

BY-LAWS OF THE GUILD FOR
HUMAN SERVICES, INC.
Last Revisions December 7, 2021

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SECTION 1

**NAMES, PURPOSES, LOCATION, CORPORATE SEAL, AND FISCAL
YEAR**

1.1 Name and Purposes: The name and purposes of the Corporation shall be as set forth in the Articles of Organization of the Corporation, as amended or restated.

1.2 Location: The principal office of the Corporation in the Commonwealth of Massachusetts shall be located at the place set forth in the Articles of Organization of the Corporation. The Trustees 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 Trustees may deem appropriate, effective upon the filing of a certificate of such change with the Secretary of the Commonwealth of Massachusetts.

1.3 Corporate Seal: The Trustees may adopt and alter the seal of the Corporation.

1.4 Fiscal Year: The fiscal year of the Corporation shall, unless otherwise decided by the Trustees, end on June 30 in each year.

SECTION 2

BOARD OF TRUSTEES

2.1 The Corporation of a Non-Membership Organization: The Corporation shall have no members or classes of members. Any action or vote required or permitted by Chapter 180 of the Massachusetts General Laws, as the same now exists or may hereafter be amended, or by any other law, rule, or regulation, to be taken by members of the Corporation shall be taken by action or vote of the same percentage of the Trustees of the

organization.

2.2 Number and Election: The number of Trustees shall be not less than five members. At each annual meeting of the Board of Trustees, the Trustees then in office shall fix the number of Trustees and elect the number so fixed. At any special or regular meeting of the Trustees, the Trustees then in office may increase the number of Trustees and elect new Trustees to complete the number so fixed, or they may decrease the number of Trustees, but only to eliminate vacancies existing by reason of the death, resignation, removal, or disqualification of one or more Trustees.

2.3 Term: Each Trustee shall hold office until he or she sooner dies, resigns, is removed, or becomes disqualified. Each term shall be three (3) years in duration, and once a Trustee has served nine (9) consecutive years in that capacity, he or she must take one year off before being eligible for reappointment as Trustee.

Exceptions to the above guidelines in individual cases may be made at any time by 2/3 vote of the Board.

2.4 Powers: The affairs of the Corporation shall be managed by the Trustees, who shall have and may exercise all the powers of the Corporation, the Articles of Organization of the Corporation, or these by-laws.

Specifically, the Trustees shall have the following rights to:

- (a) Review, adopt, amend and approve statements of Corporate mission, philosophy or purpose;
- (b) Review, adopt, amend and approve the Corporation's Articles of Organization, By-laws, and any proposal or plan for merger, consolidation or dissolution;
- (c) Appoint and remove the Officers of the Corporation;
- (d) Appoint the CEO, determine his or her duties, extend or terminate employment for cause, provide annual evaluation, and set compensation;
- (e) Review, approve or disapprove any creation of a subsidiary Corporation or formal affiliation with another entity;

- (f) Review, adopt, amend and approve the Corporation's annual operating and capital budgets;
- (g) Review, approve or disapprove any borrowing on the line of credit in excess of \$25,000.00 and any borrowing which is to be secured by a mortgage or other interest in real property owned by the Corporation, regardless of the amount;
- (h) Review, approve or disapprove any purchase, sale or transfer of real property or substantially all of the personal property owned by the Corporation;
- (i) Review, approve or disapprove any general annual plan by or on behalf of the Corporation for the solicitation of contributions and approve or disapprove acceptance of any charitable contribution which imposes a material obligation on the Corporation; and
- (j) Select the independent auditor to be retained by the Board of Trustees.

2.5 Committees: The Trustees may elect or appoint one or more committees. Standing committees of the organization shall be appointed by the Chair and may include an Executive Committee, Finance Committee, Board Affairs Committee and a Development and Outreach Committee. Each Board member must serve on at least one committee. Committee recommendations require ratification by a majority of the entire Board of Trustees, as set forth in Section 2.14. Committees must be chaired by Trustees, but may include non-Trustees who are able to assist the committee in its work.

