



NATIONAL  
ACADEMY  
OF TELEVISION  
ARTS & SCIENCES

BOSTON /  
NEW ENGLAND  
CHAPTER

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**BYLAWS**  
**OF**  
**BNE CHAPTER OF NATAS, INC.**

**A Commonwealth of Massachusetts Nonprofit Corporation**

**ARTICLE 1 - DEFINITIONS**

**Section 1.1    Definitions.**

The following terms used in these Bylaws shall have the meanings set forth below.

- A.    The “Act” means the Chapter 180 of general laws as amended and supplemented
- B.    The “Board” means the Board of Governors of the Chapter.
- C.    “Chapter” means the BNE CHAPTER OF NATAS, INC
- D.    “Chapters” means the regional chapters of NATAS other than the Chapter.
- E.    The “Code” means the Internal Revenue Code of 1986, as amended, or any future United States internal revenue law.
- F.    A “Governor” means an individual serving on the Board.
- G.    “Members” means all individuals constituting all of the classes of membership (Professional, Associate, Student, Life and Honorary).
- H.    “Member Year” means an annual period commencing January 1<sup>st</sup> and ending December 31<sup>st</sup>.
- I.    “NATAS” means the National Academy of Television Arts & Sciences.
- J.    “NCA” means the License Agreement by and Among the Not-For-Profit Entity Known as the National Academy of Television Arts & Sciences, Council of NATAS Chapters, Inc., and The 19 Regional Chapters of NATAS effective as of June 1, 2025.
- K.    “Region” means Massachusetts, New Hampshire, Connecticut, Vermont, Maine, Plattsburgh, NY and Rhode Island. PURPOSES

## ARTICLE 2 - PURPOSES

### **Section 2.1**   **Nonprofit Purposes.**

The purposes of the Chapter are as set forth in its Articles of Incorporation.

### **Section 2.2**   **Activities.**

In connection with its operation as a trade association, described in section 501(c)(6) of the Code, the Chapter shall engage in activities that are limited to the development and operation of the Regional Emmy® Awards pursuant to the NCA, and to the conducting of the further activities related to same in particular and that support its operations as a trade association in general.

## ARTICLE 3 - OFFICES

### **Section 3.1**   **Offices.**

The registered office of the Chapter shall be located in the Commonwealth of Massachusetts. The Chapter may have any number of other offices at such places as the Board may determine so long as such offices are located in a state within our region as needed.

## ARTICLE 4 - MEMBERS

### **Section 4.1**   **Members.**

- a. **General.** The Members of the Chapter shall follow, except as otherwise provided in these Bylaws or the NCA, the Member (*i.e.*, membership) guidelines of NATAS. The Members of the Chapter shall be composed of members in good standing with NATAS. It shall be the policy of the Chapter and NATAS to encourage Members from all sectors of the television and media industries including, but not limited to, the fields of broadcast, cable, satellite, film and new media, and not to deny Members based upon age, gender, ethnicity, technology or geography.
- b. **Classes.** The Chapter shall have four classes of Members: Professional, Associate, Student and Life, as further defined below.
  - i. ***Professional Members.*** This class shall be composed of those persons who are professionally engaged in the Television and Media Industry and its related fields within the Chapter's Region. The NATAS Board of Governors shall have the power to classify the Professional Members into fields of activity, and the Board of Governors of the Chapter shall have the right to group one or more of such classifications for Chapter purposes. A Professional Member shall be obliged to pay dues and shall have the right,

if in good standing, to vote and to hold office and shall be eligible to serve on committees.

- ii. *Associate Members.* This class shall be composed of those persons who are interested in the advancement of the arts and sciences of television and other media, but who do not meet, at the time of application, the requirements for Professional Members. Associate Members shall not have the right to vote or to hold office, but they shall have the right to serve on committees and to act in advisory capacities if so appointed and shall have the right to vote as committee members solely on those issues to be considered by the committee. Associate Members are obliged to pay dues in an amount at least equal to that established for Professional Members.
- iii. *Student Members.* This class shall include students enrolled for credit in an accredited institution of secondary or higher learning and/or professional training within the Region, who are interested in, and concerned with the advancement of the arts and sciences of television and media industries. Student Members shall not have the right to vote or to hold office, but they shall have the right to serve on committees and to act in an advisory capacity if so appointed and shall have the right to vote as committee members solely on those issues to be considered by the committee. Student Members are obliged to pay dues in an amount that may be less than the amount established for Professional Members. No person shall qualify as a Student Member after one year following termination of his or her studies.
- iv. *Life Members.* This class shall be composed of past Chapter Presidents and such other persons as may be designated by an affirmative vote of two-thirds (2/3<sup>rds</sup>) of the members of the Board of Governors. Life Members shall have all the rights of Professional Members but shall not be obligated to pay dues. The Chapter may, at its discretion, nominate a Member to serve as a Life Member. Any such nomination shall be subject to approval by the Board of Governors as provided above.

