordinators, and
- (vi) electing new Board members.

## **2.2 Voting Eligibility.**

(a) Anyone who has attended at least one lecture in the previous or current lecture series and is present at a planning meeting is eligible to vote at that meeting on program planning. The intention is that most planning decisions will be made by consensus, but that voting may be used to resolve a deadlock. If the voting is deadlocked the facilitator of the planning meeting shall have the deciding vote.

(b) In order to be eligible to vote on “other business” a person must have attended at least two lectures and at least two Advisory Committee meetings in the previous or current lecture series. Except when voting to elect Board members, Advisory Committee members satisfying these qualifications may vote to change the eligibility requirements and to allow absentee voting, for a particular vote.

## **2.3 Annual Meeting of the Advisory Committee.**

(a) Annual meetings of the Advisory Committee shall be held each year on a date and at a time and place fixed by the Executive Director and Program Coordinator. It is the intent to hold annual meetings at the end of August or the beginning of September shortly before the beginning of the Fall Lecture Series. At least two weeks notice should be given.

(b) The Clerk shall maintain copies of the minutes of the Annual Meetings of the Advisory Committee.

## **2.4 Quorum.**

(a) The quorum for a planning meeting of the Advisory Committee is two people eligible to vote on program planning.

(b) The quorum for taking decisions on “other business” is seven people eligible to vote on “other business”, or a majority of the people so qualified if this is fewer.

**2.5 Voting.** Each person eligible to vote shall have one vote, except under the conditions described in Section 2.2(a). When a quorum is present at any meeting, a majority of the votes properly cast by eligible Advisory Committee members present shall decide any question unless otherwise provided by law, the Articles of Organization of the corporation, or these by-laws, or unless it is decided to allow absentee voting. If absentee voting is allowed, and when the number of votes properly cast by eligible Advisory Committee members is at least the required quorum, the majority of all such properly cast votes shall decide the question unless otherwise provided by law, the Articles of Organization of the corporation, or these by-laws.

## **2.6 Board Elections.**

### **(a) Nominations.**

(i) Notice will be given by the Executive Director that the Board invites expressions of interest in Board participation (nominations).

(ii) Advisory Committee members may nominate themselves or another person **only with permission from that person**. One or more people will be specified to receive the nominations. Nominations will occur at two consecutive Advisory Committee meetings. For members absent during these sessions, nominations may be made by mail, email or phone call (may leave a voice message) to one of the specified people before the second meeting.

(iii) After nominations are closed at the second meeting, the list of nominees is assembled and posted for view for the remainder of the meeting. The nominees in this list are the candidates for the Board election.

**(b) Voting.**

(i) Voting will be by preferential voting: each Advisory Committee member will cast a vote either by writing the names of all the candidates in the order of her or his preference, or by placing a number next to the name of each candidate to indicate the order of preference. The numeral 1 (one) will indicate the first choice, the numeral 2 (two) the second choice and so on. Before leaving this meeting, members will submit completed votes to the Board Clerk or her designee(s).

(ii) Absentee votes. Each absent Advisory Committee member may request the list of posted candidates, identify her order of preference, and submit it to the Clerk or one of her designees no later than one week after the second meeting.

(iii) In all cases the Clerk or her designee(s) will not reject any votes where the intention of the voter is clear, even if the voting is not done exactly as prescribed in these by-laws.

(c) The Clerk or her designee will tally the recommendations as described in Section 2.6(f). At least two people should verify the tally. The first candidates after the votes have been tallied will be elected to replace retiring Board members and then the final candidates to be elected will fill the casual vacancies on the Board. The Clerk or her designee will hold results for the remaining candidates at readiness, in confidence, as a pool from which the Board will draw whenever an addition is needed. This allows a timely addition to be made from those candidates recommended by the Advisory Committee.

**(d) Frequency of Board Elections.** Board Elections will be held annually to replace retiring Board members, to fill casual vacancies on the Board and to renew the pool of candidates.

