



# MASSACHUSETTS ASSOCIATION OF AGRICULTURAL COMMISSION

## BYLAWS

As Amended and Approved by Annual Meeting Vote

February 27, 2016

### **ARTICLE I: NAME**

The name of this organization shall be the "Massachusetts Association of Agricultural Commissions, Inc." (hereinafter "MAAC").

### **ARTICLE II: PURPOSE**

The purpose of MAAC shall be to promote agriculture and agricultural activities in Massachusetts primarily through guidance, encouragement, and critical support for municipal Agricultural Commissions, helping them to fulfill their potential as leaders in their communities through exercise of their duties. MAAC shall provide comprehensive education and training for Commissioners, who, as local officials serving without compensation have broad mandates under state and local laws. MAAC shall build support for community Agriculture through effective relations with federal and state agencies, appointing officials, the courts, other non-profits, and the general public. MAAC shall also work toward strong, relevant, science-based laws, regulations, policies, and court decisions in areas that concern agriculture.

### **ARTICLE III: MEMBERSHIP**

#### **Section 1 Voting Members**

**Clause A: Agricultural Commissions.** Any Agricultural Commission (or Agricultural Committee, Forestry Committee or Task Force Advisory Committee or equivalent municipal board) established pursuant to Article 89 of the State Constitution (Home Rule Amendment) or other municipal provision, upon payment of annual dues may become a Commission Member with full voting rights at all meetings of the MAAC membership, and with all other privileges of membership. Such privileges shall include eligibility for discounts on MAAC programs and publications, receipt of newsletters and mailings by individual Commissioners and the Commission office, and all additional privileges as determined by the Board of Directors. Each Agricultural Commission shall have one (1) vote at the Annual Meeting. (See Article IV § 4) Member Commissions may have an obligation to pay annual dues as determined by the Board of Directors.

**Clause B: Former Officers or Directors of MAAC; Farmers Nominated By MAAC Board To Represent Their County If An Agricultural Commission Does Not Exist.** Upon payment of annual dues may become a member with full voting rights at all meetings of the MAAC with all other privileges of membership. Such privileges shall include eligibility for discounts on MAAC programs and publications, receipt of one copy of newsletters and general membership mailings, and such additional privileges as determined by the Board of Directors

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**Section 2 Non-Voting Members**

**Clause A: Individual Members.** Anyone may become an Individual Member of MAAC upon application and payment of dues. Privileges of Individual members shall include eligibility for discounts on MAAC programs and publications, receipt of one copy of newsletters and general membership mailings, and such additional privileges as determined by the Board of Directors. Individual Members do not have the right to vote at meetings of the MAAC membership.

**Clause B: Advisory Members:** Anyone requested by the Board to aid, educate, assist, advise, guide , promote or support the Board of Directors Privileges of Advisory Members shall include eligibility for discounts on MAAC programs and publications, receipt of one copy of newsletters and general membership mailings, and such additional privileges as determined by the Board of Directors. Advisory Members do not have the right to vote at meetings of the MAAC membership.

**Clause C:Corporate Members.** Any entity may become a Corporate Member of MAAC upon application and payment of dues. Privileges of Corporate Members shall include eligibility for discounts on MAAC programs and publications, receipt of one copy of newsletters and general membership mailings, and such additional privileges as determined by the Board of Directors. Corporate Members do not have the right to vote at meetings of the MAAC membership.

**Clause D: Other Members.** The Board of Directors may create other categories of membership, such as ex officio members and honorary members, as appropriate, and may establish the benefits and obligations of such memberships, provided that all such Other Members shall not be eligible to vote at meetings of the MAAC membership.

**Section 3: Dues.** The Board of Directors shall establish a schedule of annual dues, if any, for each membership category and the fiscal year for which such dues are assessed. Reasonable notice shall be given to members of their obligation to renew their membership by payment of dues. Failure to pay currently assessed dues within three months of the start of the fiscal year shall render a Member ineligible for discounts on MAAC programs and publications, to vote at the Annual Business Meeting or at any other meeting of the MAAC membership, and to have individual Commissioners receive newsletters and other mailings. Failure to pay currently assessed dues within one month of the start of the fiscal year shall render Individual Members and Corporate Members ineligible for all the privileges of their membership category. Payment in full of currently assessed dues immediately reinstates all members to the full privileges of their membership category.