#### **Section 4.2   Member Rights.**

- a. Voting Rights. Only Professional and Life Members shall have voting rights. Each Professional and Life Member shall have the right to vote and to elect Governors.
- b. Limitations of Members. No individual Member, of whatever classification, shall have any right, title or interest in any property, assets, monies, or things of value belonging to the Chapter, NATAS, or any of the other Chapters. No part of the net earnings of the Chapter shall inure to the benefit of any Member, Governor or officer of the Chapter, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for the Chapter and expenses may be reimbursed or paid in furtherance of one or more of its purposes.

- c. Limitations of Liability. No Member shall be personally liable for the debts or liabilities of the Chapter, one of the other Chapters or NATAS.
- d. Resignation. A Member may resign by providing and delivering written notice of his or her resignation to the President and Executive Director of the Chapter.
- e. Removal. A supermajority vote (two-thirds (2/3<sup>rds</sup>)) of the Chapter's Member may remove any Member but must provide written notice to the Member subject to removal at least seven (7) business days prior to the vote.

### **Section 4.3 Meetings and Quorum.**

- a. Annual Meeting. The Chapter's annual Emmy® Awards event shall constitute the annual meeting of the Members. If needed, the weekend of the annual event shall include the opportunity to conduct any necessary business pertaining to the Members.
- b. Special Meetings. A special meeting of the Members may be called by the President, a majority of Governors or by petition of ten percent (10%) of the Professional and Life Members filing a petition with the Secretary of the Chapter at least thirty (30) days prior to the meeting.
- c. Call of Meeting. Notice of all meetings of the Members shall be given in writing at least 30 days prior to the date of the meeting with the date, time, place, and purpose of the meeting given in the call.
- d. Quorum. A majority of the Professional and Life Members present at any meeting of the Members shall constitute a quorum.

### **Section 4.4 National Members.**

So long as he or she meets the requirements set forth in NATAS's Bylaws, a Member of the Chapter may also be members of NATAS entitled to all rights and privileges and subject to all the rules and regulations of membership in NATAS.

### **Section 4.5 Application to Become a Member.**

Application to become a Member shall be made through the Chapter using forms and procedures including electronic means, which shall be determined from time to time by the Board of Governors. In no event shall the Chapter establish or impose procedures and/or standards for Member (*i.e.*, membership) qualifications which are contrary to the standards as are determined by the Bylaws of NATAS. All potential Members must complete the standard application forms to be processed by the Chapter, which shall have the authority to determine classification and eligibility of the applicant. In the event of rejection of any application, the applicant shall have the right to appeal such a decision to the Board of Governors within a period of four (4) weeks

from the date of notification. It shall take two-thirds (2/3<sup>rd</sup>s) vote of all Governors to overrule the decision. All voting in conjunction with such action shall be by ballot and all board discussions are confidential.

**Section 4.6**    **Dues.**

The Board shall determine Chapter dues for each class of Member. All dues shall be due and payable no later than the first day of the Member Year. Failure to pay dues within 90 days of the first day of the Chapter's Member Year shall result in suspension from serving as a Member. The Board shall notify in writing all Members who are required to pay dues at least 30 days prior to the dues date.

**Section 4.7**    **NATAS Levies.**

Any dues/fees which may be levied by NATAS upon the Chapter shall be payable by the Chapter under procedures established by majority vote of the Board of Governors and in compliance with the requirements of NATAS. The Chapter, in its sole discretion, may ask its Members to bear a NATAS levy as it relates to the NCA against the Chapter by increasing Members' dues or by seeking a one-time, special dues payment.