**(e) Filling a Vacancy.** When the Board must fill a vacancy from the pool of candidates the Board should consider, but is not obliged to follow, the numerical preferences of the Advisory Committee in the previous Board election. If the Board does not follow the numerical preferences of the Advisory Committee then the Board shall use the Borda method, as described in Section 2.6(f), when it votes on candidates in the pool.

**(f) Tallying the Votes.** The method of tallying votes which is described below and which is equivalent to a Borda method will be referred to as “the Borda method” in these by-laws. The Borda method should be used for elections of Board members. The Borda method will produce a result that is more of a consensus of the feelings of the Advisory Committee while a Single Transferable Vote method of tallying votes may polarize the Advisory Committee. This is because the Borda method counts the voters feelings on each of the candidates, whereas the Single Transferable Vote method puts most weight on the voter's preference for her or his lowest numbered candidate who is not eliminated. The Borda method is also the simpler method of tallying the votes when the vote is complicated.

**THE BORDA METHOD OF TALLYING THE VOTES**

Average the preferences of the Advisory Committee. All that is necessary is to add up all the numbers given by the voters to each candidate. The candidate with the lowest total is the first elected, followed by the second lowest and so on.

**A. Tabulate the votes.**

1. Use a piece of paper arranged horizontally (landscape orientation) or use a spreadsheet program. This will be referred to as the “tally sheet”. If there are very many voters more than one sheet of paper may be necessary.
2. Put the names of the candidates in a column down the left side of the tally sheet.
3. Make a column for each of the voters and label these columns with consecutive numbers starting with “1”. Add an extra column for the total and title it “Total”.
4. Take the first ballot paper. Label it “(1)” in the top right hand corner, so that no votes are missed or counted twice.

5. In the first column next to the list of candidates on the tally sheet, column "1", put a "1" next to the candidate who is the voter's first preference, "2" next to the voter's second preference and so on, until all the candidates have been allocated a number from that voter. As a check these numbers should also be written next to the candidates on the ballot paper by the person doing the tallying if the voter has not already done so.

These numbers are implicit in the order the names are written, but if a voter wishes to change the order they can put numbers beside the names instead of having to rewrite all the names. *If the ballot paper contains the names of fewer than all the candidates*, or the numbering ends prematurely, the person tallying the votes should put the AVERAGE of the missing numbers in the vacant slots (i.e. next to the missing names). This will be the middle of the missing numbers, or, if there is an even number of numbers missing, the number half way between the two middle numbers (e.g. if there are 10 candidates and the voter writes down three names the missing numbers are 4,5,6,7,8,9,10. The middle number is 7 and this should be put beside the other candidates. This is interpreted as the remaining candidates being equal in preference, i.e. 7th. If the voter put down 4 of the 10 candidates the "middle missing number" would be 7.5 .)

6. Take the second ballot paper. Label it "(2)". Then repeat step 5, placing numbers next to each of the candidates in the second column on the tally sheet.

7. Repeat until all the ballot papers have been processed.

#### **B. Add up the preferences**

The only empty column remaining on the tally sheet should be the "Total" column. For each candidate add up the numbers in the horizontal row next to their name and write the result in the "Total" column. This is the sum of the preferences of each voter in the Advisory Committee for that candidate. The order of these totals can be used to indicate the order of preference of the Advisory Committee for the candidates. The candidate with the lowest total is the candidate first elected. The candidate with the second lowest total is the second elected candidate and so on.

#### **C. Present the results**

On a new sheet of paper, write the names of the candidates in the order given by the totals, lowest number first. This is now the list of candidates in the order of preference of the Advisory Committee as a whole. After the required number of candidates have been elected, the remainder of the candidates constitute the pool of candidates as described in Section 2.6(c). The numerical results and ballot papers shall be held in confidence by the Clerk or her designee(s). When the terms of all the candidates elected at this election have expired the numerical results and ballot papers may be destroyed.

### SECTION 3

#### SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, AND FRIENDS OF THE CORPORATION

The Executive Director may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors, or friends of the corporation or such other title as the Board Members deem appropriate. Such persons shall serve in an honorary or advisory capacity and, except as the Board Members on the recommendation of the Advisory Committee shall otherwise designate, shall in such capacity have no right to notice or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

SECTION 4  
THE BOARD

**4.1 Powers of the Board.** The Board is responsible for maintaining the financial well-being of the corporation, including setting the pay of the Program Coordinators and Executive Directors when these positions are filled.