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**ARTICLE IV: MEETINGS OF THE MEMBERSHIP**

**Section 1: Annual Business Meeting.** The Annual Business Meeting of the MAAC membership shall be held between January 1 and March 31 for the purpose of election of Directors and non-Board members of the Nominating Committee; to hear and vote whether to accept the report of the Treasurer for filing; and to transact such other business as may properly be brought before the MAAC membership. Written notice of the meeting shall be sent to all members no less than thirty (30) days prior to the meeting. The Officers of MAAC shall be elected by the Board of Directors at the first Board business meeting **to be held immediately after the Annual Business Meeting has adjourned.**

**Section 2: Special Meeting.** The President, the Board of Directors, or a majority Commissions that are members in good standing may call a special meeting of the MAAC membership on thirty (30) days' written notice to all members.

**Section 3: Quorum.** When the members of MAAC have been duly notified of the Annual Business Meeting; 20% of the current MAAC membership will constitute a quorum of MAAC to legally transact the business of the organization. Provided there are at least two (2) Agricultural Commissions from each of the four (4) Regions as defined in Article 6, Section 1, Clause B are attending..

**Section 4: Voting.** Each Agricultural Commission that is a member in good standing shall be entitled to one (1) vote to be cast by its ranking officer or authorized delegate at any meeting of the MAAC membership. The casting of a vote by any Commission or authorized delegate with written authority shall be presumed to represent authorized action. A majority of votes shall transact the business of the meeting, unless otherwise indicated in these Bylaws or the adopted parliamentary authority.

**ARTICLE V: BOARD OF DIRECTORS**

**Section 1: Composition.** The Board of Directors shall consist of twenty-four (24) Directors and Officers.

The composition of the Board of Directors shall be voting members of MAAC (see Article III – 1) with

- **One** Commission member from each of the fourteen (14) counties of the Commonwealth, or a Former Officer or Director or a Farmer nominated by the Board of Directors to represent their county if an agricultural commission does not exist or a second Director from an active county **to be designated as County Directors.**
- All **County Directors shall be** eligible to be elected officers.
- **A** maximum of six (6) **Officers** and the immediate past President, **(see Article IV -1, Clause A)**

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**The composition of the Board of Directors of non-voting members who are not eligible to be officers are:**

- The Commissioner of the Massachusetts Department of Agricultural Resources or its designee,
- The President of the Massachusetts Farm Bureau Federation or its designee and
- The **Director** of the Stockbridge School of Agriculture at the University of Massachusetts or its designee who are not eligible to be officers.

**Section 2: Qualifications.** Members of the Board of Directors shall be nominated in accordance with ARTICLE VIII Section 6.

**Section 3: Board of Directors Duties.** The Board of Directors shall acquire, hold and manage the fiscal, personal, and real property of MAAC, exercising all the powers not expressly reserved to the MAAC membership by law, the Articles of Organization, or these Bylaws. The Board of Directors shall approve an operating budget before the commencement of each fiscal year, and amend that budget from time to time as circumstances warrant.

The Board of Directors may engage an Executive Director to be responsible for engaging and supervising additional employees and consultants, if any, and fixing the compensation thereof subject to the approval of the Executive Committee and the operating budget approved by the Board of Directors. The Board of Directors shall prepare and revise, as needed, a strategic plan for MAAC, and shall prepare and adopt an annual operating plan.

The Board of Directors may establish additional committees beyond those provided for in these Bylaws, as it deems necessary or appropriate to carry out the objectives and purposes of MAAC. The Board of Directors may from time to time delegate to the Executive Committee such of its powers as it deems appropriate.