**Section 4.8**    **Member Duration.**

Once a person has become a Member of NATAS and/or the Chapter, it shall not be necessary to remain actively engaged in the television industry to retain Member status; provided, however, it shall be necessary to remain current with relevant Member dues.

**Section 4.9**    **Member Reinstatement.**

A suspended Member shall, upon approval of a majority vote of the Board, be reinstated. Any dues levied contingent upon reinstatement shall be established by the Board of Governors.

**ARTICLE 5 - BOARD OF GOVERNORS**

**Section 5.1**    **Board of Governors.**

The activities of the Chapter shall be managed by the Board. The powers of the Chapter shall be exercised by, or under the authority of, the Board except as otherwise provided by the Act, statute, the Articles of Incorporation these Bylaws, or a resolution adopted by the Board.

**Section 5.2**    **Qualifications of Governors.**

Each Governor shall be a natural person at least eighteen (18) years of age who need not be a resident of the Commonwealth of Massachusetts. Each elected Governor shall be a Professional or Life Member of the Chapter and shall not receive any salary or compensation for services as a Governor; provided, however, he or she may be reimbursed for reasonable expenses incurred in the scope of serving as a Board member and furthering the Chapter's purposes.

**Section 5.3   Number.**

The Board shall consist of at least three (3) but no more than eighteen Governors. The Executive Director shall be an *ex officio*, non-voting member of the Board and shall not count towards the limitation on the number of Governors.

**Section 5.4   Election of Governors.**

Ballots for the Board of Governors shall be available to the Professional and Life Members online no later than 30 days prior to the end of each year. Ballots shall be returned to the address specified on the ballot no later than the close of business 2 weeks prior to the end of the term, or if the date falls on a weekend, the first business day immediately following. Ballots not so received shall be void. The Chapter, at the Board of Governors discretion, may elect to receive ballots by electronic means.

- a. The ballots shall be opened and counted by a firm of certified public accountants designated by the Board of Governors, or by an *ad hoc* committee appointed from the general Members' membership with provision for a monitor from the Board of Governors to be present at the counting except where ballots are received by electronic means and count.
- b. A plurality shall elect. In the event of a tie for any given position, the position will be decided by the Governors and their elected Officers during the next meeting of the Board.
- c. All newly elected Governors shall take office on September 1<sup>st</sup>, following the elections in June.

**Section 5.5   Term of Office.**

Except as otherwise provided in these Bylaws, each Governor shall be elected for a term of 2 years. Each Governor shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal. No Governor shall hold office for more than two (2) consecutive terms. A person who has served two (2) full terms and who subsequently has been inactive as an elected Governor for one year shall again be eligible for nomination and election as a Governor.

**Section 5.6   Vacancies.**

Vacancies in the Board, including vacancies resulting from the death, resignation, or removal of a Governor, shall be filled by a majority vote of the remaining Governors and each Governor so appointed shall serve as a Governor for the remainder of the term of the Governor who has vacated said office.

**Section 5.7 Resignations and Removal.**

A Governor may resign at any time by providing written notice to the President and Executive Director. If the activities of a Governor prevent his or her participation in the affairs of the Chapter and/or if a Governor does not participate in the affairs of the Chapter, including committee and/or Board of Governor meetings, he or she may be asked by the Board to resign. This action shall only be taken when the best interest of the Chapter may be served by replacement. A Governor may be asked to resign by four-fifths (4/5<sup>th</sup>) vote of all remaining Governors and if he or she refuses to resign may be disqualified and removed by the same vote requirement. A Governor who has been asked to resign may request a meeting before the Board of Governors to present his or her case.

**Section 5.8 Chapter Council Delegates.**

The Board shall select from among its members three (3) Governors to serve as Delegates (“Chapter Delegates”) for the Council of NATAS Chapters, Inc. (“Chapter Council”) for or to interact with the Chapter Council, and such person(s) shall serve as defined in the Chapter Council’s Bylaws. The Director of the Chapter Council is the President of the Chapter with the sole authority to submit votes to the Chapter Council unless otherwise designated by the Chapter Board of Governors.