(a) Powers of the Board include the power to:

- (i) elect officers and fill vacancies in any such offices;
- (ii) fill vacancies in the Board;
- (iii) change the principal office of the corporation;
- (iv) remove officers or Board Members from office;
- (v) approve the budget, and to approve any material change in the budget;
- (vi) invest any money belonging to the corporation.

(b) On the recommendation of the Advisory Committee, the Board has the power to:

- (i) amend the by-laws or the Articles of Organization;
- (ii) change the number of Board Members on the Board;
- (iii) change the name of the corporation;
- (iv) adopt or alter the seal of the corporation;
- (v) authorize a merger;
- (vi) authorize a petition for the dissolution of the corporation;
- (vii) hire or fire Executive Directors and Program Coordinators;
- (viii) consider any other business.

**4.2 Responsibility.** It is the responsibility of the Board to maintain the status of the corporation as a charitable organization (as described in section 501(c)(3) of the Internal Revenue Code) in the Commonwealth of Massachusetts with the purpose of providing educational programming of women's issues, including, but not limited to, lectures and discussion groups. The Board is responsible for ensuring that the corporation complies with all applicable laws, the Articles of Organization and these by-laws. A Board member may only vote against the recommendations of the Advisory Committee if that Board member judges that to follow the Advisory Committee recommendations conflicts with these responsibilities or their responsibilities to manage the finances of the corporation or exercise the powers listed in Section 4.1(a).

**4.3 Number.** The number of Board Members shall be an odd number between three and fifteen. There will be nine Board Members when these by-laws come into force, but the number may be changed by a vote of the Board Members following a recommendation of the Advisory Committee.

**4.4 Time for Elections.** At the last or second last Advisory Committee meeting in May, the Annual Election to fill the seats of Board Members whose terms are about to expire shall take place as prescribed in Section 2.6 of these by-laws.

**4.5 Term of Office.**

(a) Each Board Member elected henceforth shall serve an approximately two year term. Each Board Member shall hold office until that Board Member's successor is chosen and qualified, or until she or he sooner dies, resigns, is removed, or becomes disqualified.

(b) Any Board Member whose term expires is eligible to stand for immediate re-election to the Board for another term unless the Board on the recommendation of the Advisory Committee has voted to change the eligibility for election to the Board.

**4.6 Finance Committee.** The Finance Committee shall comprise the Executive Director and the Treasurer and may include others. The Finance Committee shall be responsible for recommending an annual budget to the Board. The Board shall approve the budget, and all expenditures must be within the budget. Any material change in the budget shall be approved by the Board. The Finance Committee shall meet with the auditor or suitably qualified person, review the annual audit or equivalent, and recommend its approval or modification to the Board. The Board shall review the annual audit or its equivalent and the Finance Committee's report and recommendations.

**4.7 Investment Committee.** The Investment Committee shall comprise the Treasurer and at least one other member of the Board or Advisory Committee and may include others. The Investment Committee shall be responsible for making recommendations to the Board on the investment of the organization's money.

**4.8 Other Standing Committees.** Other standing committees shall include the Development Committee and the Communications and Marketing Committee. The Development Committee shall be responsible for developing a fundraising plan.

**4.9 Removal.** A Board Member may be removed from office with or without cause by the vote of the Board Members. A Board Member may be removed with cause only after reasonable notice and opportunity to be heard before a body proposing to remove the Board Member.