**Section 4: County Director Duties: County Directors shall represent, communicate, assist and support agriculture and Agricultural Commissions needs within the County they represent in accordance with MAAC's Purpose stated in Article II and to communicate to the Board of Directors with periodic updates, as needed, may work to promote new Agricultural Commissions within their County; shall assist MAAC in maintaining contact information for farmers and Agricultural Commissions within their County; shall be voting delegates for the Annual Meeting, promote MAAC membership and attendance to the MAAC Annual Meeting and for said County; and perform other duties as directed by the Board of Directors or the Executive Committee.**

**Section 5: Meetings.** The Board of Directors shall meet at least quarterly on call of the President or any five Directors with thirty (30) days' written notice. Special meetings may be called on 48 hours written notice. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. The business of the Board of Directors may be transacted by mail or electronic communication.

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**Section 6: Vacancies.** The Board of Directors shall fill all vacancies of Directors and Officers other than that of President.

**Section 7: Executive Committee of the Board of Directors.** The MAAC Officers shall jointly constitute an Executive Committee of the Board of Directors. The Executive Committee shall provide leadership and direction to the Board of Directors in its deliberations and decision-making. The Executive Committee shall exercise any and all additional powers delegated to it by the Board of Directors.

The Executive Committee shall meet at such times as the President may direct. A majority of the members of the Executive Committee shall constitute a quorum. All decisions shall require a majority vote of Committee members. The business of the Executive Committee may be transacted by mail or electronic communication. All actions and recommendations shall be reported to the Board of Directors in a timely fashion.

**ARTICLE VI: OFFICERS**

**Section 1: General Provisions**

Clause A: Composition. The Officers of MAAC shall be President, First Vice President, Vice President for Advocacy, and Vice President for Education, Secretary, and Treasurer. The immediate past President may serve ex-officio as a voting member of the Board of Directors and the Executive Committee for one year.

Clause B: Regional Representation of Officers. To ensure equal representation of all areas of the Commonwealth four (4) county regions shall be established; Northern Region (Essex, Middlesex and Suffolk Counties), Mid-Region (Worcester and Norfolk Counties), Western Region (Franklin, Hampshire, Hampden and Berkshire Counties) and Southern Region (Barnstable, Dukes, Nantucket, Plymouth, and Bristol Counties). There shall be at least one (1) voting Officer from each region.

Clause C: Election: The Officers of MAAC shall be elected by the Board of Directors at the first Board business meeting to be held immediately after the Annual Business Meeting has adjourned.

Clause D: Qualifications. Each Officer shall have served as a Director and shall be a full voting Member in good standing of MAAC. (See Article III, Section 1.)

Clause E: Terms. Each Officer shall be elected at the first Board Business Meeting **to be held immediately after** the Annual Business Meeting has adjourned to serve for a two-year term. The term of each Officer commences at the conclusion of the first Board Business Meeting and continues until such time as a successor is qualified. No officer, except for the Secretary and Treasurer, may serve more than two consecutive two-year terms.

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Clause F: Duties. The duties of Officers shall be those prescribed by federal and state laws, these Bylaws, and by the parliamentary authority adopted by MAAC.

Clause G: Vacancies. Any vacancy, except that of the President, however occurring, shall be filled by the Board of Directors until the next Annual Business Meeting. Upon the failure of any Officer to attend two (2) consecutive meetings of the Board of Directors, without notification or good cause, the Board of Directors may declare a vacancy in that position. Failure of any Officer's Agricultural Commission to be a member in good standing shall create a vacancy in that position.

**Section 2: President**

Clause A: Qualifications. Subject to review by the Board of Directors the President shall preferably have served **on the Executive Committee** prior to being elected to serve as President.

Clause B: Terms. The President shall be eligible to serve no more than, two consecutive two-year terms.