Unless the Trustees otherwise designate, committees shall conduct their affairs in the same manner as is provided in these by-laws for the Trustees. The members of any committee shall remain in office at the pleasure of the Board Chair.

Executive Committee: The Executive Committee shall include the Officers of the Corporation and the Chief Executive Officer, ex-officio, without voting rights. The provisions of Sections 2.12-2.17 shall apply to the Executive Committee regarding notice of meetings, quorum, voting and manner of acting. The Executive Committee shall meet as needed and act on behalf of the Board in the case of emergency acceptance of the purchase, lease, mortgage or sale of real estate. All actions of the Executive

Committee shall be ratified by the Trustees at the next regular meeting of the Board.

Finance Committee: The Finance Committee shall consist of the Chair, Treasurer, Chief Financial Officer, and such members of the Board of Trustees as shall be appointed by the Chair. Except as otherwise provided, the Finance Committee shall be generally responsible for the financial affairs of the organization including, but not limited to, establishing satisfactory financial records, determining the form and substances of monthly financial reports to be rendered to the Board, the preparation and submission of the annual budget to the Board, and planning for and supervising loans and investments. The Finance Committee shall meet at least annually with the Corporation's independent accountants to assure that the Board is alerted to and addresses in a timely manner any accounting, financial or other issues that arise in connection with the Corporation's audit.

Board Affairs Committee: The Board Affairs Committee may consist of the Chair, at least one other officer and such members of the Board of Trustees as appointed by the Chair. The Board Affairs Committee shall (a) develop and implement a well-conceived plan to identify and recruit appropriate persons to serve on the Board of Trustees to obtain the necessary mix of skills, experience, expertise, and perspective required by the organization, (b) present new candidates to the greater Board and to the CEO and senior staff for input, (c) develop an appropriate orientation and continuing education program for Trustees, and (d) develop a slate of Officers to recommend to the Board of Trustees for election at each annual meeting.

Development and Outreach Committee: The Development and Outreach Committee may consist of the Chair and such members of the Board of Trustees as shall be appointed by the Chair. The Development and Outreach Committee shall present to the Board for its approval plans for the raising of funds for the organization (including for capital or special projects, endowment, or any other purpose) and upon Board approval shall monitor any program for fundraising so approved. Further, the Committee shall present to the Board for its approval any plans with regard to public relations matters in connection to the organization or its endeavors.

2.6 Removal: A Trustee may be removed from office for cause,

including any violation of the organization's bylaws, policies or applicable statutes; neglecting duties assigned, including prolonged, unexcused absences from meetings or committees; impugning the reputation of the organization; acting or inciting action for the purpose of harassing the organization; or, unless otherwise provided by statute or the bylaws, Trustees and Officers may be removed for acts that interfere with functioning of the organization by the vote of a majority of the Trustees then in office. A Trustee may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove the Trustee.

2.7 Resignation: A Trustee may resign by delivering her or his written resignation to the Chair, or at a Board meeting of the Trustees. 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.

Providing that reasonable notice has been given as set forth in Section 2.12(c) of these by-laws, Trustees who are absent from three consecutive Board meetings without excuse will be understood to have resigned. A letter will be sent from the Clerk of the Board confirming the resignation.

2.8 Vacancies: Any vacancy in the Board of Trustees may be filled by the Trustees as set forth in Section 2.2. New Trustees shall be recruited following the procedure set forth in the Board Recruitment and Selection Policy document.

2.9 Regular Meetings: Regular meetings of the Trustees may be held at any time and at any place as the Trustees or the Chair may determine, or as specified in the notice.

2.10 Annual Meetings: The annual meeting of the Board shall be held in October of each year at the principal office of the Corporation or at such other place and at such time as is designated by the Chair or by agreement of the Board or specified in the notice. The purpose of the annual meeting shall be the election of Officers, the execution of Board Conflict of Interest and Ethical Practices documents, and transaction of such other business as may come before the Board.