**Section 5.9 Compensation of Governors.**

Governors shall receive no compensation for their services as Governors or as committee members. However, the Chapter may pay reasonable compensation to a Governor for providing services to the Chapter in any other capacity, including that of salaried officer, employee, or agent of the Chapter. Governors who serve as salaried officers, employees, or agents of the Chapter shall not participate in any vote of the Board with respect to their compensation or a related person’s, within the meaning of section 4958 of the Code, compensation. The disinterested Governors shall (1) review comparable compensation for similarly situated executives, (2) approve the compensation by a vote of disinterested Governors, and (3) document such approval within sixty (60) days of the vote approving such compensation and take any other action necessary to cause the compensation to fall within the rebuttable presumption of reasonableness of Treasury regulation section 53.4958-6.

**Section 5.10 Loans to Governors.**

The Chapter shall not make any loan to a member of the Board of Governors or Member.

**Section 5.11 Voting Rights.**

Each Governor shall be entitled to one (1) vote.

## ARTICLE 6 - MEETINGS OF GOVERNOR

### **Section 6.1** **Place of Meetings.**

The Board may hold its meetings at such a place designated by the Board in the notice of the meeting.

### **Section 6.2** **Annual Meeting.**

Unless the Board provides by resolution for a different time, the annual meeting of the Board, for the election of Officers and the transaction of any other business which may be brought before the meeting, shall be held at such date and time each year as determined by the Board. If such day is a legal holiday under the laws of the United States, the annual meeting shall be held on the next succeeding business day which is not a legal holiday under the laws of the United States.

### **Section 6.3** **Regular Meetings.**

The Board may hold its regular meetings at least once per month at such a place and time as shall be designated by resolution of the Board. If the date fixed for any regular meeting is a legal holiday under the laws of the United States, the meeting shall be held on the next succeeding business day or at such other time as may be determined by resolution of the Board. The Board shall transact such business as may properly be brought before its meetings. Notice of regular meetings need not be given.

### **Section 6.4** **Special Meetings of the Board.**

The President or any two (2) Governors may call special meetings of the Board which shall be held at such time and place as shall be designated in the call for the meeting. Five (5) days notice of any special meeting shall be given to each Director pursuant to Section 9.1 or by telephone. Such notice shall state the time and place of such special meeting but need not state the purpose of the special meeting.

### **Section 6.5** **Quorum.**

A majority of Governors shall constitute a quorum for the transaction of business. The acts of a majority of the Governors present and voting at a meeting at which a quorum is present shall be the acts of the Board.

### **Section 6.6** **Participation in Meetings.**

Subject to the requirements of the Bylaws for notice of meetings and unless otherwise restricted by the Bylaws, members of the Board or members of any committee thereof, may participate in and hold a meeting of the Board or of such committee, as the case may be, by (a) conference telephone or similar communications equipment by which all persons participating in

the meeting can hear each other, and (b) other suitable electric communications system, including videoconferencing, the Internet, Zoom, Microsoft Teams, Google Meet, or similar technology, so long as each person entitled to participate in the meeting consents to the meeting being held by means of such system, and the system provides access to the meeting in a manner in which all persons participating in the meeting can communicate concurrently with each other participant. Participation in such meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the basis that the meeting is not lawfully called or convened.

**Section 6.7    Organization.**

Every meeting of the Board shall be presided over by the President, or in the absence of the President, the Vice President, or in the absence of the President and the Vice President, a chair chosen by a majority of the Governors present. The Secretary, or in his or her absence, a person appointed by the meeting chair, shall act as secretary.

**Section 6.8    Action without a Meeting.**

Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if a written consent to the action is signed by the greater of (a) a majority of the entire Board or committee members, respectively, or (b) as would be necessary to take the action at a meeting of the Board or committee. Each written consent must be signed and bear the date of signature of the person(s) signing it. A photographic, facsimile, PDF, or similar reproduction of a signed writing will be treated as the original being signed by a Governor. Such consent shall have the same force and effect as a vote at a meeting and may be stated as such in any document or instrument. The original signed consents must be placed in the Chapter's minutes book and kept with the Chapter's records.

**ARTICLE 7 - COMMITTEES**

**Section 7.1    Establishment and Powers.**

In addition to the Standing and *Ad Hoc* Committees and except as otherwise provided in these Bylaws, the Board, by resolution adopted by a majority of the entire Board, may appoint from among the Governors an executive committee and one or more other committees. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the authority of the Board, except that no committee shall:

- (a)    Make, alter, or repeal any bylaw of the Chapter.
- (b)    Elect or appoint any Governor, or remove any Officer or Governor; or
- (c)    Amend or repeal any resolution previously adopted by the Board.