Clause C: Duties. The President shall preside at all meetings of the MAAC membership, the Board of Directors, and the Executive Committee. The President shall be a member ex officio of all committees except the Nominating Committee. Unless otherwise directed by the Board of Directors, the President shall appoint each Director to one or more of the following committees: the Advocacy Committee, the Education Committee, and the Finance and Development Committee. The President shall name the chairs of all committees unless otherwise specified in these Bylaws. The President shall discharge such other duties as may be specified by the Board of Directors or the Executive Committee.

Clause D: Vacancies. In the event the President is unable to complete his or her term, the First Vice President shall fill the unexpired portion of the President's two-year term, and remain eligible for election as President in succeeding years according to the provisions of Section 2, Clause B, above.

**Section 3: First Vice President**

Clause A: Terms. The First Vice President shall be eligible to serve no more than, (2) consecutive two-year terms.

Clause B: Duties. The First Vice President shall perform the duties of the President in his or her absence and shall discharge such other duties as may be specified by the Board of Directors, the Executive Committee, or the President. In the event the President is unable to complete his or her term, the First Vice President shall immediately fill the unexpired portion of the President's term. It is expected but not required that the First Vice President shall be nominated to succeed to the Presidency when the President has completed his or her single or consecutive terms.

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**Section 4: Vice President for Advocacy**

Clause A: Terms. The Vice President for Advocacy shall be eligible to serve in the same capacity for at least, but no more than, (2) consecutive two-year terms.

Clause B: Duties. The Vice President for Advocacy shall serve as Chair of the Advocacy Committee, shall appoint the chairs and members of subcommittees, shall coordinate the activities of the committee and its subcommittees, and shall discharge such other duties as may be specified by the Board of Directors, the Executive Committee, and the President. **The Vice President for Advocacy shall publish to the membership upcoming legislative and regulatory issues.**

**Section 5: Vice President for Education**

Clause A: Terms. The Vice President for Education shall be eligible to serve in the same capacity for at least, but no more than, (2) consecutive two-year terms.

Clause B: Duties. The Vice President for Education shall serve as Chair of the Education Committee, shall appoint the chairs and members of subcommittees, shall coordinate the activities of that committee and its subcommittees, and shall discharge such other duties as may be specified by the Board of Directors, the Executive Committee, and the President.

**Section 6: Secretary**

Clause A: Terms. The Secretary shall be eligible to serve in the same capacity for a one year term with no term limits.

Clause B: Duties. The Secretary shall have general charge of record-keeping for MAAC, shall keep or cause to be kept an accurate roster of membership and accurate minutes of the meetings of MAAC members, the Board of Directors, and the Executive Committee, shall cause to be issued appropriate notices of meetings, elections, and appointments and appropriate correspondence. The Secretary shall report on MAAC's condition in these respects from time to time to the Board of Directors and the Executive Committee, and shall discharge such other duties as may be specified by the Board of Directors, the Executive Committee, or the President.

**Section 7: Treasurer**

Clause A: Terms. The Treasurer shall be eligible to serve in the same capacity for at least one year term with no term limits, except as provided herein. The Treasurer shall be eligible to serve for an additional consecutive term or terms if his or her nomination for an additional term is approved by the Board of Directors and the Nominating Committee.

Clause B: Duties. The Treasurer shall have general charge of the financial affairs of MAAC, shall cause to be kept accurate books of accounts of the organization, shall report

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on MAAC's financial condition at the Annual Business Meeting and from time to time to the Executive Committee or the Board of Directors as requested.

The Treasurer shall submit to the **Board of Directors** an accounting of all debits and credits on a monthly basis.

**The Treasurer shall present to the Board of Directors all contributions and donations to and from MAAC for approval.**

After MAAC completes its first year of activity the Treasurer must file or cause to be filed annually the Form PC along with the appropriate IRS Form 990, the correct filing fee and any required audit or review.

If MAAC has a total gross revenue of at least Two Hundred Thousand Dollars (\$200,000.00) but less than Five Hundred Thousand Dollars (\$500,000.00) for a given fiscal year, the Treasurer must file or cause to be filed either audited or reviewed financial statements for that year.

If MAAC has gross revenue of Five Hundred Thousand Dollars (\$500,000.00) or more, the Treasurer must file or cause to be filed an audited financial statement.