2.11 Special Meetings: Special meetings of the Trustees may be held at any time and at any place when called by the Chair or by three or

more Trustees.

2.12 Call and Notice:

(a) Regular Meetings: No call or notice shall be required for regular meetings of Trustees, provided that (i), reasonable notice of the first regular meeting following the determination by the Trustees of the times and places for regular meetings shall be given to absent Trustees, (ii) reasonable notice specifying the purpose of a regular meeting shall be given to each Trustee if either contracts or transactions of the Corporation with interested persons or amendments to these by-laws are to be considered at the meeting, and (iii) reasonable notice shall be given as otherwise required by law, the Articles of Organization of the Corporation, or these By-laws.

(b) Special Meetings: Reasonable notice of the time and place of special meetings of the Trustees shall be given to each Trustee. Such notice need not specify the purpose of a meeting, unless otherwise required by law, the Articles of Organization of the Corporation, or these By-laws or unless there is to be considered at the meeting (i) contracts or transactions of the Corporation with interested persons, (ii) amendments to these by-laws, (iii) an increase or decrease in the number of Trustees, or (iv) removal of a Trustee.

(c) Reasonable Notice: Except as otherwise expressly provided, it shall be reasonable notice to a Trustee to send notice by email at least five calendar days before the meeting.

(d) Waiver of Notice: Whenever notice of a meeting is required, such notice need not be given to any trustee if a written waiver of notice, executed by him or her (or his or her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any trustee who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. 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.

2.13 Quorum: At any meeting of the Trustees a majority of the Trustees then in office shall constitute a quorum.

2.14 Voting: When a quorum is present at any meeting, a majority of the Trustees present and voting may decide any question, including the election of officers, unless otherwise provided by law, the Articles of Organization of the Corporation, or these By-laws. A Trustee who is unable to attend a meeting in person may be able to call into the meeting to vote, or

send an email to the Board Chair and Clerk in advance of the meeting with their vote on the resolution.

2.15 Action by Consent: Any action required or permitted to be taken at any meeting of the Trustees may be taken without a meeting if all of the Trustees consent to the action in writing, including by email, and such consents are filed with the records of the meetings of the Trustees. Such consents shall be treated for all purposes as a vote at a meeting.

2.16 Telephonic Meeting: Any meeting of the Board of Trustees, or of any committee thereof, may be held by means of a conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear and communicate with each other at the same time, and participation by such means shall constitute presence in person at a meeting.

2.17 Compensation: Trustees may not receive compensation for their services as a Board member. Reasonable out-of-pocket expenses incurred in connection with attendance at meetings may be reimbursed as determined from time to time by the board of trustees. Trustees shall not be compensated for any related or unrelated services to the Corporation.

SECTION 3

OFFICERS

3.1 Number and Qualifications: The Officers of the Corporation shall be a Chair, Treasurer and Clerk. An officer shall be a Trustee. 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, although the same person may not hold the offices of both Chair and Clerk. At any time that The Guild Board of Trustees reaches 8 members or more, the Board has the authority, with a simple majority vote to include a Vice Chair on the Executive Committee.

3.2 Election: The Chair, Treasurer, Clerk and Vice Chair (if such position is filled) shall be elected annually by the Trustees at the annual meeting of the Board.

3.3 Term: The Chair, Treasurer, Clerk and Vice Chair (if such position is filled) shall each hold office until the next annual meeting of the Board and until his or her successor is chosen and qualified, and each other officer, if any, shall hold office until the next annual meeting of the Board unless a shorter period shall have been specified by the terms of his or her election or appointment, or in each case until he or she sooner dies, resigns, is removed, or becomes disqualified.

3.4 Chair: The Chair shall act as the Chairperson of the Board and preside at all meetings of the Trustees, except as the Trustees shall otherwise determine, and shall have such other duties and powers as may be determined by the Trustees, as set forth in the Board's document Board Executive Committee Structure.