**Section 7.2   Term.**

Each committee of the Board shall serve at the pleasure of the Board.

**Section 7.3   Standing Committees.**

- a. General.
  - i. Chairs. Each Chair of a Standing Committee shall be a Professional or Life Member of the Chapter and shall have the right to select the members of his or her respective committees from all of the Members, who must be Professional, Associate, Student or Life Members. The President shall select the Chairs of the Standing Committees. Each Chair of a Standing Committee shall serve as an *ex-officio* member of the Board of Governors, if not elected as a Governor.
  - ii. List of Standing Committees. The Chapter shall have the following Standing Committees: Awards, Education/Scholarships, Emmy Event, Executive Committee, Gold & Silver Circle, Nominating, Programming/Mentorship, Social Media/Promotion, and Sponsorship/Grants.
- b. Awards. Review of the Call for Entry document, setting deadline dates, reviewing all entries for violations and eligibility issues. Participating in the blind list cut call for nominations.
- c. Education/Scholarships. Manage student awards contest, outreach to regional schools, judge entries, plan events. Manage and review scholarship applications and communicate with recipients.
- d. Emmy® Event. Work on the preparation of the Emmy® Awards event, structure, format, contracts and proofing all elements and coordinating all production items.
- e. Executive Committee. The Chapter President, Vice President, Treasurer and Secretary constitute this committee.
- f. Gold & Silver Circle. Review all nominations and recommend a slate to the Board to be honored each year. And plan all elements of the induction ceremony.
- g. Nominating. Recruiting and vetting board candidates.
- h. Programming/Mentorship. Develop and manage programming for students and members, including mentorship opportunities.
- i. Communications. Execute chapter internal and external communications including promotional announcements, public relations (including press releases and

interview requests) social media posts, marketing copy and other needed messaging.

- j. Sponsorships/Grants. Develop ideas and implementation of sponsorships for events, including student events and scholarships.

**Section 7.4    Ad Hoc Committees.**

The Board or President may establish *ad hoc* committees for a specific task. If the President desires to establish an *ad hoc* committee, he or she may do so at any meeting of the Board without the vote of the Board as he or she feels is necessary to carry out the duties of the Board. *Ad hoc* committees may be disbanded upon completion of their identified purpose. An *ad hoc* committee has no authority to bind the Chapter.

**Section 7.5    Committee Organization and Rules.**

Each committee, whether Standing or *Ad Hoc*, shall be chaired by a Director who shall be the liaison between the Board and the committee. Each committee shall establish its own operating procedures. Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting of the Board. Each committee shall determine the times and places of its meetings.

**ARTICLE 8 - OFFICERS**

**Section 8.1    Number.**

The officers of the Chapter shall include President, Vice President, a Secretary, a Treasurer, and Executive Director. Further, the officers may include one such other officers as the Board may determine by resolution. Except for the Executive Director, all officers must also be members of the Board. Any number of offices may be held by the same person, except the offices of President and Secretary must be held by different persons.

**Section 8.2    Qualifications of Officers.**

The officers shall be natural persons at least eighteen (18) years of age except that the Treasurer may be a corporation.

**Section 8.3    Election and Term of Office.**

Except for the Executive Director, the officers of the Chapter shall be elected by the Board at the annual meeting of the Board or at other times to fill a vacancy. Except for the Executive Director, whose term shall be subject to his or her terms of contract, each officer shall serve for a term of two (2) years and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

#### **Section 8.4   Removal of Officers.**

Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Chapter will be served; provided, however, that the Board shall consult any employment or consulting agreement between the Chapter and Executive Director prior to removing the Executive Director. Such removal shall be without prejudice to the contract rights, if any, of any person so removed.

#### **Section 8.5   Resignations.**

Except for the Executive Director, any Officer may resign at any time by giving written notice to the President or Secretary. The resignation shall be effective upon receipt by the President or Secretary or at such subsequent time as may be specified in the notice of resignation. The Executive Director's resignation rights shall be subject to the terms of his or her employment or consulting agreement.

#### **Section 8.6   The President.**

The President shall preside at all meetings of the Board and shall perform such other duties as may be assigned by the Board. The President shall have general supervision over the business and operations of the Chapter, subject to the control of the Board. The President shall chair all meetings of the Board. The President shall execute in the name of the Chapter deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to the Executive Director or some other officer or agent of the Chapter. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board.