Reviewed financial statements and audited financial statements must be completed by an independent certified public accountant (CPA) using generally accepted accounting principles (GAAP). The CPA must be approved by the Board of Directors.

Reviewed or audited financial statements shall be presented to the Executive Committee and the Board of Directors within one hundred eighty (180) days from MAAC's fiscal year-end.

MAAC is to conduct an ongoing internal financial review by financially proficient member(s) of the Finance and Development Committee if MAAC's total gross revenue is less than 200,000 in a fiscal year. The Financial Committee shall present results of the review to the Executive Committee and Board of Directors prior to the Annual Business Meeting. The purpose of the internal financial review is to:

- (1) Identify significant risks and take steps to minimize and mitigate those risks.
- (2) Assess the effectiveness of MAAC's internal controls and report findings to the full board of directors.
- (3) Verify financial records.
- (4) Identify, address, and recommend additional monitoring or changes to MAAC's system of internal controls.
- (5) Assist with increasing efficiency and effectiveness of operations.

The Treasurer shall also serve as Chair of the Finance and Development Committee, shall appoint the chairs and members of its subcommittees, shall coordinate the activities of the



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committee and its subcommittees, and shall discharge such other duties as may be specified by the Board of Directors, the Executive Committee, or the President.

**ARTICLE VII: COUNTY DIRECTORS**

**Section 1: Composition.** There shall be fourteen (14) County Directors, seven (7) of whom shall be elected every two years.

**Section 2: Qualifications.** Each County Director shall be a full voting member in good standing and either a current Commission Member or unless otherwise designated pursuant to Article V, Section 1 or Article III §4 (amended

**Section 3: Terms.** County Directors shall be elected for two-year terms. All terms commence at the conclusion of the Annual Business Meeting and continue until such time as a successor is qualified.

**Section 4: Duties.** The County Directors shall advance the mission of MAAC through attendance at all meetings of the Board of Directors and active participation in the work of the standing and special committees to which they are appointed. Participation in at least one of MAAC'S major committees is a required minimum. **County Directors shall represent, communicate, assist and support agriculture and Agricultural Commissions needs within the County they represent in accordance with MAAC's Purpose stated in Article II and to communicate to the Board of Directors with periodic updates, as needed, may work to promote new Agricultural Commissions within their County; shall assist MAAC in maintaining contact information for farmers and Agricultural Commissions within their County; shall be voting delegates for the Annual Meeting, promote MAAC membership and attendance to the MAAC Annual Meeting and for said County; and perform other duties as directed by the Board of Directors or the Executive Committee.**

**Section 5: Vacancies.** Any vacancy shall be filled by the Board of Directors until the next Annual Business Meeting. Upon the failure of any Director to attend two (2) consecutive meetings of the Board of Directors, without notification or good cause, the Board of Directors may declare a vacancy in that position. Failure of any Director to maintain his or her Individual Membership, and failure to apply for reinstatement within thirty (30) days' notice of such failure, shall create a vacancy in that position.

**ARTICLE VIII: COMMITTEES**

**Section 1: Composition.** In addition to the Executive Committee there shall be at least four standing committees. These include: the Advocacy Committee, the Education Committee, the Finance and Development Committee, the Nominating Committee - and such other standing and special committees as are authorized by the members or the Board of Directors. Service on standing and special committees shall not be limited to Officers and Directors. The President **or Chair** may designate subcommittees thereof.

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**Section 2: Meetings.** Committees shall meet at such times as the President or Chair may direct. A majority of the members of a committee shall constitute a quorum. All decisions shall require a majority vote of committee members. The business of committees may be transacted by mail or electronic communication. All actions and recommendations shall be reported to the Board of Directors in a timely fashion for action.