3.5 Vice Chair: Should the Board of Trustees vote to include a Vice Chair as an Officer of the Board of Trustees, the Vice Chair shall stand in for the Board Chair should that person be unavailable, shall serve on the Executive Committee of the Board, and shall fully understand the responsibilities of the Board Chair and be able to perform those duties in the Chair's absence.

3.6 Treasurer: The Treasurer shall, subject to the direction of the Trustees, be in charge of the financial affairs of the Corporation and shall keep full and accurate records thereof. The Treasurer may delegate the keeping of such records to the Chief Financial Officer employed by the Corporation. So long as the Corporation's books and records are subject to review and audit at least annually by an independent auditor, the Treasurer may rely upon the findings and recommendations of such auditor in lieu of his or her own review of the books and records. The Treasurer shall have such other duties and powers as the Trustees shall determine, as set forth in the Guild document Board Executive Committee Structure.

3.7 Clerk: The Clerk shall record and maintain records of all proceedings of the Trustees in a book or books, or electronic record, kept for that purpose, which book or books, or electronic record shall be kept within the Commonwealth of Massachusetts at the principal office of the Corporation or at the office of its resident agent and shall be open at all reasonable times to the inspection of any Trustee. Such book or books, or electronic record, shall also contain records of all meetings of Trustees and the original, or attested copies, of the Articles of Organization and By-laws

of the Corporation and the names of all Trustees and the contact information of each. Any or all of the above duties may be delegated to another Trustee if the Clerk is absent from any meeting of Trustees, who shall exercise the duties of the Clerk at the meeting. The Clerk shall have other responsibilities as set forth in the Guild document Board Executive Committee Structure.

3.8 Removal: Any Officer may be removed from office without cause by the vote of two-thirds of the Trustees then in office. An Officer may be removed for cause, including any violation of the organization's bylaws, policies or applicable statutes; neglecting duties assigned, including prolonged, unexcused absences from meetings or committees; impugning the reputation of the organization; acting or inciting action for the purpose of harassing the organization; or, unless otherwise provided by statute or the bylaws, Trustees and Officers may be removed for acts that interfere with functioning of the organization, by the vote of a majority of the Trustees then in office. Such vote may be taken only after reasonable notice and opportunity for said Officer to be heard before the Trustees.

3.9 Resignation: Any Officer may resign by delivering his or her written resignation to the Chair, Vice Chair if any, Treasurer, or Clerk of the Corporation, to a meeting of the Trustees. 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.

3.10 Vacancies: If the office of any Officer becomes vacant, the Trustees may elect a successor. Each such successor shall hold office for the unexpired term of the officer whom he or she replaced, and, in the case of the Chair, Vice Chair if any, Treasurer, and Clerk, until his or her successor is chosen and qualified, and in each case until he or she sooner dies, resigns, is removed, or becomes disqualified.

SECTION 4

CHIEF EXECUTIVE OFFICER

4.1 The Board of Trustees of the Corporation shall appoint a Chief Executive Officer ("CEO") of the Corporation. The CEO shall have general

charge and supervision of the affairs of the Corporation under the direction of the Board of Trustees. The CEO shall be paid such compensation as the Board of Trustees shall determine and shall serve at the pleasure of the Board of Trustees.

SECTION 5

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

5.1 The Trustees may designate certain persons or groups of persons as chapters, sponsors, benefactors, contributors, advisors, or friends of the Corporation or such other title as the Trustees deem appropriate. Persons or groups of people so designated shall be an activating force in achieving the purposes of the Corporation, and may take an interest in the work and development activities of the Corporation, including fundraising. Such persons shall serve in an honorary capacity and, except as the Trustees shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, and shall have no other responsibilities or rights.

SECTION 6

FISCAL MATTERS

6.1 Contracts: The Board of Trustees may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and, unless so authorized, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit and to render it liable financially for any purpose or in any amount.

6.2 Execution of Paper: Except as the Trustees may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the CEO or by the Treasurer or by the Clerk. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the

Corporation by two (2) of its Officers, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, By-Laws, resolutions or votes of the Corporation.