#### **Section 8.7   The Vice President.**

In the event of the absence, disability or death of the President, or when so directed by the President, the Vice President may perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as may be assigned by the Board or the President.

#### **Section 8.8   The Secretary.**

The Secretary shall attend all meetings of the Board. The Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. The Secretary shall see that required notices of meetings of the Board are given and that all records and reports are properly kept and filed by the Chapter. The Secretary shall be the custodian of the seal, if any, of the Chapter and shall see that it is affixed to all documents to be executed on behalf of the Chapter under its seal. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the President.

**Section 8.9 The Treasurer.**

The Treasurer shall be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Chapter. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Chapter, and to endorse checks, drafts, and warrants in its name and on its behalf and to give full discharge for the same. The Treasurer shall deposit all funds of the Chapter, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President.

**Section 8.10 Executive Director.**

The Executive Director shall oversee the day-to-day operations of the Chapter. The Executive Director reports to the Board. The Executive Director shall perform other duties as directed by the President and consistent with duties typical of that position. The Executive Director shall be an *ex officio*, non-voting member of the Board. In the case of a discrepancy between a provision of any contract that the Chapter has with the Executive Director and these Bylaws, the contract shall govern.

**Section 8.11 Compensation of Officers.**

The compensation of all Officers shall be reasonable and fixed by the Board, or any committee or officer authorized by the Board and shall be established by using the same process required by Section 5.9 above. No officer shall be precluded from receiving reasonable compensation by reason of the fact that he or she is also a Governor of the Chapter.

**ARTICLE 9 - NOTICE**

**Section 9.1 Written Notice.**

Whenever written notice is required to be given to any person, it may be given to the person, either personally or by sending a copy by first class or express mail, postage prepaid, or by facsimile, electronic mail transmission, or text to his or her physical mailing address (or to his or her facsimile number, electronic mail address, or cellphone number) appearing on the books of the Chapter or, in the case of Governors, supplied by him or her to the Chapter for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given when deposited in the United States mail or courier service for delivery to that person or, in the case of facsimile, electronic mail, or text when receipt has been confirmed. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken. Any notice given by telephone under Section 6.4 shall be recorded in the Chapter's minutes book.

**Section 9.2 Waiver by Writing.**

Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

**Section 9.3 Waiver by Attendance.**

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

**ARTICLE 10 - CONFLICTS OF INTEREST**

**Section 10.1 Annual Conflicts Disclosure.**

Within two (2) months of the Chapter's annual meeting of its Board, the Secretary shall distribute the current Conflicts of Interest Policy to all Interested Persons (as defined in such Policy) and collect such completed and executed Policies.

**Section 10.2 Interested Governors.**

Except as provided in the Chapter's Conflicts of Interest Policy, no contract or other transaction between the Chapter and one or more of its Governors or between the Chapter and any other corporation, firm, corporate business entity, or association of any type or kind in which one or more of its Governors are Governors or governors or are otherwise interested, shall be void or voidable solely by reason of the common Governorship or interest, or solely because the Governor is present at the meeting of the Board or a committee thereof which authorizes, approves, or ratifies the contract or transaction, or solely because the Governor's vote is counted for that purpose, if the contract or other transaction is fair and reasonable as to the Chapter at the time it is authorized, approved, or ratified and the fact of the common Governorship or interest is disclosed or known to the Board or committee and the Board or committee authorizes, approves, or ratifies the contract or transaction by unanimous written consent, provided at least one Governor so consenting is disinterested, or by affirmative vote of a majority of the disinterested Governors, even though the disinterested Governors be less than a quorum.

Common or interested Governors may be counted in determining the presence of a quorum at a meeting of the Board or committee which authorizes, approves, or ratifies the contract or transaction. In the event of a conflict between the terms of these Bylaws and the Chapter's Conflicts of Interest Policy, the terms of the Conflicts of Interest Policy shall govern.