**4.10 Resignation.** A Board Member may resign by delivering her or his written resignation to the president, treasurer or clerk of the corporation, to a meeting of the Board Members or to the corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

**4.11 Vacancies.** Any vacancy in the Board, including any vacancy resulting from enlargement of the Board, may be filled by the Board Members from the pool of unelected candidates produced in the preceding Board election. The Board may consider the skills and experience of the candidates when choosing a replacement Board Member from the pool. If the pool of suitable candidates is empty and there are no remaining Board Members, or the remaining Board Members deem it necessary, a special Board election may be held by the Advisory Committee. Each successor shall hold office for the unexpired term of the Board Member whose place is vacant or until she or he sooner dies, resigns, is removed or becomes disqualified. If there are no more scheduled Board meetings before the next regular Board election a casual vacancy may remain unfilled until then. In this case the person filling the vacancy shall be the last Board Member elected. The Board Members shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

**4.12 Regular Meetings.** Regular meetings of the Board may be held at any time and at any place within the United States as the Board Members may determine. There shall be a minimum of two regular meetings, including the Annual Meeting, of Board each year. The Annual Meeting of Board shall be held between the end of lectures in the Spring and the beginning of lectures in the Fall. A second regular meeting, known as the "Winter Meeting" shall be held between the end of lectures in the Fall and the beginning of lectures in the Spring.

4.13 **Special Meetings.** Special meetings of the Board Members may be held at any time and at any place within the United States when called by the president, or by two or more Board Members.

4.14 **Notice of Meetings.**

(a) **Time and Place of Meetings.** Meetings of the Board may be held at any time and at any place within the United States. It is the intention that meetings will be held at a time and place that will be convenient for all, or at least most, of the Board Members.

(b) **Reasonable Notice.** Reasonable notice of the time and place of each meeting shall be given to each Board Member. Except as otherwise expressly provided by law, the articles of organization of the corporation, or these by-laws, it shall be reasonable notice to a Board Member to send notice by mail at least seventy-two (72) hours or by electronic mail or telecopier at least forty-eight (48) hours before the meeting addressed to him or her at her or his usual or last known business or residence address or to give notice to him or her in person or by telephone, or other means of telecommunication, at least twenty-four (24) hours before the meeting. Notice shall also be given to the Advisory Committee.

(c) **Waiver of Notice.** Whenever notice of a meeting is required, such notice need not be given to any Board Member if a written waiver of notice, executed by him (or her or his attorney there unto authorized) before or after the meeting, is filed with the records of the meeting, or to any Board Member who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

4.15 **Quorum.** At any meeting of the Board a majority of the Board Members then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the postponed meeting may be held without further notice.

4.16 **Voting.** When a quorum is present at any meeting, a majority of the Board Members present and voting may decide any question, including the election of officers, unless otherwise provided by law, the articles of organization or these by-laws.

4.17 **Action by Consent.** Any action required or permitted to be taken at any meeting may be taken without a meeting if all of the Board Members consent to the action in writing and such consents are filed with the records of the meetings. Such consents shall be treated for all purposes as votes at a meeting.

4.18 **Participation by Telephone, or Other Means of Telecommunication.** Members of the Board or any committee designated thereby may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications 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 presence in person at the meeting.

4.19 **Compensation.** Board Members shall not receive compensation for their services as Board Members. Board Members shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation for any such services. Any payment by the corporation to Board Members or to their spouses, partners, children, grandchildren or parents, or to entities in which they have a financial interest, must be made known to the Advisory Committee and the Board.

4.20 **Chair of the Board.** The chair shall be the corporation's President. The chair shall preside at all meetings of the Board, except as the Board Members shall otherwise determine and in the case of unavoidable absences, and shall have such other

duties and powers as may be determined by the Board Members. At any meeting at which the President is absent the Board Members shall elect one of their number who is present to preside at that meeting.

4.21 **Advisory Committee.** Members of the Advisory Committee who are not Board Members may observe Board meetings and may not vote at those meetings. Minutes of the Board and reports presented to the Board shall be made available to the Advisory Committee members.

## SECTION 5

### OFFICERS

5.1 **Number and Qualification.** The officers of the corporation shall be a President, a Treasurer, and a Clerk. The officers shall be Board Members. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation has a resident agent appointed to accept service of process. A person may hold more than one office at the same time. It is intended that this should only occur on the premature vacancy of any of the offices.

5.2 **Election.** Each year at the first meeting of the Board following the election of new Board Members, the Board Members shall elect from their own number officers to serve a one-year term.