6.3 Loans: No loans shall be contracted for or on behalf of the Corporation and no negotiable papers shall be issued in its name, unless and except as authorized by the Board of Trustees.

6.4 Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, trust companies or other depositories as the Board and/or Treasurer may select.

6.5 Checks and Drafts: All checks, drafts, or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the officer or agent of the Corporation designated by the Board. In the absence of a designation by the Board, such instruments shall be signed by the Chair and countersigned by the Treasurer.

6.6 Gifts: The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise, for and consistent with general or specific purposes of the Corporation.

SECTION 7

LIABILITY & INDEMNIFICATION

7.1 Personal Liability: The Trustees, Officers, employees and agents 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.

7.2 Right to Indemnify: The Corporation may, to the extent legally permissible and only to the extent that the status of the Corporation as an

organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its Trustees, Officers, employees and other agents (including persons who serve at its request as Trustees, Officers, employees and other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a Trustee, Officer, employee or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by each such Trustee, Officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the Trustees then in office; or (b) by a majority of the Trustees then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Trustee, Officer, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation.

7.3 Indemnification in Advance of Final Disposition of Action: Expenses, including counsel fees, reasonably incurred by any such Trustee, Officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he or she shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Trustee, Officer, employee, or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this Section, the terms “Trustee,” “Officer,” “employee,” and “agent” include their respective heirs, executors and

administrators, and an “interested” Trustee is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is pending.

7.4 Insurance: The Corporation shall have authority to purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, Officer, employee at the request of the Corporation or as a Trustee, Officer, employee or other agent of another organization in which it has an interest, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

SECTION 8

CONFLICTS OF INTEREST

8.1 Conflicts of Interest: Whenever the Corporation contemplates entering into a transaction or arrangement that might benefit an officer, Trustee or a member of a committee with Board-delegated powers, who has a direct or indirect financial interest in the transaction or arrangement (each, a “Disqualified Person”), the following procedures shall apply:

- (a) The Disqualified Person shall disclose the existence and nature of the financial interest to the disinterested Trustees or committee members considering the transaction or arrangement;
- (b) The Disqualified Person, if present, shall leave the meeting while the disinterested Trustees or committee members discuss the existence of a conflict of interest and the potential for private inurement to the Disqualified Person, and during the vote on the transaction or arrangement.
- (c) The disinterested Trustees or committee members shall consider whether the transaction or arrangement is in the Corporation’s best interest, for its own benefit, and whether it is fair and reasonable. Alternatives to the proposed transaction shall be discussed, and comparability data reviewed to assess fair market value. The

Corporation may utilize the services or data of independent third parties in making such a determination.

- (d) The minutes of the meeting at which the proposed transaction or arrangement is discussed shall contain the following:
 - (i) the name of the Disqualified Person;
 - (ii) the nature of the financial interest;
 - (iii) the terms of the proposed transaction or arrangement;
 - (iv) the content of the discussions and summary of any actions taken and/or comparability data reviewed in order to evaluate any alternatives and to assess the fair market value of the proposed transaction or arrangement; and
 - (v) the names of the disinterested persons present for the discussions and votes with respect to the proposed transaction or arrangement; and the record of the vote.

8.2 Annual Written Disclosure: Each Trustee shall annually disclose in writing his or her business involvements with the Corporation and/or with other Board members, as well as his or her other Board memberships, both for-profit and charitable. The information should be updated throughout the year, as necessary. In addition, each Trustee shall make an annual disclosure of the total amount the Trustee received from the Corporation during the previous year as a vendor of goods to the Corporation, or on account of services rendered to the Corporation. The disclosure described in this Section 8.2 shall be provided to the entire Board of Trustees.

SECTION 9

AMENDMENTS

The Board of Trustees may amend these by-laws at any time by a vote of two-thirds of the Trustees then in office at any meeting at which a quorum is present, provided that any such proposed amendments have been circulated at the prior legally held meeting of the Board of Trustees.