**Section 3: Advocacy Committee.** The Advocacy Committee shall be composed of the Vice President for Advocacy, as Chair, and at least six (6) additional agricultural commission members of MAAC membership commissions whose memberships are from at least three different counties appointed by the Board of Directors to serve at the Board's pleasure. Its duties shall be to consider government issues, including legislative, judicial, and administrative, and provide recommendations to the Executive Committee or the Board of Directors for appropriate action. The Advocacy Committee shall consider and make recommendations on all proposals on government issues prior to discussion by the Board of Directors or other action. Government Affairs and Legal Affairs shall be subcommittees of the Advocacy Committee. The Chair shall make all appointments to Advocacy Committee subcommittees, and designate their chairs, with the advice and consent of the Board of Directors and Executive Committee.

**Section 4: Education Committee.** The Education Committee shall be composed of the Vice President for Education, as Chair, and at least six (6) additional members appointed by the Board of Directors. Its duties shall be to recommend programs for adoption by the Board of Directors and to oversee and assist in the development and presentation of such programs. Annual Agricultural Conference and Training Program shall be subcommittees of the Education Committee. The Chair shall make all appointments to Education Committee subcommittees, and designate their chairs, with the advice and consent of the Board of Directors.

**Section 5: Finance and Development Committee.** The Finance and Development Committee shall be composed of the Treasurer, as Chair, and at least two (2) additional members appointed by the Board of Directors and Executive Committee. The Finance and Development Committee shall recommend a budget to the Board of Directors, and develop strategies to acquire funds to carry out the Board of Directors' objectives. The Chair shall make all appointments to the Finance and Development Committee subcommittees, and designate their chairs, with the advice and consent of at least two (2) individuals.

Treasurer must file **or cause to be filed** annually the Form PC along with the appropriate IRS Form 990, the correct filing fee and any required audit or review.

If MAAC has a total gross revenue of at least \$200,000 but less than \$500,000 for a given fiscal year, the Treasurer must file **or cause to be filed** either audited or reviewed financial statements for that year.

If MAAC has gross revenue of \$500,000 or more, the Treasurer must file **or cause to be filed** an audited financial statement.

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Reviewed financial statements and audited financial statements must be completed by an independent Certified Public Accountant (CPA) using Generally Accepted Accounting Principles (GAAP). The CPA must be approved by the Board of Directors.

Reviewed or audited financial statements shall be presented to the Executive Committee and the Board of Directors within one hundred eighty (180) days from MAAC's fiscal year-end.

MAAC is to conduct an ongoing internal financial review by financially proficient member(s) of the Finance and Development Committee if MAAC's total gross revenue is less than Two Hundred Thousand Dollars (\$200,000.00) in a fiscal year. The Financial Committee shall present results of the review to the Executive Committee and Board of Directors prior to the Annual Business Meeting. The purpose of the internal financial review is to:

- (1) Identify significant risks and take steps to minimize and mitigate those risks.
- (2) Assess the effectiveness of MAAC's internal controls and report findings to the full board of directors.
- (3) Verify financial records.
- (4) Identify, address, and recommend additional monitoring or changes to MAAC's system of internal controls.
- (5) Assist with increasing efficiency and effectiveness of operations.

**Section 6: Nominating Committee.** The Nominating Committee shall be composed of seven (7) individuals who serve on a member in good standing agricultural commission or a member pursuant to the provisions of Article III § 1 Clause B. who shall serve not more than three, two (2)-year terms. At least six (6) members of the Committee shall presently or formerly have served as Agricultural Commissioners. Members shall be elected as follows: Four (4) members not presently serving as Officers or as Directors shall be elected at the Annual Business Meeting; two (2) members shall be elected by and from the Board of Directors; and one (1) member shall be selected by and from the Executive Committee.

The President shall appoint a temporary Chair for purposes of organizing the committee. The Nominating Committee shall then elect a Chair from among its members. Its duties shall be to present to the Annual Business Meeting a slate of nominees for the positions of Directors and non-Board of Directors members of the Nominating Committee, and to recommend to the Board of Directors candidates to fill vacancies. The Nominating Committee shall select its nominees without regard to race, national origin, religious belief, gender or sexual orientation. No member of the Nominating Committee may serve more than three consecutive terms.