5.3 **Term.** The President, Treasurer and Clerk shall each hold office until her or his successor is chosen and qualified, unless a shorter period shall have been specified by the terms of her or his election or appointment, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

5.4 **President.** The President shall, subject to the control of the Board Members and on the advice of the Advisory Committee, have general charge and supervision of the affairs of the corporation. The President shall have such other duties and powers as the Board Members may determine. During the absence of the President or in the event of her or his inability to act the Board Members may elect from their number an Acting President who shall have and may exercise all the powers and duties of the President.

5.5 **Treasurer.** The Treasurer shall, subject to the control of the Board Members, be in charge of the financial affairs of the corporation and shall keep full and accurate records thereof. At each Annual Meeting of the Board the outgoing Treasurer shall present a report of the financial affairs of the corporation over the financial year to the end of June of that year, and a budget to cover the next financial year. At each other regular Board meeting the Treasurer shall present an up-to-date financial report. The Treasurer is responsible for filing any required forms with the Internal Revenue Service and the Massachusetts Department of Revenue. The Treasurer shall have such other duties and powers as the Board Members shall determine.

5.6 **Clerk.** The Clerk shall record and maintain records of all proceedings of the Board in a book or books kept for that purpose and is responsible for making such records available, electronically or on paper, to members of the Board or Advisory Committee. The Clerk is responsible maintaining copies of any committee reports. The Clerk shall maintain copies of the minutes of the Annual Meetings of the Advisory Committee as described in Section 2.3(b). The Clerk is responsible for holding the Board elections. The Clerk is responsible for filing any required forms with the Massachusetts Secretary of State. The Clerk shall have such other duties and powers as the Board Members shall determine.

5.7 **Removal.** Any officer may be removed from office with or without cause by the vote of a majority of the Board Members

then in office. An officer may be removed for cause only after reasonable notice and opportunity to be heard before the Board.

**5.8 Resignation.** Any officer may resign her or his office by delivering her or his written resignation to the president, treasurer or clerk of the corporation, to a meeting of the Board, or to the corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

**5.9 Vacancies.** If the office of any officer becomes vacant, the Board may elect a successor. Each such successor shall hold office for the unexpired term of the officer whom she or he replaced, and until her or his successor is chosen and qualified, and in each case until she or he sooner dies, resigns, is removed or becomes disqualified.

## SECTION 6

### PROGRAM COORDINATOR AND EXECUTIVE DIRECTOR

**6.1 Program Coordinator.** The Program Coordinator shall be hired by the Board. The Program Coordinator shall have responsibility for facilitating the planning of the lectures, for presiding at the lectures and for recruiting speakers for the lectures. The Program Coordinator shall chair Advisory Committee meetings when planning business is discussed, or in the absence of the Executive Director, unless the Advisory Committee elects another chair for that meeting. The Program Coordinator will work with the Executive Director to ensure the success of the lectures and other events organized by the corporation. The Program Coordinator will attend all Board meetings, present a report to the Board at its Annual Meeting and Winter Meeting, and represent the Advisory Committee to the Board on matters relating to planning of the lectures.

**6.2 Executive Director.** The Executive Director shall be hired by the Board. The Executive Director shall have day-to-day responsibility for the affairs of the corporation, including carrying out Board policy, but excepting program planning. The Executive Director shall be chair of the Development Committee, the chair of the Communications and Marketing Committee and the chair of the Finance Committee. The Executive Director will attend all Board meetings, present a report to the Board at its Annual Meeting and Winter Meeting, and represent the Advisory Committee to the Board on all matters other than those relating to planning of the lectures. The Executive Director shall be responsible for hiring and supervising other staff, excepting the Program Coordinator. The Executive Director will work with the Program Coordinator to ensure the success of the lectures and other events organized by the corporation. The Executive Director may chair Advisory Committee meetings when business other than planning business is discussed or in the absence of the Program Coordinator.

**6.3 Both Positions.** One person may hold the positions of both Executive Director and Program Coordinator.

**6.4 Neither Position.** In the event that neither the position of the Executive Director nor that of the Program Coordinator is filled, members of the Advisory Committee and the Board shall share the responsibilities and duties of these positions.