## **ARTICLE 11 - INDEMNIFICATION; INSURANCE; NONASSESSABILITY**

### **Section 11.1 Indemnification.**

The Chapter shall indemnify, to the extent permitted by M.G.L. c. 180, § 6 and to the extent otherwise permitted by law, any person and such person's heirs, executors, administrators and legal representatives, who was or is made or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that (a) such person serves or served as a Governor or officer of the Chapter; (b) such person serves or served on any formally constituted advisory body or voluntary committee of the Chapter; or (c) such person serves or served at the request of the Chapter as a Governor, member, delegate, officer, director, shareholder, employee, or agent of any other corporation, partnership, joint venture, trust, association, or any other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding. The foregoing indemnification shall apply only if the person acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Chapter and, with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

Notwithstanding the foregoing provisions of this Article, the indemnification provided to any person described above shall be only in excess of any valid and collectible insurance or other source of indemnification available for the benefit of such person and that is actually collected and received by or on behalf of such person, including any benefit available under any insurance or self-insurance plan of the Chapter, and no rights of subrogation are intended to be created hereby. Moreover, no indemnification shall be made under this Article or otherwise to or on behalf of a person if:

- (d) A judgment or other final adjudication adverse to the person establishes that their acts or omissions (i) were in breach of their duty of loyalty to the Chapter, (ii) were not in good faith or involved a knowing violation of law, or (iii) resulted in receipt by the person of an improper personal benefit; or
- (e) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under section 4958 of the Code.

### **Section 11.2 Insurance.**

The Chapter may purchase and maintain insurance on behalf of any person who is or was a Governor or officer of the Chapter or is or was serving at the request of the Chapter as a Governor, member, delegate or officer of another corporation, partnership, joint venture, trust, association, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Chapter would have the power to indemnify him or her against that liability under the Act, the Certificate of Formation, or these Bylaws. The Chapter's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Chapter. To the extent that such

insurance coverage provides a benefit to the insured person, the Chapter 's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under section 4958 of the Code.

**Section 11.3 Nonassessibility.**

The private property of the Governors and the officers of the Chapter shall be nonassessable and shall not be subject to the payment of any corporate debts, nor shall the Governors or the officers of the Chapter become individually liable or responsible for any debts or liabilities of the Chapter. No Governor or officer shall be personally liable for the debts or liabilities of the Chapter, one of the other Chapters or NATAS.

**ARTICLE 12 - CORPORATE RECORDS**

**Section 12.1 Inspection of Records.**

The Board shall have the power to determine from time to time by whom and to what extent and under what conditions and limitations the accounts, records, and books of the Chapter shall be open for inspection. The minute book of the Chapter and all audited financial statements shall, during business hours, be open for inspection by duly authorized representatives of the Governors of the Chapter.

**Section 12.2 Corporate Records.**

The Chapter shall keep (a) an original or a duplicate record of the proceedings of the Board and committees thereof, (b) the original or a copy of its Articles of Incorporation, Bylaws, Conflicts of Interest Policy, Code of Conduct, DEI Statement, Whistleblower Policy and any other governance policy adopted by the Chapter, including all amendments thereto to date, and (c) appropriate, complete, and accurate books or records of account, at its registered office or at its principal place of business.

**ARTICLE 13 - MISCELLANEOUS**

**Section 13.1 Coordination with NATAS Bylaws.**

It is the intent of the Chapter that these Bylaws shall be interpreted consistently with the Bylaws of NATAS. In the event that a term of these Bylaws shall conflict with those Bylaws of NATAS or that these Bylaws are silent as to a manner of corporate governance, the Bylaws of NATAS shall govern so long as that interpretation is consistent with the Commonwealth of Massachusetts law.

**Section 13.2 Bylaws Revisions.**

A revision of these Bylaws may be ordered by a two-thirds (2/3<sup>rds</sup>) vote of the Board of Governors. In the event a revision is ordered, a special committee shall be appointed to present a proposed revision to the Board of Governors, which may be amended by a majority vote. An affirmative vote of two-thirds (2/3<sup>rds</sup>) of all Governors is necessary to adopt any revision of these Bylaws.

**Section 13.3 Amendments.**

These Bylaws of the Chapter may be amended by a super-majority (two-thirds (2/3<sup>rds</sup>)) vote of the Board provided notice has been given to all the Governors at least thirty (30) days prior to the date such action is to be considered. Proposed amendments may be submitted by any Governor, any Officer, or by written petition of ten percent (10%) of the active Members of the Chapter. All proposed amendments shall be in writing and submitted to the Secretary.

**DATED:**                    February 12, 2026