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**ARTICLE IX: PARLIAMENTARY AUTHORITY**

The Board of Directors may adopt rules of order that shall govern meetings of the MAAC membership, the Board of Directors, and committees. In the absence of such rules being adopted, the rules contained in Robert's Rules of Order shall govern meetings of the MAAC membership, the Board of Directors, and committees in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

**ARTICLE X: AMENDMENTS TO THE BYLAWS**

These Bylaws may be amended at any meeting of the MAAC membership by a two-thirds vote of the voting members present and voting, provided written notice of the intended amendment(s) is submitted to the members at least thirty (30) days prior to the date of the meeting. Changes proposed by the Board of Directors shall have received an affirmative vote by the Board of Directors

**ARTICLE XI: DISSOLUTION**

MAAC may be dissolved by a two-thirds vote of the voting members present at an Annual Business Meeting or other meeting of the MAAC membership, provided written notice of the proposed dissolution and reasons therefore are submitted to the members thirty (30) days in advance. On an affirmative action, those members who constitute the Executive Committee of the Board of Directors at the time of the vote shall continue in office until the affairs of MAAC are terminated. Thereafter all assets shall be conveyed to a (501) (c) (3) non-profit agricultural organization designated by vote of the MAAC membership.

**ARTICLE XII: OFFICER AND DIRECTOR LIABILITY**

No Officer, Director, or member of a committee shall be liable for breach of his or her fiduciary duty except for his or her own disloyal or bad faith acts, intentional misconduct or knowing violation of law, or for any transaction from which he or she derived an improper personal benefit.

Except to the extent that any Officer, Director, or member of a committee incurs loss or damage caused by his or her own disloyal or bad faith acts, intentional misconduct or knowing violation of law, MAAC shall indemnify and hold harmless each Officer, Director, or member of a committee from any loss or damage incurred by him or her on account of any activities performed for or on behalf of MAAC.

All persons dealing with MAAC, its Officers, Directors, or members of committees shall be deemed to have agreed to look only to MAAC property and not to any Officer, Director, or member of a committee individually, for satisfaction of claims, if any, arising out of such dealings.

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**ARTICLE XIII: CONFLICT OF INTEREST**

Any Officer or Director who is a member, stockholder, trustee, director , officer or employee of any firm, corporation or association with which the MAAC contemplates contracting or transacting business, shall disclose his/her relationship or interest to the other Officers or Directors acting upon or in reference to such contract or transaction. No so interested party shall vote on such contract or transaction, but he/she may be counted for purposes of determining a quorum. The affirmative vote of a majority of the disinterested Officers or Directors shall be required before the MAAC may enter into such contract or transaction.

In case the MAAC enters into a contract or transacts business with any firm, corporation or association of which one or more of its Officers or Directors is a member, stockholder, trustee, director, officers, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such Officer or Director have or may have interests therein that are or might be adverse to the interests of the MAAC. No Officer or Director having disclosed such adverse interest shall be liable to the MAAC or to any creditor of the MAAC or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Officer or Director be accountable for any gains or profits to be realized thereon.

**ARTICLE XIV: CHANGE OF BY-LAWS**

The By-laws may be altered, amended or repealed by a two-thirds (2/3) vote of the quorum present at the Annual Meeting. Any proposed change to the By-laws must be presented at the Executive Committee meeting ninety (90) days prior to the Annual Meeting that will entertain the vote. Publications of the proposed change will be included with the notice of Annual Meeting.

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History:

Draft Bylaws approved by the membership at the Incorporation Meeting on March 20, 2010.

Approval Date of First Amendment March 25, 2011.

Second Amended Draft Bylaws approved at the Annual Meeting on February 24, 2012.

Third Amended Draft Bylaws approved at the Annual Meeting on March 2, 2013.

Fourth Amended Draft Bylaws approved at the Annual Meeting on March 15, 2014

Fifth Amended Draft Bylaws approved at the Annual Meeting on February 27, 2016

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