**6.5 Reports.** The Program Coordinator and the Executive Director shall both make reports to the Board at its Annual Meeting and at the regular winter Board meeting. They shall also make reports to the Advisory Committee at its Annual Meeting and at its first meeting of the Spring Lecture Series. Reports to the Advisory Committee should be essentially the same as the reports made to the Board but should be updated and any errors discovered should be corrected.

## 6.6 Recommended Process for Hiring the Executive Director or Program Coordinator.

### (a) Process with recommended timetable.

- (i) Form volunteer Search Committee. (1 week)
- (ii) Determine committee process, select Chair and fine-tune position description. Ascertain suitable places to advertise. (1 week)
- (iii) Post position at all sites found. Also email directly to heads of career resource centers. Call for resumes to be sent within next month and invite candidates to attend a whole lecture and planning meeting for free to see how the organization operates. (1 week)
- (iv) Search Committee reviews resumes, references' information and interviews 6-10 likeliest candidates. Each candidate must have attended a whole lecture and planning meeting before their interview. (6 weeks)
- (v) Search Committee winnows to the top candidates. The number of candidates remaining under consideration at this stage should be three, unless there are one or two candidates which are much more suitable than the rest, in which case it may be reduced appropriately. The Search Committee, or individual members of the Search Committee, are free to make known their preferences to the Advisory Committee once the decision about who these candidates will be has been made. (2 weeks)
- (vi) Advisory Committee interviews each of top candidates one at a time one afternoon. Advisory Committee asks prepared & spontaneous questions; candidates ask questions. (1 weeks)
- (vii) Advisory Committee ranks the top candidates. If there is only one this step will be skipped. (1 week)
- (viii) Search Committee calls references. (1 week)
- (ix) Board makes offer. (1 week)

(b) **The Total Time Elapsed.** The total time elapsed using this timetable is 15 weeks. The recommended timetable may be adjusted if necessary.

## SECTION 7

### OTHER COMMITTEES

7.1 **Governance Committee.** The Governance Committee shall be responsible for making recommendations to the Advisory Committee and the Board on by-law changes and other governance issues.

7.2 **Search Committee.** The Search Committee is responsible for finding and selecting suitable candidates for the positions of Executive Director or Program Coordinator, as described in Section 6.5.

### 7.3 Other Committees.

(a) The Board may create committees as needed comprising Board Members or others as determined by the Board. The Board may appoint committee chairs or may delegate the selection of a chair to the members of the committee.

(b) The Executive Director may create committees as needed. She or he may appoint committee chairs or may delegate the selection of a chair to the members of the committee.

(c) The Program Coordinator may create committees as needed. She or he may appoint committee chairs or may delegate the selection of a chair to the members of the committee.

(d) The Advisory Committee may create other committees as needed. The Advisory Committee may appoint committee chairs or may delegate the selection of a chair to the members of the committee.

**7.4 Committee Membership.** All committees shall include either the Executive Director or the Program Coordinator, or at least one member of the Board, or at least one person who is a member of the Advisory Committee who is eligible to vote on other business.

**7.5 Copies of Reports.** The Clerk shall maintain a copy of each committee report. All reports shall be made available to the Board and to members of the Advisory Committee. It is not required that all committees make reports.

## SECTION 8 EXECUTION OF INSTRUMENTS

Except as the Board may generally or in particular cases otherwise determine, all deeds, leases, contracts, bonds, notes, checks, drafts and other instruments or obligations authorized to be made, accepted or endorsed by an officer of the corporation on its behalf shall be signed and, as required, sealed, acknowledged and delivered by the Executive Director, President or Treasurer.

## SECTION 9 NO PERSONAL LIABILITY

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

## SECTION 10 AMENDMENTS

These by-laws may at any time be altered, amended or repealed, in whole or in part, by vote of a majority of the Board members then in office provided that such alteration, amendment or repeal has been previously approved by a vote of the majority of eligible voters at an Advisory Committee meeting.